

AMENDED AND RESTATED BYLAWS OF GREATER FARMLAND CIVIC ASSOCIATION

ARTICLE I NAME AND PURPOSES

Section I.01 Name. The name of the Association is the Greater Farmland Civic Association, (the “Association”).

Section I.02 Association Area. The land area within the following limits shall constitute the “Association Area”: Starting at the northeast intersection of Tuckerman Lane and Interstate 270, then north along to Interstate 270 to its intersection with Montrose Road, then east along Montrose Road to its intersection with Old Farm Creek, then downstream to its intersection with Tuckerman Lane, then west to the starting point at the northeast intersection of Tuckerman Lane and Interstate 270.

Section I.03 Purpose. The Association is organized for the charitable and educational purposes of:

- Promoting the interests and general welfare of the residents of the Association Area to and among governmental bodies, elected representatives of Montgomery County, Maryland, other organized and established civic and citizens associations, and other public and private entities whose services or projects have or may have an impact on Association Area residents; and
- Promoting a sense of community within the Association area by providing information to and organizing community activities for the residents of the Association Area; and
- Joining with and becoming a member of Associations representing the common interests of multiple civic and citizens associations in Montgomery County, Maryland.

ARTICLE II MEMBERSHIP AND DUES

Section 2.01. Membership Eligibility. Membership in the Association shall be open to each residence located within and with an address in the Association Area. The Association Area may only be modified by an amendment to these Bylaws that is adopted in accordance with the Bylaw amendment process set forth in Article X. Except as hereinafter limited by Section 2.02, the owner and tenant of each residence within the Association Area shall each be eligible for one (1) Membership in the Association.

Section 2.02 Membership Limitations and Voting. Each Member Household in Good Standing, i.e., current in payment of Membership dues, shall be entitled to one vote on any issue voted upon

at a meeting of the Association. Notwithstanding the foregoing, the owner of multiple residences within the Association Area who is current in Membership dues, shall only be entitled to one vote regardless of the number of residences owned within the Association Area. For purposes of this section, an owner of multiple residences is one who owns, in whole or in part, individually or in common with others, personally or through a corporation, partnership, limited liability company or a similar entity, multiple homes in the Association Area in which the owner does not reside.

Section 2.03 Voting. Voting at the Annual Meeting or other Association meetings may be conducted in person or online. The Board is authorized to implement additional methods of voting in order to ensure the fullest participation of the Members.

Section 2.04 Membership Year and Dues. The Membership year of the Association shall run from January 1 through December 31 of each year. Dues for the upcoming year shall become due on January 1st of each year. The Board of Directors of the Association, as defined below in Article III, shall set the annual dues at an amount that is necessary to cover the annual operating budget of the Association, as such budget is adopted by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS AND OFFICERS

Section 3.01 Board of Directors. The business and affairs of the Association, as set forth in Section 1.03, shall be controlled and conducted by a Board of Directors ("Board") that may exercise all the powers and authority granted to the Board by these Bylaws and by applicable law.

Section 3.02 Election, Tenure, and Number of Directors. Election of Directors will be held at the Annual Meeting. Each Director elected shall serve for a term of three (3) years. The Board may increase or decrease the size of the Board, provided, however, that the number of directors shall always be an odd number and shall never be less than seven (7).

Each Director shall be a Member in Good Standing of the Association at the time of election to the Board and shall retain his or her good standing for the duration of his or her term. Any vacancy on the Board shall be filled by vote of a plurality of the remaining Board members; but any Board member so chosen shall hold office only until a successor is elected at the next Annual Meeting of the Association to complete the unexpired term (unless such term expires at the time of such meeting). The Board of Directors may create and fill other offices deemed necessary to carry on the affairs of the Association.

Section 3.03. Powers. The Board may, except as otherwise required by law and consistent with the purpose of the Association as set forth in Section 1.03, exercise all such powers and do all such acts and things as may be exercised or done by the Association, including, but not limited to, the following:

- (a) Elect the Officers of the Association from among the Directors. The Officers shall consist

of a President, Vice-President, Secretary and Treasurer. Each Officer shall serve in their office for a one-year term, and no Director may serve in the same office for more than two terms absent unanimous approval of the Board. For purposes of these Bylaws, any provision referring to Directors also governs Officers.

(b) Carry out the orders and resolutions adopted by the Association and take action whenever, in the opinion of the majority of the Board, such action could not be effectively delayed until the next Regular Meeting of the Association.

(c) Adopt an annual budget, control all financial matters and regularly review the records for any financial accounts maintained by the Association;

(c) Approve the Membership dues and any subsequent changes to such dues;

(d) Ensure that the Association complies with all annual tax and corporate filing requirements;

(e) Enter into any contracts deemed necessary for the operations of the Association, including the selection of an auditor to conduct an annual financial audit at the discretion and timing of the Board's choosing;

(f) Set policy and approve plans for the activities of the Association, including establishment of and appointments to all committees necessary for the functioning of the Association; and

(g) Oversee communications with the Members and testimony and communications on behalf of the Association, including overseeing the Association website, maintaining the Association directory, and maintaining and/or moderating the Association listserv.

Section 3.04. President. The President shall have the following duties:

(a) Preside at meetings of the Association and the Board;

(b) Be an ex-officio member of all committees;

(c) Promote the interests and general welfare of the Association at public hearings and meetings;

(d) Review and approve all requests for payment other than his or her own request for payment or reimbursement and sign financial documents and contracts on behalf of the Association;

(e) Chair the Executive Committee; and

(f) Perform such other specific powers and duties in support of the stated purposes of the Association as shall be conferred and delegated from time to time by the Board of Directors.

Section 3.05. Vice President. The Vice President shall have the following duties:

- (a) Assume the presiding duties of the President if the President is not able to attend meetings of the Association, the Executive Committee, and the Board;
- (b) Review and approve all requests for payment or reimbursement from the President;
- (c) Promote the interests and general welfare of the Association at public hearings and meetings;
- (d) Perform other responsibilities as assigned by the President or as requested by the Board.

Section 3.06 Secretary. The Secretary shall be custodian of the books and non-financial records of the Association. The Secretary shall, if present, keep accurate minutes of the meetings of the Association. The Secretary shall perform all other duties incident to the office of Secretary and such duties as may be from time to time delegated by resolution of the Board of Directors. When unable to attend a meeting, the Secretary may assign the responsibility of taking the minutes to any Director.

Section 3.07 Treasurer. The Treasurer shall have charge, custody of, and be responsible for all funds of the Association and shall receive and give receipts for monies due and payable to the Association from any source whatsoever and shall deposit all such monies and funds of the Association in accounts to be maintained in the name of the Association in such banks, trust companies, or other depositories as the Board of Directors shall determine. The Treasurer shall perform all other duties incident to the office of Treasurer and such duties as may be from time to time delegated by resolution of the Board. The Treasurer shall provide the President with access to all financial accounts maintained in the name of the Association, and shall circulate current statements for all such accounts to the Board of Directors in advance of each meeting of the Board. The Treasurer shall provide to the Board of Directors at each meeting an overview of all transactions made on each of the financial accounts maintained by the Association since the prior meeting. The Treasurer shall review and approve all invoices for goods and services authorized by the Board and provided to the Association and shall present all documented requests for payment to the President or Vice President. Upon approval by the President or Vice President, the Treasurer shall execute checks for such invoices on behalf of the Association. In the absence of both the President and the Vice President, the Treasurer shall preside at meetings of the Board. The Treasurer shall keep all financial records of the Association, prepare all tax-related documents and oversee any audits authorized by the Board.

Section 3.08. Additional Officers. In the event the Board shall create and fill additional offices in support of the stated purposes of the Association, such officers shall perform such duties as shall be delegated to them by the Board.

Section 3.09. Participation in Board Meetings by Communications Device. Directors may participate in a Board meeting by conference telephone or using online communications if all persons participating in the meeting can hear and be heard by each other, and such participation shall constitute presence in person at such meeting for all purposes. Unless inappropriate under the circumstances, Directors may utilize facsimile transmissions, e-mail or similar methods to evidence writings for all purposes in which writings are permitted.

Section 3.10. Removal and Vacancies.

(a) Removal for Cause. A Director may be removed for cause prior to the expiration of the Director's term of office, at an Additional Meeting of the Association called expressly for that purpose by an affirmative vote of two-thirds of the Board members then in office. No vote on removing a Director shall take place unless the notice of the meeting at which the vote to remove shall take place includes a statement of the intent to consider the removal and the Director to be removed is named in the statement. No vote on removing a Director shall take place until the Director who is proposed for removal has a reasonable opportunity to address the Board concerning his or her removal. The reasons offered for removal (if any) and the Director's response (if any) shall be recorded in the meeting minutes.

(b) Removal for Nonattendance. Any Director who does not attend 3 consecutive regular meetings of the Board of Directors shall be deemed to have resigned his or her position as a Director. Upon such resignation, the Board shall fill the vacancy as provided for in Section 3.02.

(c) In the event of a vacancy on the Board, the vacancy shall be filled as provided for in section 3.02 herein.

Section 3.11. Compensation. Directors shall receive no compensation for their services to the Association, but may be reimbursed by the Association, in the manner set forth in Section 3.07, for reasonable expenses incurred in performing duties on behalf of the Association.

Section 3.12. Resignation. Any Director may resign at any time by giving written notice to the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board, and the acceptance of such resignation shall not be necessary to make it effective. In addition, any Director may resign during a validly convened meeting at which a quorum is present by making an unambiguous oral statement of resignation; such statement shall be recorded verbatim in the minutes of the meeting and shall be effective immediately without acceptance by the Board.

Section 3.13. Executive Committee. The Officers elected by the Board shall constitute the Executive Committee. The Executive Committee shall be empowered to act on behalf of the Association in emergencies where a meeting of the full Board is impractical. The Executive Committee shall not have the power to elect or remove Directors but may act to preserve or protect the Association and its assets. Any meeting or action of the Executive Committee shall be fully

and completely reported at the next meeting of the Board, and the Board may take such action as it feels necessary, including reversal of the action of the Executive Committee.

ARTICLE IV

MEETINGS

Section 4.01 Regular Association Meetings. Board meetings shall be held at least four (4) times per year. Board Meetings shall be held at such place within the Association Area as the Board shall designate or online. Notice of all Board Meetings, along with the agenda, shall be posted on the Association's website and listserv no later than four (4) days prior to the meeting date and shall otherwise be provided to Members as provided for in Section 4.04.

Section 4.02. Annual Meeting of the Association. An Annual Meeting of the Association shall be held in the Spring of each year for the purpose of electing Directors and for the transactions of such other business as shall come before the meeting. The Board may reschedule the Annual Meeting, provided that at least two (2) weeks' notice is provided to all Members in the manner provided in Section 4.04.

Section 4.03 Additional Meetings of the Association. Additional Meetings of the Association may be called by any Officer or Director or upon written request to the Secretary by five (5) Members in Good Standing of the Association. All Additional Meetings shall be held in the Association Area. Notice of all Additional Meetings shall be posted on the Association's website and listserv as soon as practicable and shall be given as provided in Section 4.04 at least four (4) days prior to the meeting. Notice of an Additional Meeting shall include the time, date, location and purpose of the meeting, the person or persons who called the meeting, and the topics to be discussed or acted upon. No other business shall be transacted or discussed at the additional Meeting other than set forth in the Notice.

Section 4.04. Notice. Reasonable notice of Association business shall be given by, but not limited to, two or more of the following: website, listserv, e-mail, signage, US Mail, or community flyers.

Section 4.05. Quorum. Fifteen (15) Members of the Association shall constitute a quorum for the transaction of business at the Annual and Additional meetings of the Association. The presence of a majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board. If less than a quorum is present at any meeting, the meeting shall be adjourned to a new date and time determined by the Board. Notice of the new meeting shall be provided as set forth in Section 4.04, and at the new meeting, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.06. Manner of Acting.

- (a) In the absence of an explicit or traditional Board policy as to a particular question, the Board shall follow ROBERTS RULES OF ORDER.
- (b) Except as otherwise established in these Bylaws or required by statute, the act of the majority of those present at any meeting of the Board at which a quorum is present shall be the act of the Board, and the act of a majority of the Members present at an Association meeting at which a quorum is present shall be the act of the Association. If a Board Meeting shall require a Director to vote and the Director is unable to attend the meeting, the Director may vote by electronic transmission.
- (c) The President shall consult with the Board to set the agenda for all meetings.
- (d) A Director may vote on the Director's own election to, qualifications or disqualification for, maintenance of, or removal from the Board.
- (e) Discussion of pending debatable motions shall not be cut off (by calls for the question or otherwise) without an affirmative vote of two-thirds of the Officers and Directors then present.
- (f) Board meetings may be audio or video taped..
- (g) Minutes of Board meetings shall be faithfully maintained, but shall not be deemed accurate evidence of actions taken at meetings unless and until the Board has adopted them. Any Director contesting the validity of minutes may have statements or documentation recorded with or attached to the minutes concerning the accuracy of the minutes. Resolutions accepted that are not stated in full in the minutes shall be appended to the minutes and no copy of the minutes shall be deemed complete unless the resolutions so appended are included in the copy.

ARTICLE V

COMMITTEES

Section 5.01. Committees. The Board may create committees when needed to support the stated purposes of the Association. Members shall be appointed by the Board from among the Members in good standing of the Association. The Board shall dissolve such committees when they have discharged their functions.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.01 Contracts. The Board may authorize any Director or Directors, agent or agents, to

enter into contracts on behalf of the Association or to execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 6.02. Loans and Litigation. No loan shall be contracted on behalf of the Association, no litigation initiated by the Association, and no evidence of indebtedness issued in its name unless authorized by the Board. Such authorization may be general or confined to specific instances.

Section 6.03. Drafts, etc. All drafts or other orders for the payment of money, notes, or other evidence of indebtedness, other than checks signed by the Treasurer pursuant to Section 3.07, issued in the name of the Association shall be signed by the President and the Treasurer. If the Treasurer, the President or Vice President is/are unavailable to sign financial documents on behalf of the Association, the Board may assign such responsibility to such other Directors as shall from time to time be determined by the Board.

Section 6.04. Funds. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may determine. Both the Treasurer and President shall have access to any accounts opened or maintained in the name of the Association at any banks, trust companies or other depositories.

Section 6.05. Ownership of Membership Information. The Association shall not enter into any contract which transfers ownership or an ownership interest in any part of its membership information, nor shall such membership information be shared in whole or in part with anyone outside of the Association. The membership information shall be used solely for communication with Members of the Association, which includes maintaining a community directory, online and/or print. This directory is for Members' private use only and is not to be used or disseminated beyond the boundaries of the Association.

Section 6.06. Fiscal Year. The fiscal year of the Association shall be the calendar year but may be changed by resolution of the Board.

Section 6.07. Facsimile Signatures. Facsimile signatures of any Director may be used whenever and as authorized by the Board.

ARTICLE VII

INDEMNIFICATION

Section 7.01. Definitions.

"Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or other body's investigation, hearing, or other proceeding.

"Eligible Person" shall mean any person who at any time was or is a Director, a Member, a Member of any committee or subcommittee, an Officer, an agent, an employee, or a volunteer of the Association.

Section 7.02 Right to Indemnification. Any Eligible Person made a party to or respondent in a Matter by reason of his or her position with or service to the Association shall to the fullest extent permitted by law, be indemnified by the Association against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the Association, or (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for misconduct or negligence in the performance of a duty.

Section 7.03 Limitation on Right of Indemnification. Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in section 7.02 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in paragraph section 7.02 above.

Section 7.04 Other Rights. The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification, inure to the benefit of his or her heirs, executors or other lawful representative.

Section 7.05. Interim Indemnification. The Association may, with respect to a Matter described in section 7.02, advance attorneys' fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board (acting by a quorum consisting of Directors who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in section 7.02 above, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in section 7.02 above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under section 7.03, and (c) deposits a bond or equivalent security.

Section 7.06 Insurance. The Board shall authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity, or out of acts taken in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

Section 7.07. Invalidity. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, to the fullest extent possible, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE VIII **CONFLICTS OF INTEREST**

Section 8.01. Disclosure of Conflicts of Interests. To identify possible conflicts of interest, all Directors and Members of any committee exercising Board-delegated powers must disclose to the Board, and to the Members of such committee, the existence of any fiduciary or financial duty to a person or entity other than the Association that might jeopardize the person's ability to exercise independent judgment and act in the best interests of the Association.

Section 8.02. Resolution of Conflicts of Interest. If the Board determines that a conflict of interest does exist, the interested person shall recuse himself or herself from any and all discussions and decision-making with regard to the particular matter. In the alternative, the Board must ensure that the interested person does not participate in final decision making with regard to the transaction. The Board may approve the transaction or arrangement, or some alternative if it determines it: (i) is in the Association's best interests and for its own benefit; (ii) is fair and reasonable to the Association; and (iii) is the most advantageous transaction or arrangement the Association can obtain with reasonable efforts under the circumstances.

Section 8.03. Violation of Conflict of Interest Policy. If a Director or Member of a committee with Board-delegated powers violates this conflict of interest policy, the Board, in order to protect the Association's best interests, may take appropriate disciplinary action against the interested person. Such action may include formal reprimand, cancellation of the transaction or arrangement generating the conflict and/or removal from the Board.

ARTICLE IX **RECORDS**

Section 9.01 Recordkeeping. The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all meetings of the Association and the Board reflecting at a minimum that a quorum was present, any resolutions passed and the outcomes of any votes taken. When potential conflicts of interests are discussed, the minutes shall include: the names of the persons who disclosed such conflict; the nature of the conflict; whether or not the Board determined that a conflict existed; the names of the persons present for the discussions and votes related to the relevant transaction or arrangement; the content of those discussions, including any alternative transactions or arrangements; and a record of the vote.

Section 9.02. Public Disclosure. After receiving IRS recognition of its tax exempt status, the Association shall keep available for public inspection at its principal place of business and any branch office copies of the Form 1024 (exemption application) as filed and any Form 990 (information tax return) filed within the past three years. Names and identifying information of contributors shall be redacted from publicly available copies. In addition, as required by the tax code and regulations, the Association shall either (i) make such materials widely available to the public, such as by posting on the Association's website and listserv, or (ii) provide copies of the materials to any member of the public making a request in person during normal business hours or in writing. This public disclosure obligation shall be no broader than required by law.

Section 9.03. Public Annual Reports. An annually updated written account of the Association's purposes, structure, programs and financial condition shall be published and made publicly available. The annual report shall contain: a description of the Association's purpose(s); descriptions of its overall programs, activities and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including identification of Officers and Directors; and the audited financial statements or, at a minimum, a comprehensive financial summary that reflects all revenue, reports expenses by program, management and fund-raising categories, and reports year-end balances. The posting of the budget, year-end tax filing, and Association and Board minutes on the Association website shall constitute compliance with this provision.

ARTICLE X **AMENDMENTS**

Section 10.01 Amendments. These Bylaws may be amended or repealed at the Annual Meeting or an Additional Meeting by a two-thirds vote of the Members present at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Association for which Notice of such meeting, setting forth the proposed alteration, is given in accordance with Section 4.04 of these Bylaws and is posted on the Association's website and listserv.

. Adopted on January 16, 2013 by the Association.
As amended on March 18, 2015 by the Association
As amended on May 26, 2021 by the Association

Karen Fricke
Secretary