

The Sumner Citizens Association, Inc.

Amended and Restated Bylaws
As Amended effective January 14, 2022

Article I
Name

The name of this corporation shall be The Sumner Citizens Association, Inc., hereinafter in these Bylaws referred to as the "Association."

Article II
Boundaries

The Association is a neighborhood in Bethesda, Maryland with a zip code of 20816, consisting of 550 houses, contained within the subdivisions of Sumner or Massachusetts Hills, as defined on the plot maps on file with Montgomery County, Maryland (hereinafter referred to as "Sumner"), The neighborhood and the streets contained in it are shown on the map attached hereto as Exhibit 1.

Article III.
Association Purpose And Activities

The purpose of the Association is to represent the residents of Sumner in seeking to improve the quality of life in the neighborhood in matters of land use, environmental protection, public services, and preservation of the unique character of the community; to provide support in matters of neighborhood concern; and to promote the civic betterment of the Sumner area and participate in the civic life of Montgomery County, Maryland. The Association shall be non-partisan and non-sectarian. When possible, the Association will cooperate with like organizations of like purpose in other jurisdictions.

Article IV
Membership

Each household which becomes a member shall designate one representative ("Representative") who shall be a person twenty-one (21) years of age or over. The Representative may own the house or be a tenant therein. Any member may, at any time, resign by notifying the Secretary of the Association in writing. Membership may be revoked, for reasonable cause, by majority vote of the Directors on the Board. Hereinafter in these bylaws, the term "Member" refers to the household. The household exercises its rights as a Member through its Representative. To become a Member, the household must pay to the Association the annual membership dues established by the Board of Directors of the Association. All officers and Directors shall be Representatives of Members of the Association. Only Members, through their

Representatives, shall (a) have the right to vote for officers, to vote on all matters and issues addressed by the Association at meetings, (b) serve as Officers or Directors or serve on committees, and (c) make motions at Association meetings of Members. If a Representative will not be able to attend an annual meeting, the Representative may appoint another person who lives in the Member's household to act in the stead of the Representative.

Article V

Membership Meetings

Section 5.1. The Association shall hold an annual meeting each year at such time and place as determined by the Board of Directors. Special meetings of Members may be held as needed during the year at times and places as determined by the Board of Directors. Special meetings also shall be called by the President upon the decision of the Board of Directors that a meeting of Members should be held to address an issue of concern to the membership or upon the written request of ten Members in good standing. At all membership meetings, each Member (dues-paying household) will be entitled to cast one vote.

Section 5.2. Not less than thirty (30) calendar days prior to a meeting, written notice of all regular and special meetings shall be given to each household eligible for membership in the SCA, regardless whether the household has become a Member by paying the then current dues. Only Members in good standing shall have the right to vote on any matter requiring a vote at the meeting. "Written notice" shall be provided by posting on the Sumner website and on the Sumner listserv, by email to households whose email address is known, and by signs placed in the Association neighborhood. Notice placed on the Sumner website and on the Sumner listserv shall constitute notice conforming to the requirements of these Bylaws, provided that signs and email or United States mail notice have also been provided. The email, listserv, website and U.S. mail notice of special meetings shall include an agenda of items of business to be taken up at any such meeting and any person may request that the Secretary provide the agenda for a special meeting. All notices of meetings of Members shall state that only Members shall be eligible to vote.

Section 5.3. A quorum for the transaction of business at any membership meeting shall be at least ten (10) Members.

Section 5.4. Any motion made at a membership meeting that is not related to a topic on the agenda for that meeting or that has not been considered by the Board of Directors may, at the discretion of the President, be tabled for consideration by the Board of Directors and if the Board so determines, shall be placed on the agenda for the next meeting of Members. Members may at any time propose that the Board consider any item of business that is appropriate. If the item of business is not, in the

Board's judgment an item that is within the Board's competence, the Board shall so inform the Member. Such an item and any other item of business that the Member wishes to bring before the Members of the Association shall be circulated in advance to the membership with a statement of pros and cons and will be added to the agenda for the next meeting of Members if at least ten (10) Members indicate in the statement circulated to Members are named as supporting the adoption of that item of business.

Section 5.5. Meetings of the entire membership shall be conducted by the President or in the absence of the President by the First Vice President, or in the absence of the First Vice President by the Second Vice President (optional Officer position). If the President, the First Vice President and the Second Vice President all are unavailable, the Board of Directors shall designate a Director to preside at that meeting.

Section 5.6. The chair of the meeting shall conduct the meeting as he or she sees fit, but at the discretion of the chair of the meeting, Robert's Rules of Order, Newly Revised, 12th Edition, 2020 shall govern the conduct of the meeting or any portion thereof. Minutes of meetings of the Members shall be recorded for all meetings of Members, shall be posted on the Association's website, and shall be available to Members of the Association upon request. Minutes for the prior Annual Meeting shall be available not less than fourteen (14) days prior to the next Annual Meeting.

Article VI

Directors and Meetings of Directors

Section 6.1. The Association shall be governed by a Board of Directors. All Directors shall be elected by the Members at the annual meeting of Members and shall be persons from households which have paid their dues. Not later than fourteen (14) days prior to the annual meeting, the Secretary shall notify the Members of the names of the persons nominated to serve as Directors. The Board of Directors shall consist of no fewer than five (5) and no more than ten (10) Members. The Board shall meet at least once after the annual meeting of Members and otherwise as frequently as business requires.

Section 6.2. The terms of office for the members of the Board of Directors shall be three years with the expectation that a Director will serve maximum two terms but if, after good faith efforts by the Officers of the Association to find persons to serve, other persons have not volunteered to serve on the Board, the incumbent may serve additional terms. Vacancies on the Board of Directors caused by resignation, death, incapacity or other event, shall be filled by the remaining Directors provided that there are at least five Directors in office and such persons shall serve for the then remaining term of the persons who held the directorships, until the next regular election at which such terms expire.

Section 6.3. The Board of Directors may meet as often as may be necessary. The President shall call each meeting. Notice of each meeting shall be given not less than

seven (7) days prior to the meeting. Such notice may be by telephone, email or by United States Mail. A quorum for the transaction of business shall be four (4) Members of the Board of Directors, whether in person or by conference call. The vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board, except as may be otherwise specifically provided for by statute, the Articles of Incorporation or these Bylaws. If a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time until such quorum is present. Notice of any such adjournment shall be given to all Directors not present, and, unless announced at such meeting, to the other Directors.

Section 6.4. Whenever any action shall be required or permitted to be taken at a meeting of the Board, or at a meeting of the Executive Committee, such action may be taken without meeting if, prior or subsequent to the taking of such action, all Members of the Board or committee, as the case may be, consent thereto in writing. For purposes of this section, a director's consent may be delivered to the Secretary by email. Such written consent shall be filed with the minutes of the proceedings of the Board or such committee; and any such written consent or consents shall have the same effect as a unanimous vote at a meeting of the Board or such committee, as the case may be, at which all Members thereof were present and voted.

Section 6.5. Minutes of meetings of the Board of Directors shall be recorded for all meetings of Directors, shall be posted on the Association's website and shall be available to Members of the Association upon request. The President of the Association shall conduct meetings of the Board of Directors. At the President's discretion, the Board may meet in Executive Session.

Section 6.6. Any Director may resign at any time by written notice to the Secretary. Except as otherwise provided by statute, any Director may be removed, without cause, at the Annual Meeting, or at any special meeting called for such purpose, in each case at which a quorum is present, by vote of the majority of Members present and entitled to vote. A Director may also be removed for cause by a majority vote of the entire Board. For purposes of this Section 6.6, "cause" shall mean only final conviction of a felony, declaration of unsound mind by court order, adjudication of bankruptcy, nonacceptance of office or conduct prejudicial to the interests of the Association, including the commission of any act of dishonesty relative to dealings with the Association, and the failure, without proper justification and notice to the President, to attend any two (2) meetings of the Board of Directors within any twelve (12) month period. In the event of resignation, removal or death, the vacancy created by such resignation, removal or death shall be filled by resolution of the majority of the remaining Members of the Board and a Director so appointed shall serve the balance of the term of the Director whose seat became vacant, or until his successor has been duly elected and qualified.

Section 6.7. Compensation. No Director shall receive any compensation from the Association, with the exception of reimbursement for reasonable expenses incurred in his capacity as a Director, solely on the basis of his service as a Director.

Article VII **Officers**

Section 7.1. At the Annual Meeting, the Members shall elect the officers of the Association. The officers of the Association shall be a President, a First Vice-President, an optional Second Vice-President, a Secretary, and a Treasurer. The term of office for the Officers shall be one year and until their successors are duly elected and qualify or until their resignation, death, incapacity or other event,

Section 7.2. The Board of Directors sitting as a committee of the whole as an Elections Committee shall nominate Members to serve as officers of the Association and shall publicize the names of the nominees at least fourteen (14) days prior to the date of the Annual Meeting at which officers shall be elected.

Section 7.3. Persons wishing to run for office should notify the Elections committee in writing of their intention to run for director or a particular office by thirty-five (35) days prior to the annual meeting, the date for which will be published in the Sumner Newsletter or on the Sumner Website. At their discretion, the Elections Committee may ask the nominees to express their views, in writing, on issues facing the Association and such views shall be circulated to the Members with the notice of the Annual Meeting. Failure to respond to the request for views shall not disqualify any candidate .

Section 7.4. Vacancies in elected offices shall be filled by the Board of Directors at their next meeting following the occurrence of the vacancy. Persons so elected shall fill the remaining term for the office.

Section 7.5. President. The President shall preside at meetings of the Association, shall cast the deciding vote on any question in case of a tie, shall be an ex-officio Member of all committees, shall appoint all committee chairs and delegates, and shall have the power to create ad hoc committees.

Section 7.6. First Vice-President. The First Vice-President shall act as aide to the President and is charged with the responsibilities of the President in times of his or her inability to serve. The First Vice-President shall also perform such other duties as assigned by the President.

Section 7.7. Second Vice-President. An optional Officer position.

Section 7.8. Secretary. The Secretary shall keep the minutes of all proceedings, shall, in coordination with the Treasurer, keep a register of all current Members and their street and e-mail addresses, shall duly record any amendments to these Bylaws and make them a part thereof, shall send such notices as are required for notifying Members, directors and Members of the Executive Committee of meetings, and shall attend to correspondence.

Section 7.9. Treasurer. The Treasurer shall receive all funds of the Association, make such disbursements as may be authorized by the Executive Committee or Members at a regular or special meeting, and shall make the Association checkbook, financial statements, and current bank statements available for inspection at all Executive Committee meetings and shall present a financial report at the annual meeting of Members.

Section 7.10. All officers shall be expected to attend all meetings of the Executive Committee and all Membership meetings.

Section 7.11. Any officer may resign by giving written notice of such resignation to the Secretary. An officer may be removed for cause (as that term is defined in Section 6.6 of these Bylaws) or without cause, by the Board, or by the President acting pursuant to authority delegated to him by the Board.

Article VIII

Committees

Section 8.1. There shall be an Executive Committee consisting of the elected officers of this Association. The Executive Committee shall act for the Association between meetings of the Board of Directors.

Section 8.2. Each year, the Board shall appoint such committees with such names and responsibilities as it deems appropriate for the conduct of the affairs of the Association. At the time of creation, the Board shall name the chair of each committee. The committees shall function as long as the Board deems necessary.

Section 8.3. The President may also establish such ad hoc committees and delegates to other organizations as he or she deems necessary.

Section 8.4. All chairs and Members of committees must be Members of the Association in good standing.

Section 8.5. All formal communications from or on behalf of the Association shall be conducted by the President or by a person specifically designated by the President.

Article IX **Fiscal Matters**

Section 9.1. The fiscal year of the Association shall be from September 1 through August 31 of each year.

Section 9.2. Each year, the Board shall set the annual dues to be paid by Members. The Board may establish different tiers of membership and the dues to be paid by each tier. If the Board establishes dues for retired persons and persons on a fixed income, such dues shall be approximately one-half the dues for Members generally, but in any case not more than 60% of the dues for general Members. The dues for each category shall be announced on the Association's website and in a newsletter and/or other means that are distributed to or available to all of the households in the Sumner Citizens Association prior to the beginning of the fiscal year. Special assessments may be authorized by majority vote of the entire membership. Members in both categories shall have the same voting rights.

Section 9.3. One copy of the current telephone directory will be available at no charge to each Member.

Section 9.4. The Treasurer and President are both authorized to sign checks in payment of SCA obligations. The signature of either of them is adequate to issue a check, except that checks in an amount greater than \$10,000 shall require two signatures.

Article X **Conflicts of interest**

The Board shall adopt a conflict of interest policy that covers all Board Members, officers, staff Members (if any), and volunteers with important decision making authority with respect to the assets and activities of the Association. The conflict of interest policy will identify the types of conduct or transactions that raise conflict of interest concern, and state procedures for disclosure of actual or potential conflicts and should provide for review of individual transactions by uninvolved Board Members. Every Board Member, the officers shall sign the conflict of interest statement annually, and in the case of any qualifying volunteers, prior to performing their volunteer duties.

Article XI
Limitation Of Liability

Nothing herein contained shall constitute Directors of the Association as partners for any purpose. No Director, Member, officer, employee or agent of the Association shall be liable for any acts or omissions on the part of any other Director, Member, officer, employee or agent of the Association, nor shall any Director, Member, officer, employee or agent be liable for his acts or omissions under these Bylaws, except for any act or omission arising out of his gross negligence or willful misconduct in the performance of a duty.

Article XII
Indemnification

The Association shall have the power to indemnify any individual, whether or not such individual is or was a Director or officer of the Association, to the full extent provided or permitted by the laws of the State of Maryland, as it may be in effect from time to time and to make advances, purchase insurance and do such other acts and things as may be permitted by such laws or as are consistent or not inconsistent therewith.

Article XIII
Amendments

These bylaws may be amended or repealed in whole or in part, and new or revised Bylaws adopted by the Board at any Board meeting or by written or electronic vote of a majority of the Board. The Members will be notified of any changes to the Bylaws and the new Bylaws posted on the Sumner web site.