

# Lincoln Park Civic Association, Inc.

## BYLAWS

### Article I. Name, Purpose

**Section 1 - Name:** The name of the organization shall be the Lincoln Park Civic Association. The acronym shall be LPCA.

**Section 2 - Purpose:** The organization is organized exclusively for charitable, religious, educational, or scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 3 - Mission:** The mission of the Lincoln Park Civic Association is to foster a strong sense of community; to promote shared interests in preserving and maintaining Lincoln Park's historical character; and to encourage neighborhood involvement in efforts to enhance the well-being of its residents.

**Section 4 - Nonprofit legal status:** LPCA shall be a not-for-profit organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code, and incorporated under the laws of the State of Maryland. The property of LPCA is irrevocably dedicated to the purpose described in Article I Section 2 and no part of the assets of this association shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**Section 5 - Powers:** LPCA shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which it is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**Section 6 - Exempt activities limitations:** LPCA will not endorse any politicians nor play a pro-active role in any religious activities.

### Article II. Membership

**Section 1 - Eligibility for membership:** Any resident of the Lincoln Park community in Rockville, MD 20850 is eligible for membership upon attendance at any scheduled meeting.

**Section 2 - Annual dues:** The amount required for annual dues shall be \$10 each year, unless changed by a majority vote of the members present at an annual meeting. Continued membership is contingent upon being up-to-date on membership dues.

**Section 3 - Right of the members:** Each member, regardless of their affiliation with the Board of Directors has one vote. Members can send a representative, or proxy, to vote

on their behalf. The name of the proxy shall be communicated in writing to the Secretary of the association.

**Section 4 - Resignation and termination:** Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Under extraordinary circumstances, such as engaging in unlawful activities, a member can have their membership terminated by a majority vote of the membership.

**Section 5 – Operational Year:** The operational year for membership will run from January 1<sup>st</sup> to December 31<sup>st</sup>.

**Section 6 – Active and Passive Membership:** Attendance for all LPCA meetings will be acknowledged and recorded. An active member will be required to attend at least fifty percent (50%) of the LPCA meetings in a given operational year. Only Active Members will have voting rights. Passive members will not have voting rights.

## **Article III. Meetings of Members**

**Section 1 - Regular meetings:** Regular meetings of the members shall be held monthly, at a time and place designated by the president. There is no meeting during the month of August.

**Section 2 - Annual meetings:** The Annual Meeting shall be held during the month of September in conjunction with the regular business meeting, at which time new officers will be elected and a full and complete annual accounting of the financial condition of the association shall be made to the members. This meeting marks the start of the new year and the Treasurer may start collecting member dues for the year.

**Section 3 - Special meetings:** Special meetings may be called by the president, or a simple majority of the board of directors. A petition signed by twenty percent of voting members may also call a special meeting. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance.

**Section 4 - Notice of meetings:** A notice of each meeting shall be available on the association website not less than one week prior to the meeting.

**Section 5 - Quorum:** At least two board members, plus the members present at any properly announced meeting shall constitute a quorum.

**Section 6 - Voting:** All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place and according to Article II section 3.

## **Article IV. Board of Directors**

**Section 1 - Board Role, Size, Composition:** The Board is responsible for overall policy and direction of the Association, and can delegate responsibility for day-to-day operations to nominated committees. The board receives no compensation other than reasonable expenses.

**Section 2 - Terms:** All board members shall serve two-year terms. There is no term limit.

**Section 3 - Meetings and notice:** The Board shall meet at least quarterly, at an agreed upon time and place.

**Section 4 - Board elections:** Four (4) members shall be elected, or re-elected, by voting members and will serve a term of two (2) years. Directors will be elected by a simple majority of members present at the annual meeting.

**Section 5 - Election procedures:** Any good standing member of the association interested may submit their name and the role sought after to the Secretary. Submissions shall be submitted at least one (1) week prior the Annual Meeting. A name shall be added to the list of candidate after if a majority of the board members approve the motion.

**Section 6 - Proceedings:** A quorum as defined in Article II Section 5 is required for business transactions to take place and motions to pass.

**Section 7 - Officers and Duties:** There shall be four (4) officers of the Board consisting of a President, a Vice-President, Secretary, and Treasurer. These officers compose the Executive Board. Their duties are as follows:

- *President:* Sets meeting dates and locations, appoints committees, presides over meetings (or arranges for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer), sees that the resolutions passed by the association are carried out, and develops new directions.
- *Vice-President:* Takes the place of the President whens/he is absent, incapacitated, or instructed to do so by the Board.
- *Secretary:* Keeps a record of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that organization records are maintained.
- *Treasurer.* Shall keep a record of the association's receipts and disbursements, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The treasurer shall make a report at each board meeting.

**Section 8 - Vacancies:** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

**Section 9 - Resignation, termination, and absences:** Resignation from the board must be in writing and received by the Secretary. Any board member who fails to attend six (6) consecutive regular meetings without being excused by the presiding board member, or who fails to attend six (6) meetings in any twelve (12) month period, will be considered for termination according to Article IV Section 7. If an officer of the association (President, Vice-President, Secretary, or Treasure) does not fulfill duties required as described in Article III Section 5, that officer will be notified in writing of the

meeting at which removal from office will be discussed and voted upon. At that meeting, the officer may present statements to the board in an effort to retain the position. Removal will occur if so voted by majority of the board members present at the meeting.

## Article V. Bank Account

**Section 1 - Bank Account:** The board of directors may select a bank for the purpose of opening a bank account. Funds in the bank account shall be withdrawn by checks signed by the President or the Treasurer.

## Article VI. Dissolution

**Section 1 - Dissolution:** Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## Article VII. Amendments

**Section 1 - Amendments:** These bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

In Witness thereof, the board members have set their hands, the year, and the date below:

Member (Printed Name)	Position	Signature	Dated Signed
Omobogie Amadasu	President		
Kate Scott	Vice President		
Anita Summerour	Treasurer		
Zoe Denito	Secretary		