



Greater Olney Civic Association

Post Office Box 212 Olney , Maryland 20830
www.goca.org

GREATER OLNEY CIVIC ASSOCIATION, INC. BY LAWS

AMENDED: March 11, 1980
AMENDED: October 10, 1983
AMENDED: March 12, 1996
AMENDED: June 8, 1999
AMENDED: June 11, 2002

ARTICLE I - Name and Location

1. The name of the corporation is the Greater Olney Civic Association, Inc., hereinafter referred to as GOCA. Meetings of members and directors of GOCA may be held at such places within the Olney Master Plan Area, Montgomery County, Maryland, as may from time to time be designated by the President of GOCA with the concurrence of the majority of the Executive Board of GOCA
2. GOCA was incorporated in August 7, 1976. Any Article or Section of these By Laws that are legally found to be in conflict with the Articles of incorporation are immediately null and void.

ARTICLE II - Definitions

1. Local Civic Associations (hereinafter LCA) is an organized group of people in the Olney Master Plan Area having a common interest. There shall be no geographical overlap of LCA's.
2. The Olney Master Plan Area (also known as the Olney area) is that area of Montgomery County, Maryland identified as such by the County and Maryland Capital Park and Planning Commission.
3. The Officers Committee consists of the officer positions specified in ARTICLE VI, and the Past Presidents, who are those individuals who previously held the position of President and remain a member of the Olney community.
4. The Executive Board is the governing body of GOCA (as specified in ARTICLE V) which consists of the members of the Officers Committee, LCA representatives and At-Large Representatives.

5. At-large representative(s) represent portions of the Olney Master Plan Area which are not part of an existing LCA.
6. Amend, Standing Committee, Ad Hoc Committee, and Executive Session are as defined in Robert's Rules of Order.
7. A Quorum is as specified for each Board or Committee.

ARTICLE III - Basic Policies and Objectives

1. The objectives of GOCA shall be to study, plan, coordinate, and promote the overall civic, economic, ecologic, and cultural welfare of the community within the Olney Master Plan Area, Montgomery County, Maryland as determined by its members or their elected representatives.
2. In its activities, GOCA shall be nonprofit and non-sectarian. The name GOCA (by itself or in association with the name of its officers) shall not be used in any connection with any sectarian concern or with any partisan interest, or for any purpose other than the regular work of GOCA.
3. GOCA shall not endorse any commercial enterprise, but may for the purpose of Section 1 above support or enlist support for those commercial enterprises whose policies benefit the Olney area.

ARTICLE IV - Membership and Dues

1. Membership in GOCA shall be open to all individuals residing within the Olney Master plan area who:
 - are willing to support the By Laws of GOCA;
 - are interested in the purpose of GOCA and are willing to uphold its basic policies;
 - pay dues as provided in Section 2 below; and
 - of voting age as set by the laws and the constitution of the State of MarylandMembership in GOCA shall not be restricted on the basis of sex, race, creed, color, religion, sexual preference, or national origin.

2. Annual LCA dues shall be set by the Executive Board and are due by the January Executive Board Meeting. Dues shall remain unchanged from year-to-year, unless an action is taken to change the dues prior to the January Executive Board Meeting. An Executive Board member whose dues are not received by March 31 of each year shall not be a member in good standing until such dues are received.
3. Status as a General member in GOCA shall be accorded to all residents in an LCA in good standing.
4. All new LCA's or At-Large members must be approved by two thirds (2/3) majority of the voting members present at the Executive Board meeting, there being a quorum present. Dues for At-Large members shall be one half (1/2) the dues set for an LCA.
5. To be a member in good standing, an LCA or At-Large Representative shall have currently paid up dues.
6. There shall be two categories of membership in GOCA:
 - a. Category I - Executive Board members:
 - (1) Each Executive Board member present and in good standing shall have one vote at Executive Board meetings of GOCA.
 - (2) All official business of GOCA must be introduced by a member of the Executive Board.
 - b. Category II - General members:
 - (1) A general member has no vote in any Executive Board meeting of GOCA.
 - (2) Any General member may be recognized by the chair of any GOCA meeting for the purpose of debate.
 - (3) Any General member may serve on any authorized Standing or Ad Hoc committee of GOCA and would have one vote within that committee.

ARTICLE V - Executive Board

1. The Executive Board shall be the governing body of GOCA. When the Board is not in session, the President, with the concurrence of a majority of the officers, is empowered to act on behalf of the Executive Board.

2. The Executive Board shall consist of:
 - a. Officers of GOCA;
 - b. The Past Presidents of GOCA;
 - c. Two representatives from each LCA. Both representatives shall reside in the LCA they represent;
 - d. At-Large Representatives shall be approved annually by the Executive Board, and shall not comprise more than one tenth (1/10) of the voting strength of the Executive Board.
3. No one individual may hold more than one position of the GOCA Executive Board, with the exception of the Recording Secretary/Corresponding Secretary positions as indicated in ARTICLE VI, Section 5.
4. A quorum of the Executive Board shall consist of one fifth (1/5) of the voting members of the Executive Board. Actions of the Executive Board require a quorum to be present along with a majority vote of those Executive Board members in good standing present at the meeting.

ARTICLE VI - Officers and Their Duties

1. The officers of GOCA shall consist of President, three (3) Vice-Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer.
2. The officers shall be elected by the Executive Board at the February Executive Board meeting from the members in good standing
3. The eligibility standard for each office is:
 - a. President - must be a member in good standing and must have been a member of the Executive Board or a member of an Ad Hoc or Standing Committee for the preceding year.
 - b. All other officers must be a member in good standing.
4. Officers shall assume their official duties at the close of the meeting at which elected and except as otherwise provided in these By Laws, shall serve a term of one (1) year or until their successor is elected.

5. The offices of Recording and Corresponding Secretaries may be held by the same person. No other person shall simultaneously hold more than one office, except for the positions of Recording and Corresponding Secretaries. No officer shall serve more than two (2) consecutive full terms in the same office, with the exception of the Recording Secretary and Treasurer for whom there shall be no term limit.
6. The officers of GOCA and the Past Presidents shall be members of the Officers Committee. Each member of the Officers Committee shall have one vote at committee meetings. No proxies shall be allowed at Officers Committee meetings.
7. The Officers Committee shall hold monthly meetings to assist the President in the preparation for the monthly Executive Board meeting. An Officers Committee meeting may be postponed for up to one (1) month by the President.
8. Any Executive Board member may introduce business before an Officers Committee meeting.
9. The duties of the President are as follows:
 - a. Shall preside at all meetings of the Executive Board and the Officers Committee of GOCA.
 - b. Shall see that the orders and resolutions of the Executive Board and the Officers Committee meetings are carried out.
 - c. Shall sign all promissory notes, leases, mortgages, deeds, and other written instruments as approved by the Executive Board.
 - d. Shall be authorized to sign all checks.
 - e. Shall appoint, with the advice and consent of the Executive Board, all GOCA delegates and representative to outside organizations.
 - f. Shall appoint, with the advice and consent of the officers, all members of GOCA committees.

- g. Shall appoint, with the advice and consent of the Officers Committee, a parliamentarian who shall serve at the pleasure of the President.
 - h. Shall prepare, with the advice and consent, of the Officers Committee, the agenda for the Executive Board or General meetings. The agenda for the Executive Board meeting shall be presented for adoption by the members present.
 - i. Shall be an ex-officio member of all committees, except the Nominating Committee
10. Duties of the Executive Vice-President shall be as follows:
 - a. Shall act in the place and instead of the President in the event of the President's absence, inability, or refusal to act.
 - b. Shall be the liaison to the Membership Committee.
 - c. Shall exercise and discharge other duties as may be required by the Executive Board or President.
 - d. Shall be authorized to sign all checks.
11. Duties of the First Vice-President shall be as follows:
 - a. Shall be the liaison to the Land Use Committee.
 - b. Shall perform such other duties as may be required by the Executive Board or President.
 - c. May be authorized to sign all checks.
12. Duties of the Second Vice-President shall be as follows:
 - a. Shall be the liaison to the Legislative Committee.
 - b. Shall perform such other duties as may be required by the Executive Board or President.

13. The duties of the Recording Secretary shall be as follows:

- a. Shall record the votes and keep the minutes of all the:
(1) Executive Board Meetings; (2) Officers Committee meetings; (3) any meeting of the General Membership and (4) any Executive Session.**
- b. Shall serve notice of meetings of the Executive Board and any meeting of the General Membership.**
- c. Shall keep appropriate current records showing the Executive Board members of GOCA together with their current addresses.**
- d. Shall perform such other duties as required by the Executive Board or President.**
- e. Shall retain all written records for at least three years.**

14. The duties of the Corresponding Secretary shall be as follows:

- a. Shall keep a log of all in-coming and out-going correspondence of GOCA and its current status.**
- b. Shall be the keeper of the Corporate Seal and affix it on all papers requiring said seal.**
- c. Shall keep the official files of GOCA at a location specified by the Executive Board.**
- d. Shall furnish appropriate credentials to all delegates and/or representatives to other groups.**
- e. Shall perform such other duties as required by the Executive Board or President.**

15. The duties of the Treasurer shall be as follows:

- a. Shall receive and disburse funds of GOCA and maintain a bank account through which all funds are passed, and which shall provide that the signature of the Treasurer and either the President, Executive Vice-President or the first Vice-President shall be required on a check before funds may be disbursed.**

- b. Shall call for an annual review of the books by members of the Executive Board (excluding the current or prior year officers of GOCA). This review is to be held in January each year. A review shall be conducted immediately following election of a new person as Treasurer, by an individual who is neither the outgoing nor the incoming Treasurer.
 - c. Shall be the liaison to the Ways and Means Committee.
 - d. Shall prepare a budget for GOCA in the month of December.
 - e. Shall perform such other duties as may be required by the Executive Board or President.
 - f. Shall prepare a statement of Income and Expenses in January each year.
 - g. Shall file all necessary tax returns for GOCA.
 - h. Shall retain all records for at least seven years.
- 16. A vacancy in any office shall be filled by a majority vote of the Executive Board, except when the vacancy occurs in the office of President, at which time the Executive Vice-President shall become the President.
- 17. Any officer may be removed for cause during the term of his/her office by a vote of three-fourths (3/4) of the Executive Board present. Cause shall consist of nonfeasance, misfeasance or malfeasance of office to the direct detriment of interests of the Olney area. All allegations and actions placed against any officer must be held while the Executive Board is in Executive Session. All records of the Executive Session shall be sealed. A quorum must be present and recorded.

ARTICLE VII - Committees

- 1. There shall be standing Committees of GOCA.**
 - a. Officers Committee**
 - b. Legislative Committee**
 - c. Land Use Committee**
 - d. Ways and Means Committee**
 - e. Membership Committee**
 - f. Nomination Committee**
 - g. By Laws Committee**
 - h. Transportation**
 - i. Community Beautification**
 - j. Community/Business Relations**
- 2. The President, with the advice and consent of the Executive Board, may establish other standing committees or Ad Hoc committees.**
- 3. Each standing committee, with the exception of the Officers Committee and the Nominating Committee, shall have an officer on the committee to act as the liaison with the Officers Committee.**
- 4. Each standing committee may have subcommittees to handle particular problems within their jurisdiction.**
- 5. The President, with the advice and consent of the Officers Committee, shall be authorized to appoint a chairman of all committees.**
- 6. Committees may schedule to present a report at any Executive Board meeting.**

ARTICLE VIII - Nomination and Election of Officers

- 1. Nomination of Officers shall be made by a Nominating Committee appointed by the President, with the advice and consent of the Executive Board.**
- 2. The Nominating Committee shall nominate one (1) or more candidates for each office to be presented at the Executive Board meeting one (1) month prior to the Election Meeting. Nominations for any office shall also be accepted by the Nominating Committee from the general membership at least thirty (30) days prior to the Election Meeting. All nominees must be members in good standing and meet the requirements of the office. Nominations from the floor will be accepted from the Executive Board.**
- 3. No more than three (3) members of the Officers Committee can be from any one LCA.**
- 4. Order of Election: President, Executive Vice-President, First Vice-President, Second Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer.**
- 5. All members in good standing of the Executive Board present shall have one (1) vote. No proxies shall be allowed.**
- 6. The credentials be presented by the LCA to the Elections Committee listing the voting representatives. The Elections Committee will give each LCA thirty (30) days prior written notice of this requirement.**
- 7. The election to office requires a majority of the votes cast. If there is no majority cast for one (1) candidate after the second vote, then there will be a runoff of the two (2) candidates who received the greatest number of votes.**

ARTICLE IX - Withdrawal of Membership

Any member may terminate his/her/its membership by letter to the Executive Board.

ARTICLE X - Meetings

- 1. The Executive Board of GOCA shall meet monthly. An Executive Board meeting may be postponed by the President up to but not to exceed one (1) month.**
- 2. There shall be at least one (1) General Meeting of GOCA where all members of GOCA will be advised as to the concerns and activities of GOCA. An annual report may be substituted for this meeting if the annual report is delivered each member LCA or representative-at-large in sufficient quantities for distribution at the LCA's next meeting.**
- 3. Written notice of all Executive Board meetings shall be made by the Recording Secretary to each Executive Board member prior to the date of each meeting.**
- 4. The date for the next Executive Board meeting shall be an item of business on the agenda.**
- 5. A quorum of GOCA shall be:**
 - a. Officers Committee meeting - a simple majority of officers.**
 - b. Executive Board and General meetings - one fifth (1/5) of the members of the Executive Board.**
- 6. The most recent edition of Robert's Rules of Order shall be the parliamentary guide when not in conflict with specific provisions of these By Laws, as amended.**
- 7. Any ten (10) Executive Board members may petition the President or the Officers Committee to call a special Executive Board Meeting.**

ARTICLE XI - Amendments

- 1. All proposed amendments to these By Laws must be referred to the By Laws Committee in writing. The Committee functions shall be:**
 - a. To put the amendment in the proper language.**

- b. To correct associated sections of the By Laws. to accommodate the amendment.
 - c. To favorably or unfavorably report the amendment to the Executive Board within sixty (60) days after the amendment has been received.
- 2. All favorably reported amendments to these By Laws may be adopted at a regular or special meeting to the Executive Board by three-fourths (3/4) of the Executive Board present, a quorum being present, provided that the proposed amendment be submitted in writing to the Executive Board membership with the notice of the next Executive Board meeting.
- 3. An unfavorable report of the By Laws committee may be overruled by three fourths (3/4) of the Executive Board present, provided a quorum being present. at a meeting the By Laws Committee report is given. Any overruled action of the By Laws Committee would then have to follow the procedures of Section 2 above to amend the By Laws.
- 4. In the case of any conflicts between the Articles of Incorporation and these By Laws, the Articles of Incorporation shall control.

ARTICLE XII - Dissolution

- 1. Upon dissolution of GOCA, after paying or making provision for the payment of all liabilities of the corporation, any assets of GOCA shall be conveyed, delivered, and paid over to its successor or any other organization operating within the meaning of the aforesaid 501 8 (4) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, and which is operating exclusively for charitable or educational purposes. The provision for distribution of assets set forth herein shall be the plan of distribution of assets of dissolution or final liquidation of GOCA as established by the Executive Board in accordance with the laws of the State of Maryland governing corporations.