

**GREATER OLNEY CIVIC ASSOCIATION, INC.  
BY LAWS**

AMENDED: March 11, 1980  
AMENDED: October 10, 1983  
AMENDED: March 12, 1996  
AMENDED: June 8, 1999  
AMENDED: March 12, 2013  
AMENDED: March 8, 2016

**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 Executive Board Representatives 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. 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.
2. A “Local Civic Association” (hereinafter LCA) is an organized group of people in the Olney Master Plan Area having a common interest (for example (1) a Homeowners Association or other Association with common ownership property and with a legal requirement for property owners to pay dues or (2) an Association with no legal requirement for homeowners to pay dues but does have a defined boundary, elected officers, at least one meeting a year and a way to communicate with its members).

3. An “LCA Representative” or “Representative” is an individual designated by a member LCA to represent that LCA on GOCA’s Executive Board. Representatives must be of voting age as set by the laws and the constitution of the State of Maryland. There shall be two (2) Representatives of each LCA. Designation of such Representatives will be made on the GOCA Membership Form when dues are paid. Changes to Representatives must be received by GOCA’s Executive Vice President via email or letter signed by the LCA President at least five (5) business days prior to the meeting at which the Representative will be seated.

4. An “LCA Alternate Representative” is an individual designated by a Member LCA on the Membership Form to represent that LCA at a GOCA Executive Board meeting in the absence of an LCA Representative. If two LCA representatives are present, then the Alternate Representative shall not have a vote. If one or none of the LCA’s Representatives or Alternate Representatives listed on the Membership Form are available to attend a meeting, another one or two Alternates may be designated by the LCA and that fact conveyed to the GOCA Executive Vice-President via email or letter signed by the LCA President prior to the start of the GOCA meeting.

5. An “Individual Member” is an individual residing in part of the Olney Master Plan Area that is not covered by (1) a Homeowners Association or other Association with common ownership property and with a legal requirement for property owners to pay dues or (2) an Association with no legal requirement for homeowners to pay dues but does have a defined boundary, elected officers, at least one meeting a year and a way to communicate with its members. An individual cannot join as an Individual Member if he/she resides in part of the Olney Master Plan Area that is eligible for GOCA membership as an LCA. Each Individual Member pays GOCA dues personally.

6. An “Individual Member Representative” is an individual chosen annually by all Individual Members to represent them on GOCA’s Executive Board. Representatives must be of voting age as set by the laws and the constitution of the State of Maryland. There shall be two (2) Individual Member Representatives. Designation of such Representatives shall be made in writing to the Executive Vice President after March 31<sup>st</sup> and prior to the April Executive Board meeting. Changes to representatives shall be conveyed to GOCA’s Executive Vice President via email or letter at least five (5) business days prior to the meeting at which the Representative will be seated.

7. An “Individual Member Alternate” is an individual chosen annually by all Individual Members to represent the Individual Members at a GOCA Executive Board meeting in the absence of an Individual Member Representative. Designation of Alternates shall be made in writing to the Executive Vice President at the same time as the Individual Member Representatives. If two Individual Member Representatives are present, then the Alternate Representative shall not have a vote. If one or none of the Individual Members Representatives or designated Alternates are present, another one or two Alternates may be designated in writing to the Executive Vice President prior to the start of the GOCA meeting.

8. 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 Individual Member Representatives.
9. Status as a "General Member" in GOCA shall be accorded to all residents in an LCA member in good standing.
10. The Officers Committee consists of the officer positions specified in ARTICLE VI, and the Immediate Past President, who is the individual who most recently held the position of President and remains a resident of the Olney community.
11. Amend, Standing Committee, Ad Hoc Committee, and Executive Session are as defined in Robert's Rules of Order.
12. 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 or representatives) 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 LCAs within the Olney Master Plan Area who:
  - are willing to support the By Laws of GOCA
  - are interested in the purpose of GOCA as stated in the Articles of Incorporation.
  - pay dues as provided in Section 4 below
2. Membership in GOCA shall be open to all individuals within the Olney Master Plan Area who:

- do not reside within the boundaries of (1) a Homeowners Association or other Association with common ownership property and with a legal requirement for property owners to pay dues or (2) an Association with no legal requirement for homeowners to pay dues but does have a defined boundary, elected officers, at least one meeting a year and a way to communicate with its members.
  - 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 4 below
3. Membership in GOCA shall not be restricted on the basis of sex, race, creed, color, religion, sexual preference, or national origin.
4. Annual LCA and Individual Member dues cover one (1) calendar year, 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 LCA or Individual Member dues are not received by March 31 of each year shall not be a Member in good standing until such dues are received.
5. To be a member in good standing, an LCA and Individual Member 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 Representative 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 Representative on 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. The Officers of GOCA
  - b. The Immediate Past President of GOCA
  - c. Two Representatives from each LCA and two Individual Member Representatives  
Both LCA Representatives shall reside in the LCA they represent and both Individual Member Representatives shall reside in the Olney Master Plan Area as described in ARTICLE II Section 6.
3. No one individual may hold more than one position as an officer of the GOCA Executive Board, with the exception of the Recording Secretary and Corresponding Secretary positions as indicated in ARTICLE VI, Section 6.
4. A quorum of the Executive Board shall consist of one fifth (1/5) of the voting Representatives of the Executive Board. Actions of the Executive Board require a quorum to be present along with a majority vote of those Executive Board Representatives in good standing present at the meeting.
5. All Past Presidents of GOCA currently residing within the Olney Master Plan Area, excepting the Immediate Past President, shall be recognized to speak but shall not have a vote at Executive Board meetings.

## 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.
3. The eligibility standard for each office is:
  - a. President must live in the boundaries of an LCA member or be an Individual Member in good standing and must have been a Representative on the Executive Board or a member of the Officers Committee for the full twelve (12) months prior to taking office.
  - b. All other officers must live in the boundaries of an LCA member in good standing or be an Individual Member in good standing when nominated for office.
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. 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 offices of Recording and Corresponding Secretaries may be held by the same person. No other person shall simultaneously hold more than one office.
7. The officers of GOCA and the Immediate Past President shall be the members of the Officers Committee. Each member of the Officers Committee shall have one vote at Officers Committee meetings. No proxies shall be allowed at Officers Committee meetings. All other Past Presidents currently residing within the Olney Master Plan Area may attend Officers Committee meetings and speak but they shall have no vote.
8. 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.
9. Any Executive Board Representative may introduce business at an Officers Committee meeting.
10. 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 Representative to outside organizations.
  - f. Shall appoint, with the advice and consent of the Officers Committee, a Parliamentarian who shall serve at the pleasure of the President.
  - g. Shall appoint, with the advice and consent of the Executive Board, the Nominating Committee Members.
  - h. Shall prepare, with the advice and consent of the Officers Committee, the agenda for the Executive Board and General meetings. The agenda for the Executive Board meeting shall be presented for adoption by the representatives present.
  - i. Shall be an *ex-officio* Member of all committees, except the Nominating Committee
11. 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 keep appropriate current records showing the Executive Board Representatives of GOCA together with their current email and street addresses.
  - d. Shall certify the presence of a quorum at Executive Board meetings.
  - e. Shall exercise and discharge other duties as may be required by the Executive Board or President.
  - f. Shall be authorized to sign all checks.
12. Duties of the First Vice-President shall be as follows:
  - a. Shall perform such duties as may be required by the Executive Board or President.
  - b. May be authorized to sign all checks.
13. Duties of the Second Vice-President shall be as follows:
  - Shall perform such duties as may be required by the Executive Board or President.
14. The duties of the Recording Secretary shall be as follows:
  - a. Shall record the votes and keep the minutes of all the Executive Board Meetings, Officers Committee meetings, any meeting of the General Membership and any Executive Session.
  - b. Shall serve notice of meetings of the Executive Board and any meeting of the General Membership.
  - c. Shall perform such other duties as required by the Executive Board or President.
  - d. Shall retain all written records for at least three years.
15. The duties of the Corresponding Secretary shall be as follows:
  - a. Shall present the incoming correspondence of GOCA at each Executive Board meeting.
  - b. Shall post outgoing correspondence of GOCA on the GOCA website.
  - c. Shall be the keeper of the Corporate Seal and affix it on all papers requiring said seal.
  - d. Shall keep the official files of GOCA at a location specified by the Executive Board.
  - e. Shall furnish appropriate credentials to all Representatives to other groups.
  - f. Shall perform such other duties as required by the Executive Board or President.
16. 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 one or more Members of the Executive Board (excluding the current or prior year officers of GOCA). This review is

- to be held in March each year and shall include at least a balance sheet and a statement of income and expenses for the previous calendar year.
- c. Shall prepare a budget for GOCA to be presented at the December Executive Board meeting for the year beginning the following January.
  - d. Shall perform such other duties as may be required by the Executive Board or President.
  - e. Shall file all necessary tax returns for GOCA as prescribed by law.
  - f. Shall retain all records for at least seven years.
17. 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 and serve until the end of the term.
18. 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. By Laws Committee
  - b. Membership Committee
  - c. Nominating Committee
  - d. Officers Committee
  - e. Public Policy and Community Affairs Committee
  - f. Transportation Committee
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 issues within their jurisdiction.
5. Committee Chairs are appointed and removed by the President with simple majority consent of Representatives at an Executive Board meeting of the GOCA Members. A Chair vacated during the year will be filled within ninety (90) days by the same process.



- a. Each Chair will be appointed for a one-year term within ninety (90) days of officer elections
  - b. Each Chair can be appointed for additional terms up to five (5) consecutive terms
6. Committee and sub-committee members must reside within the Olney Master Plan Area.
  7. Committees may schedule to present a report at any Executive Board meeting.
  8. Committee Chairs' duties include:
    - a. Maintain the committee roster
    - b. Recruit committee members
    - c. Set meeting agendas
    - d. Distribute meeting agendas with Minutes via email prior to the date of the meeting and post agendas and approved Minutes on the GOCA website
    - e. Preside over meetings in accordance with Roberts Rules of Order
    - f. Appoint a committee member to take Minutes at each meeting
    - g. Serve as spokesperson and present committee resolutions to the Officers Committee and Executive Board at their meetings
    - h. Represent GOCA position externally only with the approval of the President, Officers Committee or Executive Board as appropriate
    - i. Establish sub-committees as needed to effectively perform the committee's work
    - j. Other responsibilities may be delineated in a committee's Charter

## 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. Nominations from the floor shall also be accepted from the Executive Board at least thirty (30) days prior to the Election Meeting. All nominees must live within the boundaries of LCA members in good standing or be an Individual Member when nominated and meet the requirements of the office.
3. No more than three (3) Officers can be from any one LCA. No more than one (1) Officer can be an Individual Member.
4. Order of Election: President, Executive Vice-President, First Vice- President, Second Vice-President, Corresponding Secretary, Recording Secretary, and Treasurer.

5. All Representatives of LCA Members and Individual Member Representatives in good standing of the Executive Board present shall have one (1) vote. No proxies shall be allowed.

6. Credentials shall be presented by each LCA and Individual Member to the Executive Vice-President listing the voting Representatives. The Executive Vice-President will give each LCA thirty (30) days prior electronic or written notice of this requirement.

7. The election to office requires a quorum to be present and 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 LCA or Individual Member may terminate its membership by letter to the Executive Vice President.

### ARTICLE X – Meetings

1. The Executive Board of GOCA shall hold at least eleven (11) monthly meetings in a calendar year, weather permitting.

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 to each member LCA and Individual Member in sufficient quantities for distribution at the next meeting of the LCA or of the Individual Member member class.

3. Written or electronic notice of all Executive Board meetings shall be made by the Recording Secretary to each Executive Board Representative 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 meeting - one fifth (1/5) of the LCA and Individual Member Representatives on the Executive Board.
- c. Committee meeting – a simple majority of committee members

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 of 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. 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

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 c (4) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law. 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