

**Amended and Restated Bylaws of the Edgemoor Citizens Association, Inc.**  
**Dated: April 25, 2024**

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**Article I**  
**PURPOSES**

1. The purposes of the Edgemoor Citizens Association, Inc. (hereinafter the “Corporation”) are to:
  - a) Advance and protect the interests of the residents within the membership area of the Corporation;
  - b) Maintain an attractive and safe neighborhood environment;
  - c) Foster interest in the civic affairs of the community; and
  - d) Otherwise promote the general welfare of the greater Edgemoor community.

**Article II**  
**OFFICE AND BOOKS**

1. Offices. The Corporation’s principal office shall be within the State of Maryland, at a location as may be designated by the Board of Directors. The Corporation may have such other offices as designated by the Board of Directors.
2. Agent. The Corporation shall maintain continuously within the State of Maryland a registered agent, which agent shall be designated by the Board of Directors or the President. Any change in the name or address of the registered agent of the Corporation shall be accomplished in compliance with the Maryland General Corporation Law and as provided in these Bylaws.
3. Books. There shall be kept at the principal office of the Corporation correct books (in physical or electronic form) of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws and all minutes of meetings of the members of the Corporation, and the Board of Directors and of any committee thereof.

**Article III**  
**BASIC POLICIES**

1. The Corporation shall be operated as a nonprofit corporation and shall not issue equity. The Corporation shall be noncommercial, nonsectarian and nonpartisan, and it shall not discriminate on any basis. Notwithstanding any other provision of these Bylaws, the Corporation shall only engage in activities consistent with applicable law for an organization exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

2. The name of the Corporation and/or the names of any member of the Board of Directors in their official capacities shall not be used in connection with any commercial concern or with any partisan interest.
3. The Corporation may cooperate with other similar organizations to advance the purposes of the Corporation, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation without prior approval by the Board of Directors.
4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, Officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.
5. Upon the dissolution of the Corporation, no member shall be entitled to any distribution of division of its remaining assets and, after payment or adequate provision for the payment of the debts and obligations of the Corporation, any remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations that have established their tax-exempt status under Section 501(c)(3) or (4) of the Internal Revenue Code to the extent permitted by applicable law.

**Article IV**  
**MEMBERSHIP AND DUES**

1. The membership area of the Corporation shall consist of the residential properties contained within the following boundaries (the "Membership Area"): the south curb of Wilson Lane between a point approximately 500 feet west of Moorland Lane and Arlington Road; the west curb of Arlington Road between Wilson Lane and Elm Street; the north curb of Elm Street between Arlington Road and Clarendon Road; the west curb of Clarendon Road between Elm Street and Fairfax Road; the west curb of Fairfax Road between Clarendon Road and Bradley Boulevard; the north curb of Bradley Boulevard between Fairfax Road and Glenbrook Road; the western boundaries of those properties with addresses on the west side of Glenbrook Road between Bradley Boulevard and the right of way of Hampden Lane; and the western boundaries of those properties with addresses on Hampden Lane between Glenbrook Road and Moorland Lane.
2. The general members of the Corporation ("General Members") shall consist of all those persons over the age of 21 who reside in residential properties within the Membership Area of the Corporation during then-current dues period.
3. The voting members of the Corporation ("Voting Members") shall consist of all those General Members who have paid the annual dues prescribed by the Board of Directors for the then-current dues period. Membership in the Corporation is not transferrable or assignable.
4. Membership dues shall be set annually by the Board of Directors. All dues payments are nonrefundable, and shall not be pro-rated.

5. Any General Member of the Corporation may attend and speak at its meetings, but only Voting Members shall be entitled to vote. There shall be no proxy voting.

6. All matters to be decided on by the Voting Members shall be voted on pursuant to a voting process as determined by the Board of Directors from time to time. To the extent not otherwise provided by law, in the Articles of Incorporation, by these Bylaws, or by the Board of Directors, all questions shall be decided by the affirmative vote of a majority present and voting at such meeting.

7. The membership year of the Corporation shall be the calendar year or as otherwise determined by the Board of Directors.

## **Article V OFFICERS**

1. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time elect. The duties of such Officers shall be fixed by the Board of Directors.

2. Officers shall be elected by the Voting Members at the Annual Meeting of the Corporation (as set forth in Article VII, below) in odd numbered years (each an "Election Year Meeting") and shall serve until the next succeeding Election Year Meeting (a term of approximately two years), or until such later time as a successor is duly elected and qualified, unless such term is terminated earlier due to such Officer's death, resignation or removal. Officers must be Voting Members of the Corporation at the time of their election and throughout their terms.

3. Any Officer may be removed, whether or not for cause, by either (a) a two-thirds majority vote of the Board of Directors (excluding the Officer whose removal is being voted on) at a meeting duly called with notice that such removal shall be a subject of the meeting, or (b) a two-thirds majority of Voting Members of the Corporation present and voting at a meeting duly called with notice that such removal shall be a subject of the meeting.

4. Any Officer may resign at any time by giving written notice (including via email or other forms of electronic written communications) to the Chair of the Board, the President, or the Secretary. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If no effective time is specified, such resignation shall take effect upon the Chair's, President's, or Secretary's receipt of the notice of resignation.

5. A vacancy occurring in any office, whether due to death, resignation or removal of the Officer, or by reason of the addition of new Officers, may be filled by the Board of Directors. The term of any Officer so appointed to replace an Officer shall be for the remainder of the unexpired term of the replaced Officer. The term of any Officer appointed to fill a newly created position shall be for an interim period until the next regularly scheduled Board election of Officers.

6. No Officer shall receive any salary or other compensation for his or her services as an Officer.
7. Officers shall undertake such duties and exercise such powers and perform such other duties as shall be determined from time to time by the Board of Directors or as provided pursuant to these Bylaws.
8. The President shall be the Chair of the Board of Directors and preside at all meetings of the Corporation and the Board of Directors at which the President may be present; shall perform such duties as may be prescribed or assigned to the President by the Board of Directors; and shall coordinate the work of the Officers, Directors, and Committees of the Corporation in order that its purposes may be promoted.
9. The Vice President shall act as an aide to the President and shall perform such duties as may be prescribed or assigned to the Vice President by the President or the Board of Directors.
10. The Secretary shall record or cause to be recorded all votes and minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President.
11. The Treasurer shall keep an accurate account of the receipts and disbursements of the Corporation, deposit all moneys and other assets in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and perform such other duties as incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors or the President. The Treasurer shall disburse corporate funds in accordance with the Articles of Incorporation of the Corporation, these Bylaws and applicable law, and shall render to the President and the Board of Directors, upon request, an accounting of all transactions of the Corporation and of the financial condition of the Corporation.

**Article VI**  
**BOARD OF DIRECTORS**

1. The affairs of the Corporation shall be managed under the direction of the Board of Directors.
2. The Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Corporation or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that:
  - (a) The Board of Directors shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the Articles of Incorporation of the Corporation, these Bylaws, or otherwise under applicable law;

- (b) All income and property of the Corporation shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the Corporation shall inure to the benefit of any Director, Officer, contributor or any other private individual having, directly or indirectly, a personal or private interest in the activities of the Corporation.
- 3. The Board of Directors of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer; any other Officers the Board of Directors has appointed, not fewer than three nor more than six at-large Directors, and no more than eleven Directors in all.
- 4. Directors shall be elected by the Voting Members at the Election Year Meeting of the Corporation (the Annual Meeting occurring in odd-numbered years) and shall serve until the next succeeding Election Year Meeting (a term of approximately two years), or until such later time as a successor is duly elected and qualified, unless such term is terminated earlier due to such Director's death, resignation or removal. Directors must be Voting Members of the Corporation at the time of their election and throughout their terms.
- 5. Any Director may be removed, whether or not for cause, by either (a) a two-thirds majority vote of the Board of Directors (excluding the Director whose removal is being voted on) present and voting at a meeting duly called with notice that such removal shall be a subject or (b) a two-thirds majority of Voting Members of the present and voting at a meeting duly called with notice that such removal shall be a subject of the meeting.
- 6. Any Director may resign at any time by giving written notice (including via email or other forms of electronic written communications) to the Chair of the Board, the President, or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. If no effective time is specified, such resignation shall take effect upon the Chair's, President's or Secretary's receipt of the notice of resignation.
- 7. Any vacancies occurring on the Board of Directors, whether due to death, resignation or removal of a Director, or by reason of an expansion of the number of Directors, may be filled by the Board of Directors. The term of any Director so appointed to replace a Director shall be for the remainder of the unexpired term of the replaced Director. The term of any Director elected to fill a newly created position shall be for an interim period until the next regularly scheduled Board election.
- 8. No Director shall receive any salary or other compensation for his or her services as a Director.
- 9. Regular meetings of the Board of Directors shall be held on a schedule determined by the Board, with meetings a minimum of 6 times per year. Fifty percent of the entire Board of Directors shall constitute a quorum. Notice of such meetings shall be in writing (including via email or other forms of electronic written communications), delivered on at least 72 hours' notice to the other Directors by the President (or his/her designee) unless such advance notice is waived in writing (including via email or other forms of electronic written communications) before or after the meeting by each Board member who did not receive notice and did not attend the meeting. Attendance at a meeting shall constitute

waiver of notice. Any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another at the same time, and such participation shall constitute presence in person at the meeting. The affirmative vote of a majority of the Directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board. Each Director shall have one vote and no proxy voting shall be permitted. Other meetings of the Board may be called by any Board member by providing notice in writing (including via email or other forms of electronic written communications), delivered on at least 72 hours' notice to the other Directors unless such advance notice is waived in writing (including via email or other forms of electronic written communications) by each Board member who did not receive notice and did not attend the meeting.

10. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each member of the board entitled to vote on the matter and filed in paper or electronic form with the minutes of proceedings of the board.

11. The Board of Directors may create committees, consisting of Directors or other persons, which committees shall have only such authority as the Board of Directors may provide to the extent not prohibited by the Articles of Incorporation, the Bylaws, and applicable law.

12. The Corporation shall indemnify all members of the Board, whether or not currently in office, for any and all costs and expenses, including legal fees and costs, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding to which he or she may be made party by reason of serving as a Director or Officer of the Corporation, except in the case of willful misconduct or knowing violation of criminal law.

## **Article VII MEETINGS**

1. Regular meetings of the Corporation shall be held twice each year at a time and place designated by the Board of Directors, with one meeting occurring in the first half of the year and one in the second half of the year. The meeting in the second half of the year shall be the Annual Meeting of the Corporation. Such meetings may be conducted in-person or virtually (or a combination of the two), as determined by the Board of Directors, using readily available electronic communication methods.

2. Special meetings of the Corporation may be called by the Board of Directors at any time on five days' written notice (including via email or other forms of electronic written communications). Notice of all meetings shall be given by the Board of Directors in a manner which it deems appropriate.

3. A quorum of members for the transaction of business in any meeting of the Corporation shall consist of five Voting Members and two members of the Board of Directors.

## **Article VIII MISCELLANEOUS PROVISIONS**

1. The annual accounting period of the Corporation shall begin on January 1 of each year, unless changed by the Board of Directors.

**Article IX  
AMENDMENTS**

1. The Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the Voting Members present at any regular or special meeting of the Corporation, but only after written notice (including via email or other forms of electronic written communications) of such proposed amendment, repeal, or alteration shall have been given at least 5 days in advance of such meeting to the General Members of the Corporation. Notice of the proposal shall be given by the Board of Directors in the manner which it deems most appropriate.

Approved: April 25, 2024