



# KENSINGTON HEIGHTS

---

## CIVIC ASSOCIATION

## Bylaws of the Kensington Heights Civic Association

### ARTICLE I: NAME AND LOCATION

The name of this organization shall be KENSINGTON HEIGHTS CIVIC ASSOCIATION (“KHCA”). The location of KHCA shall be in the Kensington Heights Neighborhood (as defined in Article III, Section 1 below), in Montgomery County, Maryland.

### ARTICLE II: PURPOSE

Section 1. Mission Statement: KHCA is a non-partisan neighborhood organization dedicated to representing the common interests of homeowners and residents of the Kensington Heights Neighborhood in maintaining and enhancing the quality of life in our community. KHCA shall operate without regard to race, color, religion, national origin, gender, age, marital status, personal appearance, sexual orientation, gender identity or expression, family responsibilities, genetic information, disability, matriculation, or political affiliation.

Our goals include:

- To preserve and enhance the quality of life in our Kensington Heights Neighborhood.
- To promote community engagement and provide activities to bring KHCA members together.
- To serve as a liaison between KHCA members and our elected officials.

Section 2. Our Vision: KHCA’s Vision is:

- To amplify the civic voice and ensure resident participation in shaping the future of the Kensington Heights Neighborhood and surrounding areas;
- To keep the Kensington Heights Neighborhood a thriving, vibrant, and safe community;
- To continue to build a bright future for the place we call home.

## ARTICLE III: MEMBERSHIP

Section 1. Kensington Heights Neighborhood's Geographic Boundaries: For the purposes of KHCA, the "Kensington Heights Neighborhood" is hereby defined as including all residential properties whose legal descriptions for Montgomery County tax purposes assign the properties to Kensington Heights plus certain adjoining blocks that have been officially added to KHCA over the years. Such properties lie within the area (see KHCA Map, Attachment A) that is bounded approximately by a line beginning at the Westfield Wheaton entrance road at Valley View Drive and running west along the south side of University Boulevard West to its intersection with St. Paul Street, continuing along the east side of St. Paul street to its intersection with Farragut Avenue; running along both sides of Farragut and Glenway, and then turning south at the west side of the Kensington Orchids subdivision on Red Orchid Way and continuing on Drumm south to the intersection with Plyers Mill, then continuing east along the north side of Plyers Mill to 2305 Plyers Mill Rd, then running north on both sides of Douglas Avenue and including Douglas Court to Windham Lane, and then running along the south side of Douglas Avenue/McComas Ave. to the intersection with St. Margaret's Way and then running west along both sides of McComas Ave, taking in Chivalry and Drawbridge Courts, to Torrance Drive, and then running north on both sides of Torrance Drive and including Torrance Court to the boundaries of Westfield Wheaton on the north, and then heading west along the boundary with Westfield Wheaton to connect back to the corner of University Boulevard West and the Westfield Wheaton entrance road at Valley View Drive.

Section 2. Members: All owners of residential property and all persons who are at least 18 years old and reside within the geographic boundaries of the Kensington Heights Neighborhood as defined in Section 1 are automatically Members of KHCA. Members are welcome to attend and speak at all KHCA meetings and events and to participate in activities of any Committee. However, Members are not entitled to vote on any matters brought up for a vote before KHCA, or to serve as a KHCA Officer, until they become a Voting Member as set out in Art. III, Section 4.

Section 3. Associate Members: Persons living outside the boundaries of KHCA but in proximity thereto and who are not included within the boundaries of another civic association may request to be Associate Members of KHCA. Upon approval by the Executive Committee, Associate Members may exercise the rights of a Member of KHCA and may participate in KHCA Committees but may not vote on any matters brought up for a vote before KHCA or serve as a KHCA Officer. Persons wishing to become Associate Members should submit the Membership Activation Form referred to in Article, III, Section 4, below, to the KHCA Membership Chair to provide the necessary contact information. All such requests will be acted upon promptly by the Executive Committee.

Section 4. Voting Members: All Members (except Associate Members) are eligible to become "Voting Members." In order to become a Voting Member, a Member must submit a completed "Membership Activation Form," a sample of which is attached hereto as Attachment B, and pay the required annual dues. Membership Activation Forms are available on the KHCA Website and can be submitted electronically, by mail, or by delivery to any KHCA Officer, Committee Chair, or Block Captain (see list maintained on the KHCA website, [www.kensingtonheightsmd.org](http://www.kensingtonheightsmd.org)). Upon receipt of a completed Membership Activation Form, the Membership Chair shall confirm that the individual's stated residential or owned property address is within the Kensington Heights Neighborhood. Upon such confirmation and the payment of the required dues, the Member will immediately become a Voting Member. The Member will continue as an Voting Member for any year in which the Member pays the required dues. A Member may submit the Membership Activation Form to become a Voting Member at any time, including immediately

prior to: (1) submission of a written proxy vote, (2) submission of any other vote electronically, or (3) any vote taken during any Membership Meeting. Only Voting Members are entitled to: (1) vote on matters brought up for a vote before the KHCA and (2) serve as a KHCA Officer.

Section 5. Records: All membership records shall be kept by the Membership Chair and shall include, at a minimum, the following information: name, address, telephone number, and e-mail address (if such information is available) of each Voting Member and whether the Member is a Voting Member. The Membership Chair shall also make note of any Voting Members who do not have Internet access and shall cooperate with the Executive Committee to ensure that such Voting Members receive notice of all Membership Meetings, as defined in Article IV below, and are provided means for voting other than online. The Membership Chair shall make current membership records available at any Membership Meeting of KHCA for review.

#### ARTICLE IV: MEMBERSHIP MEETINGS

Section 1. Membership Meetings: "Membership Meetings" shall include the Annual Meeting, General Membership Meetings, and any Special Meetings of KHCA. Membership Meetings shall not include meetings of the Executive Committee or any other Committee of KHCA.

Section 2. Notice of Meetings: Notice of not less than ten (10) calendar days prior to all Membership Meetings shall be provided by the President or his/her designee(s) by e-mail, mail, or hand distribution to all Voting Members. Such notice shall also be provided to all Members whose e-mail addresses are on file with the Membership Chair. Such notice also shall be provided on the KHCA website and the KHCA newsletter, any other social media outlets used by the Communications Chair, and by public posting of notice if possible. The notice shall include the date, time, location, and general topics for the meeting.

In the event that the general topics include the election of any Officer(s) or proposed amendments to the Bylaws, the meeting notice shall include a proxy ballot and instructions for submitting votes by mail or electronic means. Any new business requiring a vote that is not on the agenda distributed with the notice of meeting shall be referred to the Executive Committee and/or the proper Committee for action and can be raised for a vote at a later date.

Section 3. Annual Meeting: The date, time, and place of each Annual Meeting shall be set by the Officers of KHCA. If no time and date are set, the meeting will be held on the second Wednesday of October at 7:30 p.m. The Annual Meeting should be held within or near the boundaries of the Kensington Heights Neighborhood.

The Annual Meeting shall be called for the purposes of: (1) election of officers, if required under the terms of Article V, below; (2) receipt of reports on the affairs of KHCA from the Officers and Executive Committee; and (3) transaction of any other business necessary and proper, which may include presentations by guest speakers. For the Annual Meeting, a quorum shall consist of at least fifty percent (50%) of the KHCA Officers and a minimum of thirty (30) of the Voting Members of KHCA, including those physically present at the Annual Meeting and those submitting proxy votes (whether by mail or electronic means) in advance of the Annual Meeting.

The order of business at the Annual Meeting of KHCA shall be:

1. Call to Order
2. Note quorum
3. President's report
4. Treasurer's Report
5. Reports of Committees
6. Remaining Agenda Items
7. New Business
8. Adjournment

The President may alter the above order of business when he/she determines that doing so would be in the best interest of KHCA.

Section 4. General Membership Meetings: In addition to the Annual Meeting, General Membership Meetings shall be held periodically throughout the year. The date, time, and place of such General Membership Meetings shall be set by the Officers of KHCA. Whenever possible, General Membership Meetings should be held within or near the boundaries of the Kensington Heights Neighborhood. There shall be a minimum of two (2) General Membership Meetings held per year (one of which may be the Annual Meeting), though the Officers may, at their discretion, call additional General Membership Meetings. In addition, at the discretion of the KHCA Officers, General Membership Meetings may be held in conjunction with social, community service, or other events sponsored by KHCA. For General Membership Meetings, a quorum shall consist of those Voting Members present at such meeting and at least fifty percent (50%) of the KHCA Officers. General Membership Meetings are intended to be more procedurally streamlined than the Annual Meeting and to provide an open forum for KHCA Members to raise concerns, discuss issues affecting the Kensington Heights Neighborhood, and foster a greater sense of community among the membership. To facilitate these goals for General Membership Meetings, the President, with the advice of the Executive Committee, may set forth general topics in advance of the meeting. In the event that the President sets forth general topics for a General Membership Meeting, such topics shall accompany the notice of the General Membership Meeting.

Section 5. Special Meetings: The President may call a Special Meeting of KHCA whenever he/she deems it advisable. The President must call a Special Meeting within three (3) weeks when presented with a written Petition (electronic or hardcopy), signed by at least ten (10) Voting Members requesting such a meeting. Notice that such a Special Meeting will be held must be provided to all Voting Members and to all Members for which email addresses are available within five (5) days of the receipt of a Petition by the President. Notice of the Special Meeting shall also be posted on the KHCA website, included in the next newsletter if one is to be regularly issued before the Special Meeting, and posted on any other social media outlets used by the Communications Chair. For Special Meetings of KHCA, a quorum shall consist of those Voting Members present at such meeting and at least 50% of the KHCA Officers, unless the Special Meeting is called to consider a petition to remove an Officer, which shall be governed by the

provisions of Article V, Section 1, below. Only such business as the Special Meeting was called to consider may be discussed or acted upon at such meeting.

Section 6. Meetings Open to the Public: All Membership Meetings of KHCA shall normally be open to the public. Any Member of KHCA (including Associate Members) may speak at such meetings; however, only Voting Members of KHCA shall be eligible to vote. Members of the public who are not KHCA members may speak at KHCA Membership Meetings if invited to do so by any KHCA Officer, or upon the motion of any Voting Member that is passed by a majority vote of Voting Members present at such meeting. If a Membership Meeting is called to discuss legal or administrative proceedings or internal affairs of KHCA where the Executive Committee deems that confidentiality is appropriate with respect to non-KHCA Members, the announcement for the Meeting shall state that some or all of the meeting will be closed to the public, if so voted by those attending the meeting. Such a vote shall be taken at the beginning of the meeting by secret ballot of the Voting Members and the results shall govern whether those portions of the meeting will proceed by closed session.

## ARTICLE V: ORGANIZATION

Section 1. Officers: The Officers of KHCA shall be a President, Vice President, Secretary, and Treasurer and Immediate Past-President (who shall serve until a new President has completed his or her term(s)). Officers shall be elected by majority vote at Annual Meetings held in odd-numbered years. In the event that no majority is reached on a ballot for any office, a run-off election shall be held immediately among those present at the Annual Meeting between the two nominees with the most votes for that office. A term of office shall run for 2 consecutive years. Subject to the provisions of Article V, Section 2, below, individuals are ineligible to hold the same office for more than two (2) consecutive terms. An individual who has served two consecutive terms in one office, who is therefore ineligible to serve in such office again, remains eligible to run for a different office. Such an individual may also be eligible to run for the same office at a later date on a non-consecutive basis. Should a vacancy occur during any term of an Officer, such vacancy shall be filled by appointment of the President, with the advice and consent of the Executive Committee (as set forth in Article V, Section 3, below). The newly appointed Officer shall complete the remaining portion of the elective term of the vacated office and such service shall not count towards the appointee's term limit for such office. If the vacancy is in the office of the President, the Vice President shall assume the Office of President in accordance with Article VI, below.

An Officer may be removed from office prior to the expiration of his/her term. The removal of an Officer can only be initiated by a written Petition (electronic or hardcopy), signed by at least ten (10) Voting Members, and shall require the scheduling of a Special Meeting pursuant to Article IV, Section 5 above. Removal of an Officer shall be treated as an "election of Officer(s)," wherein proxy ballots must accompany the notice of a Special Meeting where such measure will be considered and a quorum of not less than thirty (30) of the Voting Members of KHCA is required. A two-thirds vote of the Voting Members physically present at the Special Meeting and those submitting proxy votes (whether by mail or electronic means) in advance of the Special Meeting is required to remove an Officer.

Section 2. Officer Nominating Committee:

The Officer Nominating Committee (“ONC”) shall be comprised of not less than three (3) Voting Members who are not serving as Officers of KHCA at the time the ONC is convened. The President shall solicit volunteers to serve on the ONC and, with the consent of the Executive Committee, shall select the ONC Members from among the volunteers by not later than May 1 of the election year. The ONC is responsible for publicizing the opportunity to serve in Officer positions and recruiting candidates for Officer positions prior to the fall Annual Meeting in odd-numbered years. It shall keep the Executive Committee advised of its progress and provide the Executive Committee with a proposed slate of officers to be presented at that Annual Meeting by not later than one month prior to that Annual Meeting. The ONC has discretion with respect to who to nominate for Officer positions from among those who volunteer, but all persons requesting to serve shall be listed on the proxy ballot sent to Voting Members, whether or not nominated by the ONC, although persons nominated by the ONC will be so identified on the ballot. Subject to the following paragraph, members of the ONC shall not nominate themselves to serve as Officers of KHCA. At the Annual Meeting where the ONC presents the proposed slate of officers, the floor will be open for additional nominations and discussions.

In the event that all ONC members unanimously certify that, despite their best efforts, they have been unable to identify any eligible member interested in running for a particular office, the term limits set forth in Article V, Section 1, above as well as the bar on ONC members nominating themselves may be suspended by the Executive Committee with respect to such office. Any ONC member seeking to be placed on the ballot in such circumstance to run for an office shall resign from the ONC and be replaced by the President with the advice and consent of the Executive Committee. The suspension of applicable term limits shall render any Voting Member who has previously held that office for two or more consecutive terms eligible to run for that office for one additional term. This process may be repeated during subsequent election cycles, thereby allowing an otherwise ineligible individual to serve additional terms in a particular office; however, the ONC must certify that no other eligible members interested in running for the office could be identified for every election cycle.

Section 3. Representation of KHCA in External Activities: The President of KHCA is the only individual authorized to represent KHCA in any external activities. The President, with the advice and consent of the Executive Committee, may authorize the Vice President to serve as his/her designee and to represent KHCA in external activities. If the Vice President cannot or prefers not to serve, the President may appoint another Voting Member of KHCA to serve as his/her designee and to represent KHCA in external activities, with the advice and consent of the Executive Committee. The President, with the advice and consent of the Executive Committee, may also authorize Committee Chairs to represent KHCA in external activities within the scope of the activities of the Committee. Any intended external statements made by the Vice President or Committee Chairpersons should be shared with the President for review prior to dissemination externally. Such records shall be made available on the KHCA Website, as well as to any Voting Member upon request. Any person who is appointed by the President to serve as his/her designee shall only act within the scope of such designation and shall not purport to represent KHCA with respect to any matters beyond the scope of the designee’s authority. It will be the responsibility of anyone who represents KHCA in external activities to keep the Executive Committee apprised of those activities on a regular basis. If it is determined by the Executive Committee that any person authorized to speak on behalf of KHCA in external activities has attempted to represent KHCA with respect to matters beyond the scope of the designee’s authority, the President shall be required to take any steps necessary to correct the unauthorized statements.

## ARTICLE VI: DUTIES OF OFFICERS

Section 1. President: The duties of the President of KHCA shall include: (1) supervising KHCA affairs and activities in accordance with the purpose of the association as expressed in Article II, above; (2) calling and presiding over all Membership Meetings; (3) serving as the Chairperson of the Executive Committee and an ex-officio Member of all Standing Committees; (4) authorizing the payment of all bills, vouchers, invoices, etc., on behalf of KHCA (subject to the authority of the Treasurer to pay bills as set out in Article IX); (5) signing all official KHCA correspondence, except correspondence solely concerning KHCA-sponsored social affairs (which may be signed by any KHCA Officer) and correspondence specific to Standing Committees (which may be signed by the Committee Chairperson subject to Article V, Section 3, above), with a copy to the President; (6) with the advice and consent of the Executive Committee, appointing or removing the Chairperson(s) of all Committees (other than the Executive Committee), a Membership Chair, and a Newsletter Editor, and seeking to fill any vacancies in such positions; (7) assuring the availability of a meeting location for all Membership Meetings; (8) assuming check signing powers in the absence of the Treasurer; (9) making available to KHCA all relevant correspondence received and all correspondence sent on behalf of KHCA; (10) serving as the Immediate Past-President until such time as another President has completed his or her term(s) following the expiration of his/her term as President; (11) representing KHCA in all external activities (personally or by designee); and (12) representing KHCA (or designating a representative) to such umbrella civic organizations as the Coalition of Kensington Communities, the Wheaton Citizens' Coalition, and the Montgomery County Civic Federation.

Section 2. Vice President: The duties of the Vice President of KHCA shall include: (1) acting on behalf of the President in the President's absence; (2) serving as an ex-officio member of all Standing Committees; (3) serving in additional capacities as requested by the President; and (4) succeeding to the Office of the President in the event that it becomes vacant before the elective term of the President expires. Should the Vice President succeed to the Office of the President, he/she shall appoint a Vice President Pro Tempore to serve the remaining portion of the Vice President's elective term.

Section 3. Secretary: The duties of the Secretary of KHCA shall include: (1) serving as the legal custodian of all official records of KHCA, except those records specifically related to the responsibilities of other Officers or Committees; (2) keeping the minutes of all KHCA Membership Meetings; (3) maintaining copies of the KHCA Bylaws and making copies available to members upon request and at all Membership Meetings; (4) assisting in the preparation and distribution of KHCA publications; and (5) keeping the minutes of Executive Committee meetings.

Section 4. Treasurer: The duties of the Treasurer of KHCA shall include: (1) serving as the custodian of all KHCA funds; (2) promptly paying all debts of KHCA, when authorized by the President and in accordance with Article IX; (3) disbursing KHCA funds as authorized by the KHCA Bylaws and/or any Special Resolution; (4) keeping books and records showing all itemized receipts and disbursements, and preparing and submitting a statement of financial condition at each Membership Meeting; and (5) providing reports at Executive Committees upon request of the President on the financial condition of KHCA. When accepted by the membership, such reports presented at the Membership Meetings shall become part of the official reports, to be maintained by the Secretary.

Section 5. Immediate Past President: The Immediate Past President remains an officer of KHCA in order to provide continuity and experience and to assist the Executive Committee with any responsibilities as

mutually agreed to. If the Immediate Past President is unable or unwilling to continue to serve at any point, the office will not be filled until the next change in leadership of the President. The Immediate Past President may also be designated by the President to hold other non-Officer roles, including Committee Chair, Membership Chair, or Newsletter Editor.

## ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Membership and Duties: The Executive Committee shall consist of the Officers of KHCA, the Chairperson(s) of each Standing Committee, the Newsletter Editor, and the Membership Chair. The Executive Committee shall function as a steering committee, and shall be responsible for analyzing matters of concern to KHCA. When, in its opinion, matters should be considered by the full membership, the Executive Committee shall submit an agenda item for consideration at the next Membership Meeting. The Executive Committee may authorize expenditures of KHCA funds, which shall be so noted by the Secretary; written record of such authorizations shall be retained by the Treasurer.

Section 2. Meetings: The Executive Committee shall meet at regular intervals between Membership Meetings, at a time and place to be determined by the President, with advice and consent of the Officers, preferably on a monthly basis. A meeting may be called by a majority of the members of the Executive Committee provided at least three (3) days' notice is given to all Executive Committee members. Notice shall be given to all Members of Executive Committee Meetings and all are welcome to attend a meeting of the Executive Committee; however, Members may be asked to indicate their intention to attend Executive Committee meetings in advance in order to ensure the meeting is held at a location that can accommodate all who wish to attend.

Section 3. Voting and Chairing. The President – or the Vice President in the absence of the President – shall serve as the chairperson of all Executive Committee meetings. A quorum is considered a majority of the Executive Committee members (unfilled Committee Chairperson positions shall not be counted as part of determining the quorum). Each member of the Executive Committee shall have one vote, and a vote cannot be taken without a quorum being present. Each person who is a member of the Executive Committee shall have one vote, regardless of the number of positions the person holds within the Executive Committee. Each Standing Committee shall have one vote, regardless of the number of Chairpersons(s) and a fractional vote may be cast if there is disagreement.

## ARTICLE VIII: COMMITTEES

Section 1. General Provisions: Membership of all committees, except the Executive Committee, shall be open to any Member of KHCA. The Chairperson(s) of any Standing Committee shall be Voting Member(s) of KHCA. The Chairperson may appoint another Voting Member of KHCA to serve as the Vice-Chairperson of such Standing Committee. The Chairperson shall encourage all members of the Committee to become Voting Members of KHCA. An Associate Member may be appointed to head a Committee if the Executive Committee determines that no Voting Member is interested in holding the position.



Section 2. Standing Committees: The following shall be established as “Standing Committees” of KHCA: (1) Communications Committee; (2) Land Use Committee; (3) Traffic Committee; (4) Public Safety Committee; (5) Education Committee; (6) Beautification and Environment Committee, and (7) History Committee.

Section 3. Responsibility of Standing Committees: Each Standing Committee Chairperson is responsible for keeping the Executive Committee informed of his/her Committee’s activities and issues and for proposing agenda items to the Executive Committee to be considered at a Membership Meeting. Additional Standing Committees may be created by a vote of the Executive Committee at any time without the need for a formal amendment of the Bylaws. Such additional committee shall be noted as an addendum to the Bylaws and may be incorporated into this Article of the Bylaws at such later time as amendments are being considered thereto.

Section 4. Special Committees: From time to time, as the need arises, the Executive Committee may create Special Committees to study, investigate, and report on any topic or specific project selected. Such a Special Committee may exist for a single purpose or a set of purposes, and can be dissolved by the Executive Committee, upon completion of that project(s). Special Committees shall have a written charge and defined period of operation established by the Executive Committee. The establishment of such Special Committees shall be reported to the membership of KHCA at the next General, Annual, or Special Meeting and on the KHCA Website.

Section 5. Committee Meetings: Committee meetings shall be called by the Committee Chairperson, or Vice Chairperson, who may be appointed by the Chairperson to act in his/her absence.

## ARTICLE IX: FUNDING

Section 1. Annual Dues: KHCA does not require the payment of dues to be a Member. However, all Members are encouraged to become Voting Members by paying dues to KHCA to help offset KHCA’s operating expenses. Such dues shall be in the amount of not less than \$10 per person to a maximum of \$30 per residential address. (If there are more than 3 residents age 18 and older at a single address, all may still become Voting Members by filling out the form and ensuring the maximum \$30 dues amount is paid.). Non-resident owners’ dues shall be calculated separately from those of the persons resident within KHCA, The dues for Voting Members may be amended by the Executive Committee annually and the new amount shall be announced at the Membership Meetings and on the KHCA Website and in the KHCA newsletter.

Section 2. KHCA Account: KHCA funds will be deposited in a checking account in an FDIC insured financial institution, held in KHCA’s name, with full authority to deposit and withdraw funds vested in the President and the Treasurer. Only one signature will be required for withdrawals.

Section 3. General Funds: Authority to expend unallocated KHCA money held in the General Funds is subject to the following provisions:

The Treasurer has the authority to dispense funds up to and including \$200.00, after consultation with the President. Routine bills (such as for room rental, postage costs or the like) of less than \$200 may be paid without further approval. Expenditures of amounts greater than \$200.00 must be authorized by a majority vote of the Executive Committee. All funds and financial records shall be subject to a yearly review by the Executive Committee upon presentation of a year-end report by the Treasurer by not later than January 31 of the following year. The result of this review shall be reported on the KHCA Website and at the next Membership Meeting.

Section 4. Special Funds: The Executive Committee may authorize the creation of a separate, special fund to hold amounts collected for legal proceedings or other specific purposes not appropriate for funding from the General Funds. The Treasurer shall be responsible for holding and dispersing those funds subject to the same provision set forth in this Article, and any other conditions established by the Executive Committee in creating that fund.

#### ARTICLE X: PUBLICATIONS

Section 1. KHCA Website: KHCA shall maintain a Website at <http://www.kensingtonheightsmd.org> (the "KHCA Website"). The Chairperson of the Communications Committee shall appoint a KHCA "Webmaster" and "Assistant Webmaster" responsible for working with the Executive Committee to disseminate information of interest to the members of KHCA. The KHCA Webmaster shall cooperate with the Membership Chair in maintaining a record of current e-mail addresses for all Members for use in transmitting meeting notices as required under Article IV, Section 2, above, and such other communications as the Executive Committee shall deem appropriate. The KHCA Webmaster, with advice and consent of the Executive Committee, shall also be responsible for devising a method for acceptance of electronic votes by Voting Members and transmission of such electronic votes to the appropriate member(s) of the Executive Committee to be counted.

Section 2. Other Publications: KHCA may from time to time publish and distribute articles, letters, reprints, columns, maps and charts, notices, directories, newsletters, and other information of general interest, either electronically or in print.

#### ARTICLE XI: VOTING

Section 1. Elections and Amendment of Bylaws: When the matter up for a vote is: (1) the election of Officers (including the removal of an Officer); or (2) amendment of the Bylaws, Voting Members may vote on such matters either by being physically present at such Membership Meeting or by submitting a proxy ballot in advance of the Membership Meeting at which such matters will be considered. The notice of any Membership Meeting at which election of Officers or amendment of Bylaws will be voted upon shall include a proxy ballot and instructions for submitting such ballot electronically or by U.S. Mail (to be received by the date of the Membership Meeting). Only Voting Members of KHCA may vote and each Voting Member is entitled to one (1) vote. Any Voting Member who chooses to submit a proxy ballot acknowledges that he/she will not be able to vote anonymously. Proxy ballots must be signed (electronic

signatures are acceptable) and dated by the Voting Member. In the event that a Voting Member submits more than one proxy ballot for a vote, only the vote bearing the most recent date will be counted. In the event that a Voting Member submits a proxy ballot and is physically present at the Membership Meeting, only the vote cast at the Membership Meeting will be counted. All votes will be counted at the Membership Meeting and the results announced then. All measures voted on shall pass if approved by a majority of proxy votes and those votes cast at the meeting, except for the removal of an Officer which shall require a two-thirds vote pursuant to Article V, Sec. 1.

Section 2. Online Voting: With the exception of matters set forth in Section 1, above, Voting Members may also vote on matters brought for a vote at any Membership Meeting by voting online within seven (7) calendar days after such Membership Meeting. Only Voting Members of KHCA may vote and each Voting Member is entitled to one (1) vote. The Executive Committee is authorized to institute those measures deemed necessary and prudent to facilitate online voting, to ensure that each Voting Member is only able to vote once on any given measure, and to ensure that Voting Members without Internet access are able to submit votes by other means. In the event that an Voting Member does not have Internet access, notice of any matters open for online voting and instructions for submitting his/her votes by other means pursuant to the procedures established by the Executive Committee shall be provided by mail or hand delivery to such Voting Members when the notice of the vote is sent out.

Any matter brought for an online vote under this section shall pass if a majority of the Voting Members who cast votes on the measure approves it. The President shall announce the results of any online vote within fourteen (14) calendar days after the Membership Meeting at which the measure was brought for a vote. Online voting results shall be announced by e-mail to all Voting Members and by publication on the KHCA Website. In addition, the results of online voting shall also be announced at the next Membership Meeting.

## ARTICLE XII: INSPECTION OF DOCUMENTS

It is the right of all KHCA members to inspect any official KHCA documents at a time and place convenient to the rightful custodian of that document. That custodian shall make every effort to make the document available within a reasonable period of time. It is the duty of the inspecting member to return the document to its rightful custodian as soon as possible. In most cases, KHCA documents will be housed on the KHCA Website.

## ARTICLE XIII: AMENDMENTS

Section 1. These Bylaws may be amended at any KHCA Meeting by two-thirds vote of the Voting Members who are present or who vote by proxy (whether electronically or by mail), provided that not less than ten (10) days written notice (either electronically or by mail or hand delivery) of the proposed amendment(s) was provided to all Voting Members. The notice must include a proxy ballot with respect to the proposed amendment(s) and instructions for submitting a proxy vote by mail and electronic means.

Section 2. An Voting Member who wishes to bring a vote to amend the bylaws at a KHCA Meeting should secure the support of not less than 4 other Voting Members (not living at the same address), by written signature or by specific email, and submit the proposed change(s) to the Executive Committee. The Executive Committee shall add this proposal to the agenda of the next Membership Meeting, for a vote in accordance with the provisions of Article XI, Sec. 1, above. If the proposal is presented too late to provide the notice set out in Article XI, Sec. 1 for a vote at the next Membership Meeting, discussion may be had then, but the vote will be held at the succeeding Membership Meeting.

EFFECTIVE DATE: NEW DATE, upon membership approval.

Subpages (2): Boundaries Join