

The new Silver Spring Citizens Advisory Board bylaws, as amended on February 13, 2006

## **Silver Spring Citizens Advisory Board Bylaws**

### **February 2006 Revision**

#### **ARTICLE I. PURPOSE**

It is the mission of the Silver Spring Citizens Advisory Board to work as a collegial unit to develop strong community leadership and organization, and to invest its best efforts to ensure that the Silver Spring Region is a livable and vibrant community where housing, employment, schools, community organizations, parks and community services are located together, flourish in a safe and hospitable environment, and are conveniently accessible by appropriate and environmentally friendly modes of transportation.

The Board advises the County Executive and the County Council, and other appropriate governmental bodies, when and where appropriate on policies and programs, proposing solutions to problems and recommending actions. As it pursues this mission, it works with and consults the Director of the Silver Spring Regional Service Center and other county governmental officials.

The Board shall pursue its mission by supporting valuable social, economic and political programs, by identifying existing or potential problems that may negatively affect the welfare of the Region, and by defining needed actions and programs intended to ameliorate these identified problems. The effectiveness of these efforts shall be measured by their results in improving the quality of life for the Board's constituency and generally in the Region. The Board will also serve as advocates for the communities in the service area, and communicate, when possible and appropriate community concerns to the County Executive, County Council, and other appropriate governmental bodies.

#### **ARTICLE II. MEMBERSHIP**

**Section 1. Appointment to Vacancies.** As allowed by County law and regulation, an ad-hoc Membership Subcommittee, elected by the Board, may conduct the screening of candidates for vacancies on the Board on an annual basis and shall forward its recommendations for submission to the County Executive. Those recommendations may be used for appointments for vacancies throughout the year. All candidates shall be encouraged to attend Board and committee meetings.

**Section 2. Resignations.** Any member of the Board desiring to resign may do so by communicating his or her intentions to the County Executive. A copy should also be sent to the Board Chair and to the Silver Spring Regional Center.

#### **ARTICLE III. OFFICERS**

**Section 1. Officers.** The officers of the Board shall be a Chair, an Executive Vice-Chair, and a Parliamentary Vice-Chair.

**Section 2. Election.** Regular election of officers shall take place at the Annual Meeting held in June. An ad-hoc Nominating Committee, whose members are appointed by the Chair and confirmed by the Board, but shall exclude the Chair and candidates for officer, shall be established no later than the May Board meeting and shall work to develop a slate of officer nominations. If circumstances prevent the election from being held in June, the election shall be held as soon possible thereafter, but no later than the end of the September meeting of the Board.

**Section 3. Term.** All officers serve at the pleasure of the Board. The terms of office shall be one year or until their successors are elected, and will begin at the first meeting of the Board's parliamentary year, beginning in September. There will be a two full year limitation on consecutive terms. Officers may be sanctioned or removed from their positions by a two-thirds vote of the entire Board. Removal of officers shall be for substantial cause, which may include absence from Board or Executive Committee meetings, legal indictment for criminal acts, economic or political conflicts of interest, deficiencies in carrying out the member's duties, and interference with the orderly conduct of the Board's business. Candidates for removal shall be notified in writing by the Parliamentary Vice Chair or the Chair, and will be given the opportunity of redress before a regular meeting of the Executive Committee. Proposal of removal shall be made by the Parliamentary Vice Chair or the Chair at the regular meeting of the full Board immediately following the removal hearing by the Executive Committee.

**Section 4. Qualification.** The nominating committee will present all qualified and willing officer candidates to the full Board. Candidates shall be deemed qualified if they have served on the Board and one standing committee for a period of one year, or if they demonstrate unusual civic or personal experience relating to the Boards charter and purposes. Nominees will be given the opportunity to present their qualifications and state their reasons and objectives for serving as an officer to the full Board.

Voting for the election of officers shall be by written ballot of the Board members in attendance at the meeting of the Board where a quorum is present. Those candidates receiving a majority of votes shall be deemed to be elected.

**Section 5. Chair.** The Chair shall be the executive representative of the Board, shall preside at meetings of the Board and the Executive Committee, shall serve as an ex officio member of the Standing Committees, shall be empowered to appoint ad hoc committees subject to the approval of the Executive Committee or the Board, shall be empowered to convene issue study groups, shall be the official public spokesperson for the Board, supervise the Board's correspondence (sent and received), and shall perform all duties usually pertaining to the office of Chair. For all meetings requiring a quorum, the Chair shall determine the presence or absence of a quorum, which shall be a majority (one-half plus one) of the Board membership.

**Section 6. Executive Vice Chair.** The Executive Vice Chair shall serve as the Chair in the absence of the Chair, shall formulate the agenda of the Executive Committee, shall represent the Chair in public discussions if the Chair is unavailable, shall monitor the progress of the Board in meeting its Purpose and Objectives, shall determine the form and content of reports and requests for action brought to the Board, shall prepare an Annual Report of the activities of the Board and its committees for presentation prior to the Board's annual retreat, and shall be responsible for obtaining appropriate support from the Silver Spring Regional Center and other supporting agencies and departments of the County. The Executive Vice Chair will be responsible for providing, or arranging for the provision of, an orientation

for new members that will help them to become productive members of the Board as quickly as possible.

**Section 7. Parliamentary Vice Chair.** The Parliamentary Vice Chair shall be responsible for administering the agenda of the Board meetings, shall ensure adherence to Robert's Rules of Order Newly Revised, and shall be responsible for administering and maintaining the Bylaws. The Parliamentary Vice Chair shall also be responsible for providing a basic orientation to new members on procedures, bylaws, and operations.

**Section 8. Secretary.** The Secretary shall also keep track of attendance and correspondence, conduct a preliminary review of draft minutes, maintain an updated list of area civic organizations and press, and shall take on other related duties as assigned by the Executive Committee.

**Section 9. Meetings Chair.** In the absence of the Chair at a Board meeting, the order of precedence for chairing meetings shall be Executive Vice-Chair, then the Parliamentary Vice-Chair. If none of the elected officers is present at the designated start of a meeting, a member may call the meeting to order and conduct the election of a Chair Pro Tem to preside during that session only and until such time as a duly elected officer enters.

**Section 10. Vacancies.** Should a Board officer resign before the expiration of his or her term, the Board shall elect a successor. The Executive Committee shall identify candidates to fill such vacancies and shall bring their nomination to the full Board no later than the second Board meeting following the resignation of an officer. The Chair, with the approval of the Board, may appoint a member to serve as an interim officer in case of the resignation of the Executive Vice Chair or Parliamentary Vice Chair.

**Section 11. Executive Committee.** An Executive Committee shall consist of all officers combined with the Board member chairs of each of the standing committees, and the Director of the Silver Spring Regional Center, as a non-voting, ex officio member.

- a. The Executive Committee shall act on behalf of the Board at such times where action by the Board is required prior to the next regularly scheduled Board meeting and notice of the need for such action was not received by the Board in a timely matter. The Executive Committee may not amend or reverse any Board action. The Board may, on the other hand, amend or reverse any Executive Committee action.
- b. The Executive Committee shall be responsible for agenda development and approving and signing correspondence as appropriate. The Executive Committee shall refer matters to committees. The Executive Committee shall designate an ad-hoc Bylaws Committee, chaired by the Parliamentary Vice-Chair, to review the Bylaws and draft revisions for full Board consideration as the Board deems necessary. The Executive Committee shall issue to the Board a monthly report that includes the progress of the Standing Committees, new business to be considered by the Board, and a summary of substantive matters affecting the general welfare of the Region.

#### **ARTICLE IV. MEETINGS**

**Section 1. Frequency.** The Board shall meet in public session on the call of the Chair as frequently as required to conduct its business, but not less than once a month. Unless otherwise established by the Board, Board meetings shall be held on the second Monday of each month at the Silver Spring Regional Center or at another public, accessible facility within the Silver Spring Region. The Chair, with the concurrence of the Board, may determine that a given monthly meeting may be omitted. Special Board

meetings may be called by the Chair or by any five members, provided members receive notification at least five business days in advance of any such meeting. If a time, date, or place of a meeting is changed, or in the event of a special meeting, every effort will be made to inform the public of the details of such a meeting prior to such meeting.

**Section 2. Notification.** Public notice of the date, time and place of each meeting will made through an information release to local English and appropriate non-English language newspapers, an announcement posted on <http://www.montgomerycountymd.gov/> and <http://www.montgomerycountymd.gov/silverspring> by inclusion in the mailed agenda for each meeting, and by verbal announcement by the Chair at each prior meeting.

**Section 3. Annual Meeting.** The Annual Meeting shall be held in June and shall be for the purpose of receiving annual reports of the Executive Committee, other Board committees, election of officers, and other business that may arise.

**Section 4. Annual Retreat.** The Annual Retreat of the Board shall be held in the spring of the Calendar year after the appointment by County Executive of any new Board members whose terms begin in that Calendar year. The date of the Annual Retreat shall be set by the Executive committee and announced at least one month in advance by the Chair. The purpose of the Annual Retreat shall be to discuss organization, actions, programs, processes, procedures and priorities of the Board. Recommendations for action shall be researched and documented, confirmed by the Executive Committee and reported out from the Executive Committee to the Board for a vote of the full Board at the next regularly scheduled meeting of the Board.

**Section 6. Quorum.** A quorum is defined as a majority (one-half plus one) of the Board membership. A quorum is required for any votes and motions by the Board to be effective and binding.

**Section 7. Public Involvement.** Members of the public, particularly residents of the Silver Spring Region, are encouraged to attend meetings of the Silver Spring Citizens Advisory Board and to become members of its committees. All sessions of the Board, the Executive Committee, and Board committees shall be open to the public, except as allowed by the State Open Meetings Act, and held in an accessible public place. Non-Board members may participate in Board discussions when recognized by the Chair or at the request of the Board.

## ARTICLE V. AGENDA ITEMS

**Section 1. Admittance.** Board members may place items for discussion and/or action on meeting agendas by notifying Regional Center Staff or the Board Chair three days prior to the Executive meeting. A position paper containing background information should be submitted by the member and distributed to all members in the regular pre-meeting mailing. A position paper must contain at least the purpose of the item to be heard by the Board, a specific request for action, the potential effects on the constituency of the Board, facts substantiating the need for action, and a time frame for action. An individual or group wishing to have the Board address an issue should do so through the Chair, who may refer such items to committee, or directly to the chair of a committee with jurisdiction.

**Section 2. Motions.** Motions shall be made only on those agenda items presented to the Board in the manner prescribed above. An item presented verbally by a member at one meeting shall be held over until the next meeting to permit preparation and distribution of the pertinent background information and the recommended position, except in case of scheduling difficulty or emergency.

**Section 3. Exceptions.** If circumstances preclude the requisite one-month holdover of an agenda item presented without written background material, a two-thirds vote of members present (at least a quorum) is required for a motion on such an item to pass.

## **ARTICLE VI. STANDING COMMITTEES**

**Section 1. Establishment and Dissolution.** Standing Committees shall support the Board in achieving the objective of providing strong community leadership and organization on behalf of the Board's constituency. Establishment of a standing committee shall be suggested by any Board member, shall be recommended by the Executive Committee, and shall be approved by a majority vote of the Board.

Dissolution of a standing committee shall be made if the existence of the committee no longer serves the purposes of the Board. The Chair of the Board shall review the relevancy of all committees at least annually. The Chair shall report the findings of the review of committees and propose the composition of standing committees to the Executive Committee each December. The Executive Committee shall recommend changes in the composition of the Standing Committees at the Annual Meeting of the Board. These changes shall become effective only by a majority vote of the Board. Once confirmed by the Board, the composition of the Standing Committees shall be affixed as an Appendix to these Bylaws.

**Section 2. Membership.** Each Board member shall be a member of at least one standing committee, unless explicitly exempted from this responsibility because of other responsibilities for the Board, and shall regularly attend meetings of that committee.

**Section 3. Composition.** Each committee shall be composed of two or more members of the Board and any interested non-Board members residing in the Region.

**Section 4. Chairs.** Each committee will have co-chairpersons, one who is a member of the Board and one who is a resident of the Region who is not a member of the Board. Co-chairpersons shall be elected by the relevant committee from among its members annually. The committee Chair who is a member of the Board shall be member of the Executive Committee of the Board. The Chair who is a member of the Board will be responsible for preparing a report for the Board monthly, and shall prepare an annual report for the consideration of the Board.

**Section 5. Meeting.** Each committee shall meet regularly, not less than once a month and shall make monthly reports to the Board as a whole. However, the Chair of each committee, with the concurrence of the committee, may determine that a given monthly meeting need not be held.

## **ARTICLE VII. Procedures**

**Section 1. Parliamentary Vice Chair.** It is the specific responsibility of the Parliamentary Vice-Chair to ensure the Board's adherence to Robert's Rules and for the general decorum of Board meetings.

**Section 2. Administration of Bylaws.** The Parliamentary Vice-Chair shall study the Bylaws, administer the application of the Bylaws, advise the Executive Committee on the essential Articles and Sections of the Bylaws, and initiate review of the Bylaws.. The Bylaws must be reviewed no later than at the third yearly anniversary of the latest adoption date of the version of the Bylaws then in effect.

**Section 3. Amendment.** These Bylaws can be amended at any regular meeting of the Board by a two-thirds vote provided that the amendment was submitted in writing and read aloud at the previous regular meeting and included in the official agenda.

## ARTICLE VIII. LEGALITY

Should any of these Bylaws be contrary to the laws of Montgomery County or the laws of the State of Maryland, the invalidity of such part shall not impair or affect in any manner the validity or enforceability of the remaining Bylaws.

### Appendix — Listing of Standing Committees

The composition of the Standing Committees as authorized by the Board shall be appended to the Bylaws and construed as integral to the operation and governance of the Board.

- 1) **Commercial and Economic Development (CED).** This committee shall focus on matters pertaining to the renewal and rebuilding of the Region's commercial centers, on the plans and actions of the County, developers, and rental agents, on the flow and balance of private and public capital to the Region's commercial centers, on the extension of revitalization of the Silver Spring Central Business District and other commercial centers, and on supporting the communication and marketing of the services and facilities of the Region's commercial centers within and beyond the Region. It will also focus on matters pertaining to zoning, sectional maps, master plans, the physical infrastructure, intelligent land use, and on methods and programs designed to attract appropriate private and public capital to the Region.
- 2) **Neighborhoods Committee.** This committee shall focus on matters pertaining to the quality of life in neighborhoods, including, but not limited to community redevelopment, gateways, school-community relations, housing, education, public safety, the Arts and the natural environment of the Region.
- 3) **Transportation & Pedestrian Safety.** This committee shall focus on County, State and Federal investment in transportation infrastructure and services that ensure reasonable and safe access to facilities and services in the Region, on adequate, convenient and affordable parking, and on the use of design techniques and technologies that balance the interests of the economy, motorists and residents in the Region.