

Moyaone Association Bylaws

May 2024 Proposed Amendments to May 2012 Bylaws

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Article I – Name; Newsletter; Fiscal Year; Definitions

Section 1. Name

The name of the corporation shall be The Moyaone Association, Inc. (hereinafter called the “Association”). As a community association, it shall not operate for private benefit or profit.

Section 2. Newsletter

“Smoke Signals” shall be the newsletter of the Association. The Board of Directors shall appoint the Editor, who shall serve at the pleasure of the Board.

Other means of official communication include physical and electronic mail (email) to members, the Association website (www.Moyaone.org), and the community wide email newsletter run by the Public Affairs Committee.

Section 3. Fiscal Year

The fiscal year for the Association shall begin each year on January 1 and end on December 31.

Section 4. Definitions

As used in these Bylaws:

- (1) The term “Covenanted Land” means land protected by the Piscataway Park federal scenic easement restrictions or substantially similar covenanted restrictions thereon.
- (2) The term “Moyaone Reserve” means all Covenanted Land that:
 - (a) is within and subject to the Piscataway Park scenic easement; or
 - (b) constitutes a single-residence homesite of five acres or more, contiguous to Piscataway National Park or other Covenanted Land, and that is made subject to substantially the same covenants as Covenanted Land. Notwithstanding the foregoing provisions of this subparagraph regarding the minimum area required for homesites, one single residence homesite of less than five acres, but not less than two acres, which otherwise meets the remaining conditions prescribed, may be included for each ten single-residence homesites of five acres or more that are included in the Moyaone Reserve under this subparagraph.
- (3) The term “Joint Holder” describes membership when two or more persons hold an interest, jointly or in common, in land that constitutes the basis of qualification for

membership. In such cases, only one membership may be held jointly in the names of all such persons. The child of any member(s), upon request of such member(s), shall be permitted to hold membership jointly with such member(s) if such child is over eighteen years of age and is a member of the household of the parent(s). In the case of joint membership, any one of the joint members may act for and represent all of the joint members of that joint membership. In no case shall joint membership entitle the holders thereof to more than one vote.

(4) The term “Association Website” refers to all URLs within the domain name “www.moyaone.org”, or accessed through it and controlled by the Association.

(5) The term “Registered Address” refers to the physical address and, if provided, to any electronic mail address, provided by the member to the Secretary for purposes of notice.

(6) The term “Good Standing” means that dues owed for the current year have been paid.

Article II – Purpose

The purpose of the Association shall be to promote and protect the interests of the residents of the Moyaone Reserve and surrounding area in sustaining the community’s rural character, historic identity, environmental values and the local ecosystem. The Association shall carry out activities consonant with this purpose, including but not limited to these:

1. Safeguarding the system of deed covenants and scenic easements affecting properties in the Moyaone Reserve and nearby areas through information, education, and advocacy.
2. Implementing appropriate measures to uphold and protect the open-space rural character of the Mount Vernon viewshed and its significant environmental resources and historic values.
3. As necessary and appropriate, working in cooperation with other nonprofit organizations and governmental bodies to develop and implement programs to achieve the above.
4. Providing programs and services that benefit the cultural, educational, and recreational interests of Association members and, as feasible, of the larger community.
5. Strive to maintain critical Association infrastructure of gravel roads in compliance with agreed upon standards.

Article III – Membership

Section 1. Qualifications

(A) There shall be two types of memberships in the Moyaone Association: Full Membership and Associate Membership. All members shall have the same rights and privileges in the Association, except that only Full Members shall have the right to vote. All memberships are renewed annually upon payment of dues.

- (1) Full Membership in the Association shall, upon payment of dues, be available to any person who owns Covenanted Land in the Moyaone Reserve and is a resident of the Moyaone Reserve. A Full Membership in the Association shall entitle the holder or joint holders thereof to one vote in the Association, and a single parcel of Land may not constitute the basis for more than one Full or Associate Membership. Ownership of more than one property within the Moyaone Reserve shall not entitle an individual or joint holder to more than one vote.

- (2) Associate Membership in the Association shall, upon payment of dues, be available to any person who owns Covenanted Land in the Moyaone Reserve but does not reside in the Moyaone Reserve, or who is a Lessee of Covenanted Land in the Moyaone Reserve and is a resident on such Covenanted Land. Associate Members may attend annual meetings without a vote, and may participate in discussion and serve on committees.
- (3) Under no circumstances may any individual hold or share more than one membership in the Association.

Section 2. Termination of Membership

(A) Membership may be terminated

- (1) by failure to pay Association dues, or
 - (2) by written request of the member delivered to the President or Secretary of the Association,
- or
- (3) upon the sale or other disposition by the member of the property which was the basis of qualification for membership.

(B) Termination of membership shall not constitute revision or cancellation of the status of “Covenanted Lands” within the Moyaone Reserve or the cancellation of any financial obligations (past, current or future) to the Association for payment of fees for road maintenance or any other assessed fees.

Section 3. Renunciation of Association Assets or Earnings by the Membership

Each member, by acceptance of membership in the Association, renounces (and will be construed to have renounced for all heirs, successors, representatives, and assigns) each and every right under any present or future law to participate at any time in the net earnings of the Association, or in the assets of the Association upon liquidation or dissolution; provided that such renunciation by each member individually does not impair the right of the Association to dissolve itself and to make any suitable provision for the distribution of the assets of the Association.

Section 4. Authority of the Membership

Final authority in all matters pertaining to the activities of the Association rests in the membership. All persons, committees, and other bodies act under authority delegated to them by the membership.

Article IV – Board of Directors

Section 1. Composition

(A) The Board of Directors of the Association shall be composed of five Directors: President, Vice-President, Comptroller, Secretary, and Director-at-Large.

(B) The President, the Vice-President, and the Director-at-Large shall hold office for one year. The Comptroller and the Secretary shall hold office for two years.

(C) The President, Vice-President, Comptroller and Secretary of the Board of Directors shall be those persons who hold the same positions as officers of the Association.

Section 2. Qualifications

All members of the Board of Directors shall be Full Members of the Association in Good Standing for a period of at least two prior years.

Section 3. Elections

(A) Elections for the officers of the Association and for the Director-at-Large shall be by secret, written ballot, except that a motion to vote otherwise shall be in order, or in any case in which only one person is nominated for a position.

(B) Nominations and eligibility for voting shall be as elsewhere prescribed in these bylaws, and elections shall take place at the annual membership meeting.

Section 4. Vacancies

A vacancy in the Board of Directors shall occur upon the death, resignation, removal, or disqualification of a director. A director may resign by notice in writing to the Secretary or President. A director may be removed by a two-thirds vote of the members, present in person or by proxy, at a meeting properly called for such purpose, notice of which must announce the proposed action and grounds, and must be mailed or delivered to the members and to the director in question. A director absent from three consecutive unexcused Board meetings during that director's term of office is automatically removed. If a vacancy occurs on the Board of Directors, the Board may fill such vacancy until the next annual meeting of the members. Whenever a vacancy occurs, it shall be reported to the Association's Members.

Section 5. Meetings

The Board of Directors shall hold regular meetings at least quarterly on a schedule determined by the Board. Special meetings may be held upon the call of the President, or upon written request to the Secretary and signed by at least two Board members. The Secretary shall give notice of regular and special meetings to each director at least three and not more than ten days before the date of the meeting. Notice of each special meeting must state the object of the meeting, and no business other than that specified may be transacted. A majority of the Board members shall constitute a quorum at any Board meeting. Meeting dates and locations shall be timely published via official forms of communication, to include the newsletter and email from a Board member.

Regular and special meetings may be attended by full and associate members of the Moyaone Association and by other parties invited by the board.

The board may upon occasion hold executive sessions to discuss sensitive matters.

All board meeting minutes and material entered into the record shall be made available to membership for review.

Section 6. Powers and Responsibilities

(A) The Board of Directors shall be the principal authorized governing body of the Association on all matters and in ways hereinafter described.

(B) The Board of Directors shall have the power to:

- Administer or supervise projects and activities of the Association

- Carry on ordinary and necessary business of the Association
- Delegate authority to officers, employees, or other persons
- Prepare budgets for the general administration of the Association and for the financing of particular projects and activities
- Designate persons or groups to manage and administer projects
- Spend money for the purposes and within the dollar limits of the membership approved budget
- Employ professional or other persons
- Carry on other activities in accordance with the plan and budget approved by the membership.

(C) The sale, lease, transfer of property rights (except for lots: Apple Valley 24, Poplar Hill 5 and Poplar Hill 13, which may be sold by resolution of the Board of Directors), or mortgage of Association real property may be authorized only by resolution of the membership. The proposed real property transactions shall be included in the meeting notice.

(D) Director Responsibilities

Directors are accountable to Association membership and are responsible for furthering the interests of membership. Directors have the following responsibilities:

- President
 - General supervision of association affairs and leadership of the association membership.
 - Preside at all Membership and Board of Directors meetings
 - Execute Association business on behalf of the Association unless otherwise provided by resolution of the Board of Directors.
 - Represent (or designate representative) to speak on matters of the Association.
 - Report quarterly to the membership in writing (including by electronic mail or community newsletter).
 - Serve as an ex-officio member on all committees of the Association
- Vice President
 - Act in place of the President in their absence.
 - Lead projects as requested by the Board.
- Comptroller
 - Manage all financial transactions of the Association.
 - Maintain records of all transactions.
 - Lead the annual budget preparation effort.
 - Cooperate with Financial Trustees on the annual audit.
- Secretary
 - Lead communications efforts of Association business, including both mandated meeting notices as well as periodic sharing of information that is produced from meetings (*e.g.*, minutes, agendas, and other items entered into the record).
 - Record minutes at official meetings.
 - Maintain the official physical and electronic mailing list of all current members and use it for communication and verifying meeting participation and eligibility for

voting. No official list may be provided to anyone for commercial use or solicitations of any kind.

- Director-at-Large
 - Lead projects as assigned by the Board.

(E) Planning shall be a responsibility of the Board of Directors. Plans for projects and activities which further the Purpose of the Association as defined in Article II, and for such other projects and activities which in the opinion of the Board seem appropriate, shall be prepared in sufficient detail by the Board for consideration of the membership. Planning efforts shall be provided proactively to membership for review.

(F) The Board shall prepare a budget for projects and activities of the Association for each fiscal year and submit it to the membership for review, modification and approval at a meeting prior to the beginning of the fiscal year. The membership may subsequently alter the budget at future meetings. Any member may propose such projects and activities in writing to the Board, and may, if the Board refuses or fails to prepare the proposal for submission to the membership, introduce the matter in the regular order of business at any annual meeting or at any special meeting called for such purpose.

(G) Execution of plans, projects, and activities approved by the membership at a properly called meeting shall be a primary responsibility of the Board.

(H) Directors may serve on any standing or special committees of the Association, but no person may simultaneously hold two or more positions on the Board of Directors.

Section 7. Authority of Mail Vote

Whenever any question arises which the Board considers should be put to a vote of the membership and the Board deems it inexpedient to call a special meeting to consider such question, the Board may, unless otherwise required or prohibited by these bylaws, submit such matter to the membership in writing by electronic mail for vote and decision. The process shall be:

- The votes are collected by the Secretary. The Secretary will work with members to resolve conflicting votes from one household.
- The majority shall be determined based on the number of total votes cast.
- The quorum shall be one third of the total Full membership in good standing at the time the vote closes.
- The vote shall be open for two weeks. It can be shortened to one week with the unanimous vote of the Board.
- Upon completion of the vote, the full roll call of the vote will be published by the Board.

Any and all action taken in pursuance of a mail (including electronic mail) vote in each such case shall be binding upon the Association.

Article V – Financial Trustees

(A) There shall be three Financial Trustees whose terms of office are three years. The terms shall be staggered such that one term will expire each year. The Financial Trustees shall not concurrently be

Directors. All Financial Trustees shall be Full Members of the Association in Good Standing for a period of at least two prior years.

(B) Vacancies among the Financial Trustees shall be filled by the Board of Directors following the procedures of Article IV, Section 4, the same as for the Board of Directors. The Financial Trustees shall have the same qualifications and the same nomination process as the Board of Directors.

(B) Responsibilities: The Financial Trustees shall:

- Meet at least quarterly on a schedule determined by the Financial Trustees
- Manage the Investment Fund for the long-term health of the community
- At the October Board Meeting, the Trustees shall report to the Board the funds anticipated to be available for the following year's budget. This shall include the earnings available for the following year's budget and the basis for that determination
- Advise the Board on financial strategies to meet short- and long-term community goals
- Submit quarterly reports, recommendations and related materials to the Secretary for entry into the Board minutes
- Conduct an annual audit of the Comptroller's and all committee finances
- Confer with the Board at least quarterly on finances
- Provide a report to membership prior to the annual meeting on the assessment of the Association finances and provide an assessment in person at the annual meeting.

(C) The Investment Fund shall consist of the investments of the Association and any earnings thereof, and any proceeds from the sale of the building lots. Only the earnings from this fund shall be available for expenditure. Investment Fund capital shall be spent only as authorized by a two-thirds vote of the membership at a meeting properly called for such purpose.

(D) Financial Trustees shall determine investments of this fund by two-thirds vote (2 of 3 Trustees) in accordance with guidance established by the membership.

(E) Fund transactions shall require signatures of both the President and the Comptroller of the Association.

Article VI – Membership Meetings

Section 1. Regular Meetings

There shall be two regular meetings of the Association each year at a time and place as designated by the Board of Directors in the vicinity of Accokeek, Maryland. The annual meeting of the Association shall be held in May of each year. A second membership meeting will be held in December of each year to approve the next Fiscal Year's budget, among other business. Any additional membership meetings will be special meetings at which only business indicated in the notice of the meeting may be acted upon.

Section 2. Special Meetings

Special meetings shall be called by the Secretary of the Association –

- On request to the President,
- When directed by a resolution of the Board of Directors, or

- Within five days after the Secretary's receipt of a petition therefore signed by at least ten full members of the Association.

Section 3. Notice

A regular or special meeting of the membership shall be called by written notice delivered to the official physical or electronic mailing list of all current members maintained by the Secretary at least ten and not more than thirty days prior to the date of the meeting. The notice shall state the specific business to be considered at the meeting.

Section 4. Quorum

The presence in person or by proxy of one-third of the members entitled to vote shall constitute a quorum for the transaction of business in a regular or special meeting. In the event that the required number of members are not present at the appointed meeting time, the presiding officer may wait a reasonable amount of time until a quorum is present.

Section 5. Order of Business

The order of business at membership meetings shall be:

- (1) Call to order
- (2) Quorum determination
- (3) Reading and approval of minutes;
- (4) Reports of officers
- (5) Reports of committees
- (6) Unfinished business
- (7) Elections
- (8) New business

Section 6. Parliamentary Authority

All meetings of the membership, Board of Directors, and committees shall be governed by Robert's Rules of Order (Newly Revised), unless otherwise provided in these bylaws.

All Directors should become familiar with Robert's Rules of Order to more effectively conduct and participate in meetings.

Section 7. Voting

(A) Except as otherwise provided in these bylaws, each Full Membership entitles the holder or joint holders thereof to one vote at membership meetings on all questions put to a vote, and all questions at meetings of the members shall be decided by majority vote unless a two-thirds majority is required by these Bylaws.

(B) Voting by proxy is subject to the limitation that only a Full Member may serve as a proxy, that no member may vote more than one proxy, and that a member may vote by proxy only if the proxy is delivered to the Secretary in writing (including by electronic mail from the Registered Address of the member) in advance of the vote.

(C) No member otherwise qualified to vote shall lose that member's vote because the member is an officer of the Association or because the member serves as chairperson of its meetings. Such a person may vote by proxy.

Article VII – Committees

A Committee is a body of two or more persons, one of whom is the chairperson, appointed to consider, or investigate, or take action in regard to, certain matters or subjects, or to do all of these things. Committee members should expect to perform duties assigned and provide regular updates (monthly or quarterly) and an annual report to the Board. The committee Chair is responsible for overseeing all work of the committee and managing the budget approved for the committee's work.

Section 1. Nominating Committee

(A) At least three months prior to the annual meeting, the Board of Directors shall appoint a Nominating Committee composed of three members, one of whom shall be a past President of the Association if available for such service. The Committee may select its own chairperson.

(B) It shall be the responsibility of the Committee to prepare a slate of candidates for election to the Board at the annual meeting, such slate to be based on unfilled vacancies, if any, and terms due to expire at time of the annual meeting. The slate shall not include any member of the Nominating Committee.

(C) At least sixty days before the annual meeting, the Committee shall publish an announcement in Smoke Signals notifying members of the Committee's activation and soliciting suggestions for candidates for the available elective positions. The announcement shall set a deadline by which such suggestions must be received. The Committee shall also conduct its own search for prospective candidates. Upon compiling the list of such suggested candidates, the Committee shall as it deems necessary interview prospects, and shall determine the willingness of any prospect to accept nomination and to serve if elected.

(D) The final slate determined by the Committee shall accompany the notice of annual meeting as provided for in these bylaws.

(C) A member of the Committee shall present the slate at the annual meeting and participate in the election process that is conducted by the Secretary. Additional nominations may be made from the floor of persons who are present at the meeting or who communicated to the Secretary their willingness to serve if elected.

Section 2. Standing Committees

The Association shall maintain five standing committee: Roads; Public Affairs; Pool; Building and Grounds; and Welcome & Membership. Additional standing committees may not be established except by amendment of this section of the bylaws.

The President shall appoint the chairperson of each committee with the approval of the Board. The chairperson shall serve a one-year renewable term. The chairperson shall select the members of the committee and shall notify the President of the selection. Each standing committee shall consist of a minimum of two members.

Each standing committee shall report to the Board at least quarterly and shall provide a report to the membership at the annual meeting.

Additional standing committees may not be established except by amendment of this section of the bylaws.

The five standing committees have the following responsibilities:

- Roads:
 - Develop a long-term plan, standards and operating processes for maintaining Association roads. This plan shall be reviewed by the committee and revised at least every three years.
 - Manage and maintain any equipment and personnel required to conduct road maintenance.
 - Develop an annual budget to support the long-term goals of the Association and the long-term maintenance plan.
- Public Affairs:
 - Develop a long-term plan for community communications both within membership and with external partners.
 - In partnership with the Board, engage with Association membership, committees, and with local, regional, and national organizations to coordinate policies, actions and events in support of the Association purpose.
 - Coordinate with the Secretary on communications and contact lists to ensure all parties use the same contact details.
 - Supervise the maintenance of the moyaone.org website, keeping it updated with relevant artifacts and communications from the Association.
 - Develop an annual budget to support the long-term goals of the Association.
- Pool:
 - Develop a long-term plan, standards, and operating processes for maintaining the Association pool and related facilities and equipment. This plan shall be reviewed by the committee and revised at least every three years.
 - Ensure the pool, grounds, and facilities are a safe source of recreation for the community.
 - Hire personnel to perform essential duties to operate the pool as needed.
 - Recruit volunteers as needed for activities related to opening, closing and otherwise maintaining the pool's operations.
 - Develop an annual budget to support the long-term goals of the Association and the long-term maintenance plan.
- Building and Grounds:
 - Develop a long-term plan, standards, and operating processes for maintaining Association physical property and grounds and any improvements thereto. This plan shall be reviewed by the committee and revised at least every three years.
 - Ensure buildings and grounds are in good working order.
 - Develop an annual budget to support the long-term goals of the Association and the long-term maintenance plan.

- Welcome & Membership:
 - Proactively obtain information on new community members for the purposes of introducing them to the Association and the neighborhood.
 - Provide information to new neighbors on the work the Association performs with annual dues.

Section 3. Special Committees

The Board or the membership may establish special committees for the purpose of carrying out functions of the Association not managed by any standing committee. The establishing body shall define the scope of each special committee's assignment, a budget, and a date by which it shall complete its work. As the Board deems necessary, such date may be extended. The President shall appoint the chairperson, who shall select the committee's members. Special committees shall report to the Board and publish reports to the membership.

Article VIII – Amendment of the Bylaws

These bylaws may be amended or repealed at any annual meeting, or at any special meeting called for such purpose, by a vote of two-thirds of the members present in person or by proxy, provided that the proposed amendment or repeal has been included in the notice of the meeting.

Amendments to or repeal of the bylaws may be proposed by the Board of Directors, or by any three members upon written notice to the Secretary, and the Secretary shall include such proposed amendments or repeal in the notice of the next membership meeting. Amendment or repeals proposed by members must be submitted to the Secretary not less than thirty days prior to such meeting. Amendments to or repeal of these bylaws may not be made by mail vote.