

AMENDED February 2016

**BY-LAWS of
THE HISTORIC MARBLE HILL COMMUNITY ASSOCIATION, INC.**

ARTICLE I. NAME, ADDRESS, GEOGRAPHIC AREA, MISSION AND FISCAL YEAR.

Section 1: *Name, Office and Seal*

The name of the corporation shall be the Historic Marble Hill Community Association, Inc. (hereafter, "Corporation" or "Association").

The principal office of the Historic Marble Hill Community Association, Inc. shall be 1416 McCulloh Street, Baltimore, MD 21217, as may be duly amended by the Association from time to time.

The Corporate Seal of the Association shall have inscribed there-on "The Historic Marble Hill Community Association, November 28, 1989".

Section 2: *Geographic Area*

The community boundaries include:

- i. The 1200 - 1700 Blocks of Druid Hill and McCulloh;
- ii. The 1400 - 1600 Blocks of Madison Avenue;
- iii. The 300 - 500 Blocks of Mosher; and
- iv. The 1600 Block of Division.

These are the stated boundaries. The Association may take action on any question or problem that affects the interests of the residents and structures within these boundaries.

Section 3: *Mission and Objectives of the Corporation*

The purposes of the Association are:

- to promote the general welfare of residents;
- to improve the environment and preserve the architectural and historic significance of the community, and promote economic development;
- to partner with institutions and organizations to promote a safe, clean, well maintained community;
- to promote a safe, clean, well maintained community;
- to seek solutions to community problems;
- to transform the community into a thriving place to live, raise a family, work, play, worship, and enjoy optimal health.

Section 4: *Fiscal Year*

The fiscal year shall be from November 1st through October 31st.

ARTICLE II. MEMBERSHIP

Section 1: *General Membership*

The non-voting general membership category shall be open to those who are 18 years of age or older, who are interested in the achieving the objectives of the Association, including but not limited to: government officials, business owners, corporations, fraternal organizations, charitable organizations, religious organizations, and individuals who may or may not live in, or own property inside the boundaries of Marble Hill as described above. General members shall not pay dues but they may make tax-deductible contributions to the Association. They may not vote or serve as officers of the Association.

Section 2: *Members in Good Standing*

Qualifications: Voting members must reside and/or own property within the boundaries of the Association, must have been members for at least six months, must have paid, and must have attended at least six (6) meetings in the preceding twelve (12) calendar months. Such members shall be designated as "Members in Good Standing."

Privileges: Members in good standing are the only category of member that may hold office in the Association, sit on any of its Boards, participate in elections and vote on motions being considered by the Association. They select (from the field of nominees) for the offices of President, Vice President, Secretary and Treasurer by secret ballot. Each member in good standing shall have one vote. Voting by proxy shall not be permitted.

Section 3: *Membership Dues*

Dues shall be \$60.00 per year per person. Dues shall be payable to Treasurer on the third Tuesday in November of every year. Members whose dues are 3 or more months in arrears shall lose good standing.

Section 4: *Annual Meeting of Membership*

The President and Treasurer, or, in exigent circumstances, their designates, shall present an annual report in November at the Annual meeting of the membership, which will begin at 6:30PM on the third Tuesday of November at the Druid Hill YMCA, unless otherwise notified by written notice which will be mailed, e-mailed, or hand delivered to members in good standing, prior to the date of the meeting.

Section 5: *General Meetings of Membership*

The Historic Marble Hill Community Association will have community meetings on the third Tuesday of every month, at 6:30 PM, at the Druid Hill YMCA unless otherwise notified by written notice which will be mailed, e-mailed, or hand delivered to members in good standing, prior to the date of the meeting.

Section 6. *Special Meetings of Membership*

Special meetings may be called by the President, or in response to written request by a majority of the Executive Board. Written notice of the time, place, and purpose of the special meeting and the agenda shall be mailed, e-mailed, or hand delivered to the members in good standing.

Section 7. *Quorum at Membership Meetings*

There shall be no quorum requirement for monthly Community Association meetings of members in good standing.

Section 8. *Conduct of Membership Meetings*

Robert's Rules of Order, Revised to the extent consistent with these Bylaws shall govern the conduct of all meetings of this Association. [<http://www.rulesonline.com/rror-01.htm>]

ARTICLE III. SCHEDULE FOR NOMINATION AND ELECTION OF EXECUTIVE OFFICERS AND DIRECTORS

The Executive Officers are President, Vice President, Secretary, Treasurer, and if deemed necessary, Corresponding Secretary, Parliamentarian, and Sergeant at Arms. Directors are members in good standing who have served at least one term in executive office.

In April of the year that elections are to take place, a nominating committee of at least 2 people will be appointed.

In May of the election year the nominating committee shall submit names of nominees for each Executive office. Members in good standing may also nominate candidates for Executive Offices and Directorships from the floor at the May meeting. The nominating committee will verify that all nominees are members in good standing.

In June of the election year nominees will present their qualifications before the membership. A vote will be taken and ballots will be collected and counted by the nominating committee in the presence of the Vice President or designee.

The results of the voting will be announced before the end of the June meeting.

The newly elected officers will work with current officers to develop a program of action and a budget during July, August, September and October. The current officers will provide a status report and orientation for the new officers and facilitate a smooth transition during this time. New officers will be installed at the annual meeting in November, following the elections.

ARTICLE IV. BOARD MEMBERSHIP AND ADMINISTRATION

Section 1. *Board of Directors*

Three to five members in good standing, two of whom have completed at least one term in an elected office, will be nominated by members in good standing to serve 3-year terms as Directors. The Board of Directors will meet with the Executive Board at least 4 times per year and separately as often as they deem necessary. The Directors shall have fiduciary responsibility for the Historic Marble Hill Community Association and its subsidiaries. The Directors shall authorize the annual budget, agreements or and expenditures in excess of \$1,000 (One Thousand Dollars). The Directors shall elect among them a Chairman and a Secretary. The Chairman of the Board of Directors may preside over all joint Board Meetings. The Executive Board consists of Members in good standing who have been elected to a term of 3 years to executive offices. They shall have the administrative responsibility for day-to-day operations of the Historic Marble Hill Community Association. Executives shall meet together once per month to plan the agenda for

community meetings. The President shall preside over all meetings of the membership and of the Executives.

General Powers of Boards: Except as otherwise provided in these Bylaws, the Board of Directors shall have oversight, of the affairs and funds of the Association. The Executive shall have full responsibility for the operation of the Association. The membership will be advised of all major actions taken by the Association. There may also be an Advisory Board comprised of volunteers with important expertise, skill, influence, and abilities that are needed from time to time by the Association.

Section 2. Term

The Directors and Executives shall serve terms of three years. No Director shall serve more than 2 (two) consecutive terms on the Board of Directors. Directors shall be elected for terms of three years each and will assume office at the beginning of the fiscal year following election.

Section 3. Permitted Board Action Without Formal Meeting

The Executive shall have the authority and responsibility to conduct business that has prior approval of the Board of the Association between meetings within the accepted policies and purposes of the Association, and shall submit a report of its actions or recommendations to the Board of Directors at the next joint meeting.

Section 4. Vacancies

A Director may resign by submitting a written resignation to the Chairman of the Board of Directors, if the resigning Director is the President.

Section 5. Removal

The Board of Directors shall have the authority to remove anyone who commits fraudulent, irresponsible, illegal, dishonest, and/or unethical acts in the name of Historic Marble Hill Community Association, Inc. from office or membership after due process.

Section 6. Quorum

One-third of the members of the Board of Directors or a simple majority of the Executive Board shall constitute a quorum for the respective meetings. In the event of lack of a quorum, voting shall be postponed.

Section 7. Expenditure Authority

- a. All payments shall bear the signatures of the President and the Treasurer.
- b. Approval of The Board of Directors shall be required for all contracts, payments or financial commitments and for any deed or legal proceeding.
- c. The Treasurer shall submit quarterly financial reports to the Board of Directors and annually to the Membership.
- d. The books and accounts of the Association shall be kept in accordance with General Accepted Accounting Principles (GAAP) and shall be audited annually. The Executive Committee shall submit the audit report to the Board of Directors.

Section 8. Compensation of Board Members

Board members and Executives serve with no compensation.

ARTICLE V. DUTIES OF EXECUTIVE OFFICERS

Section 1. *Officers*

The Executive officers are responsible for completing the 990 report to IRS is submitted on time to maintain non-profit tax exempt status under IRS code (501)(c)(3) and the Personal Property Tax Return to the State to maintain good standing The executive officers are also responsible for filing an annual income tax return and obtaining an independent audit of the Association's financial status. The Executive Board shall also assure that the mission of the Association is carried out.

Section 2. *President*

The President shall be the chief executive officer of the Association, shall call and preside at Community meetings of the Association and at meetings of the Executive Committee. The President or his/her designate shall represent the Historic Marble Community Association on committees and/or Boards that conduct activities that relate to the mission and goals of the Association. The President shall be a member ex officio of all committees. The President shall appoint the Chair of all committees. The President may appoint sub-committees not otherwise provided in the Bylaws and assign their duties. The President shall transfer all organizational operational records to his/her successor no later than the November Annual Meeting following the election.

Section 3. *Vice President*

The Vice President shall assist the President and shall assume all duties of the President in his/her absence or temporary inability to serve. In the absence of a Sergeant of Arms, the Vice President, or the President's delegate, will act in the absence of the Sergeant of Arms, in ensuring compliance with the President's conduct of all Association meetings in conformity with Robert's Rules of Order. The Vice President shall also perform other duties as assigned by the President. The Vice President shall transfer all organizational operational records to his/her successor no later than the November Annual Meeting following the election.

Section 4. *Treasurer*

The Treasurer shall act in accordance with an annual budget and be the official custodian of all moneys of the Association. He/she shall provide financial reports to the membership and the Board of Directors and present an annual report to the membership. He/she shall manage the financial affairs of the Association and keep records using acceptable accounting practices. The Treasurer shall transfer all organizational operational records to his/her successor no later than the November Annual Meeting following the election.

Section 5. *Secretary*

The Secretary shall keep the minutes of the meetings of the Association, the Board of Directors, and the Executive Committee. He/she shall maintain a file of Officers and members of the Board of Directors, membership, and essential records, which shall be transmitted to his/her successor at the close of his/her term of office. The Secretary shall transfer all organizational operational records to his/her successor no later than the November Annual Meeting following the election.

Section 6. *Parliamentarian, (optional)*

The Parliamentarian is an expert on Robert's Rules of Order. The Parliamentarian serves as the President's adviser and consultant on procedural matters. Frequently a presiding officer must make decision quickly and needs the advice of someone who is an authority on parliamentary procedures. The Parliamentarian does not give his advice to the assembly but to the presiding officer.

Section 7. *Sergeant at Arms, (optional)*

The Sergeant of Arms is charged with enforcing Robert's Rules of Order in conformity with the President's conduct of all Association meetings. The Sergeant of Arms may summarily eject any person other than the Association President (or the Vice President, when the Vice President is assuming the duties of the President) from any Association meeting where such person is being disruptive and/or for violating Robert's Rules of Order, and for such duration as the Sergeant of Arms prescribes. Where advisable, the Sergeant of Arms shall make a warning explicitly threatening ejection before ejecting any person(s). All decisions made by the Sergeant of Arms are appealable, 48 hours following the announcement of his or her decision, before the Association Board, if upon email appeal request to the Association Board, a majority of Board members agree that such an appeal is advisable. The Sergeant of Arms is only authorized to use reasonable force in effecting his/her duties.

ARTICLE VI. COMMITTEES

Section 1. *General*

Committees shall be formed as needed. Chairpersons of committees will be selected by the President. Committees will report activity and progress to the membership at regular meetings.

ARTICLE VII. AMENDMENTS

The Bylaws may be amended by two thirds vote of the Board of Directors and Executive Board of the Association and ratified by a two-thirds vote of the eligible voting members present and in good standing at the next regular general meeting. Notice of proposed amendment(s) shall be mailed, e-mailed, or hand delivered to each member in good standing at least one month prior.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify its Directors and officers to the fullest extent permitted by Maryland law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501 (C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IX. MISCELLANEOUS PROVISIONS

The Association will create a policy and procedure manual that includes, but is not limited to provisions on nondiscrimination, conflict of interest policy, and code of ethics.

ARTICLE X. INSURANCE

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer or employee of the Corporation.

ARTICLE XI. DISSOLUTION

In the event that the Marble Hill Community ceases to exist and the residents are removed from this historic community, and only then, shall the Historic Marble Hill Community Association be dissolved. Dissolution shall then, (and only then) be conducted in a manner specified by IRS for non-profit organizations under tax code (501)(c)(3), and the net assets of the corporation shall be divided equally between the Druid Hill YMCA, the NAACP, and the Associated Black Charities, whichever remains at that time.