

BYLAWS
of
THE HISTORIC MARBLE HILL COMMUNITY ASSOCIATION, INC.

1. NAME AND PURPOSES

The name and purposes of this Corporation (“the Association”, or “the Corporation”) are set forth in the Articles of Incorporation.

2. GEOGRAPHIC AREA

The community is encompassed by the following boundaries in the Upton area of Baltimore City:

From Laurens Street at Druid Hill Avenue, northeast on Laurens Street to Madison Avenue;
then continuing to Wilson Street, McCulloh Street, McMechan Street, Madison Avenue,
Mosher Street, Morris Street, West Lafayette Avenue, McCulloh Street, Dolphin Street;
then including both sides of the 1200 block of Druid Hill Avenue,
to West Lanvale Street, Etting Street;
then including both sides of the 500 block of Mosher Street,
to Division Street (including both sides only of the 1600 block), Wilson Street,
then both sides of the 1700 block of Druid Hill Avenue;
finishing back at Laurens Street.

Refer to the map on page 8.

These are the stated boundaries which the Association shall serve. The Association may also take action on issues beyond these boundaries that affect the interests of the membership.

3. PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the Association shall be designated by the Board of Directors.

4. FISCAL YEAR

The fiscal year of the Association shall be from November 1 to October 31.

5. MEMBERSHIP

(A.) Membership Requirements

Persons at least 18 years of age or entities meeting the following criteria shall be eligible as Members:

- 1) Reside, own property, or be a corporate/non-profit/civic entity within the Association’s geographical area (defined in Section 2 above); and
- 2) Pay the annual membership dues.

Application shall be made to the Secretary, or other person as designated by the Board, via a form which will be kept confidential. Each Member shall have one vote.

An eligible entity shall designate an agent as its voting member by prior written notice to the Secretary (or other person as designated by the Board of Directors).

Members in Good Standing are entitled to participate in the programs of the Association, elect the Board of Directors, adopt and amend Bylaws, and vote on those issues referred by the Board for a Membership vote.

(B.) Voting

Voting by proxy shall not be permitted.

(C.) Dues

Dues shall be in such amount, for residential and non-residential categories of membership, as shall from time to time be approved by the Board of Directors. Notice of proposed changes for dues must be given in detail at least two weeks in advance and the Board may adopt the proposed changes by a 2/3 vote of the Directors.

A member who is the owner of more than one property shall pay dues on the highest classification listed, but only one dues payment is required. Categories of membership shall be approved by the Board of Directors.

Payment: Dues for the following year shall be due and payable to the Secretary, or other person as designated by the Board, by November 1, or other date set by the Board, beyond which date the Board may require that a late fee be paid in addition to the dues. Dues not received by January 1, or other date set by the Board, shall result in forfeiture of membership.

(D.) Termination of Membership

A Member may terminate a membership by sending written notice to the Board of Directors or the President. A membership will automatically be terminated if a Member does not meet the Membership Requirements.

(E.) Annual Meeting of Membership

The Annual Meeting of the Association (for purposes such as the election of the Board of Directors, approval of the Treasurer's report, presentation of the President's report, reports of other officers or chairman, and any special or other appropriate business) shall be held in June of each year, or such time as soon as practical thereafter as determined by the Board, at a time and place designated by the Board of Directors. Written notice of the time and place shall be mailed, e-mailed, or hand delivered to the membership at least two weeks prior to the date of the meeting.

(F.) General Meetings of Membership

General meetings of the members of the Association shall be held at least six (6) times per year at a time and place to be specified by the Board of Directors. Meetings of the membership may be scheduled more often by the President. Notice of membership meetings shall be given orally or in writing to the membership at least two weeks prior to the date of the meeting.

(G.) Special Meetings of Membership

Special meetings may be called by the President. Special meetings may also be called by a majority of the Board of Directors, or by 25% of the members of the Association, if such parties first provide written notice to the President at least twenty-four (24) hours prior to the notice to membership. Notice of the time, place, and purpose of the special meeting and information concerning the question(s) to be voted upon shall be given orally or in writing to all persons entitled to vote at least

forty-eight (48) hours prior to the date of the special meeting. Business transacted at Special Meetings shall be confined to the purpose(s) of the meeting stated in the notice of meeting.

(H.) Notice of Membership Meetings

Written notices of membership meetings shall consist of a hand delivery, electronic mail, or prepaid mailing to the member at the addresses listed in the membership records.

(I.) Quorum and Voting at Membership Meetings

Twenty-five percent (25%) of the Members in good standing (voting membership) shall constitute a quorum for meetings of members. Except as otherwise provided in these Bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum.

6. BOARD OF DIRECTORS (A.) General Powers and Duties of Board

The business and affairs of the Association shall be governed by a Board of Directors. The Directors shall have fiduciary responsibility for the Historic Marble Hill Community Association, Inc. and shall remain adequately informed and engaged in the Association by regularly attending meetings and events, ensuring that the Association remains in compliance with state and federal filing requirements, and authorizing the annual budget and significant expenditures. The Board of Directors shall inform the membership of all major proposals and programs presented and actions taken by the Board of Directors.

(B.) Qualifications and Composition of Directors

The Board of Directors shall be composed of no more than fifteen (15) persons and no less than three (3) persons, including all Officers. Directors must be residents within the Association's geographical area (defined in Section 2 above) and also must be Members in Good Standing (voting members) who have attended at least six (6) meetings of the membership prior to becoming a Director. Directors must sign and abide by the Association's Conflict of Interest Policy which is adopted by the Board.

(C.) Elections and Term

Elections for expiring Director positions shall be held at the Annual Meeting of the Membership each year. However, if the Members in Good Standing determine by 2/3 vote (of those eligible to vote and present at any meeting at which there is a quorum) that special elections are required, elections may be held at any regular meeting of the Membership provided that at least 30 days' written notice of the special election is given to all members entitled to vote.

Directors shall serve three years, and until a successor is duly elected, unless they resign or are removed, with approximately one-third (1/3) of the Directors' terms expiring each year. The membership may designate partial terms of less than three years as necessary to establish or maintain these staggered terms. For re-elections: No person shall serve three (3) or more consecutive full terms on the Board of Directors; however, Directors serving an initial term of two (2) years or less may serve for two (2) additional full three-year terms. After serving the maximum time allowed, a person may again serve after being off the Board of Directors for one year.

In addition to filling vacancies that arise due to resignations from the Board between Annual Meetings, new Directors may be elected by a vote of the Members at times other than at the Annual Meeting or special elections, as long as such action does not cause the total number of Directors to exceed the maximum set in Subsection (B.) above.

Unless otherwise determined by the Board, Directors will assume office within thirty (30) days of election.

(D.) Regular Meetings of the Board

The Board of Directors shall hold regular meetings, one per month or at practically similar intervals as determined by the Board.

(E.) Special Meetings of the Board

Special meetings of the Board may be called by the President, or by a majority of Directors. Notice of the time, place, and purpose of the special meeting and information concerning the question(s) to be voted upon shall be given orally or in writing to all persons entitled to vote at least forty-eight (48) hours prior to the date of the special meeting. Business transacted at Special Meetings shall be confined to the purpose(s) of the meeting stated in the notice of meeting.

(F.) Permitted Board Action Without Formal Meeting

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if consent in writing (including electronic communication) setting forth the action so taken is given by all of the Directors entitled to vote with respect to the action. Such unanimous consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

(G.) Vacancies

A Director may resign only by submitting a written resignation to the President, or to the other Directors if the resigning Director is the President.

(H.) Removal

A Director may be removed, with or without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

(I.) Quorum

A majority of the Directors shall constitute a quorum for Board meetings. In the event of lack of a quorum, the meeting shall be postponed. Notice of a postponed meeting giving the time and place of the meeting shall be given orally or in writing to all Directors entitled to vote at least forty-eight (48) hours in advance.

(J.) Voting

Only Directors present and in good standing as voting members may vote at meetings of the Board of Directors.

(K.) Expenditure Authority

- a. All checks, drafts, and orders for payment in excess of \$500, or other amount designated by the Board, shall bear signatures of two of the following: the President, Vice President, or Treasurer.
- b. The Board of Directors shall specifically approve any contracts or financial commitments in excess of \$500, or other amount designated by the Board, and any deeds or legal proceedings.
- c. The Treasurer, or other person designated by the Board, shall submit a quarterly financial report to the Board of Directors.
- d. The books and accounts of the Association shall be kept in accordance with General Accepted Accounting Principles (GAAP) and shall be reviewed annually by the Officers whose written report shall be submitted for action to the Board of Directors.

(L.) Compensation of Board Members

No Directors or Officers shall receive compensation beyond reimbursement for actual expenses incurred on behalf of the Association.

7. OFFICERS

(A.) Election of Officers

The Officers shall consist of President, Vice President, Treasurer, Secretary, and any other Officer position duly created by the Board. The Officers shall be elected, or re-elected, annually by the Directors at the Board Meeting immediately following the Annual Meeting (or membership meeting at which Directors were elected). Because Officers are also Directors, Officers must continue to meet all the Director eligibility requirements given in Section 6(B.) above. The Board shall fill any vacancy occurring in any office from the current Directors and any Officer so elected shall fulfill the term of his/her predecessor.

(B.) Term

Officers shall serve a term of one year, and until a successor is duly elected, unless they resign or are removed. Officers are restricted from re-elections only to the extent of the limits on Director terms (given in Section 6 (C.) above).

(C.) Removal

An Officer may be removed, with or without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

(D.) Resignation

An Officer may resign only by submitting a written resignation to the President, or if the resigning Officer is the President then submitting to the other Officers. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.

(E.) Authority and Duties

The Officers shall have the authority and responsibility delegated by the Board and as follows:

a. President

The President shall call and preside at membership meetings of the Association and at meetings of the Board of Directors, and shall be a member ex officio of all committees. The President shall appoint committees and the Chair of all committees and when necessary a Secretary pro tem.

The President may sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Board.

The President shall transmit all organizational operational records to his/her successor at the close of his/her term of office.

b. 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. The Vice President shall perform such other tasks as may be assigned by the Board and in the event that the office of the President becomes vacant, the Vice President shall automatically become President.

c. Treasurer

The Treasurer shall be the official custodian of all moneys of the Association. He/she shall keep the membership and the Board of Directors informed of fiscal affairs and present an annual report to the membership. He/she shall also submit a quarterly financial report to the Board of Directors. He/she shall supervise the financial affairs of the Association. The Treasurer is authorized to incur and pay expenses of the Association in the amount of not more than Five Hundred Dollars (\$500). Expenses in excess of \$500 (or such other amount as the Board from time to time may determine) shall be incurred and paid only in accordance with the budget or by order of the Board. The Treasurer shall transmit all organizational financial records to his/her successor at the close of his/her term of office.

d. Secretary

The Secretary shall keep the minutes of the meetings of the Association, the Board of Directors, and the Officers, making such minutes of the previous meeting available at each meeting. He/she shall cause to be delivered all notices of meetings to those persons entitled to vote at such meetings. He/she shall maintain a file of Officers, Directors, and members of the Association, and essential records, which shall be transmitted to his/her successor at the close of his/her term of office.

e. Other Officers

Other Officers holding positions created by the Board shall perform such duties as may be specified by the Board or by Officers given authority over them.

8. COMMITTEES

The Board may create committees, such as a Nominating Committee, with such powers and members as it deems wise to have, but such committees must be created according to the following provisions:

- a. Fiduciary duties may not be transferred to committees, and therefore committees may not take any final actions that should require approval either from the Board or the voting members of the Association.
- b. The President shall appoint a Director to each committee to serve as Chairperson or Co-chairperson.
- c. Committees shall perform work specifically tasked by the Board and overseen by the Chairperson(s) and only have authority with regard to these specifically designated tasks.
- d. Committees shall provide reports or recommendations to the Board following each committee meeting.
- e. Committees shall not have a term extending beyond one (1) year unless reappointed, or created by the President as a Standing Committee.

Standing Committees

The President may establish such standing committees as the President determines are appropriate for the conduct of the business of the Association. Standing committees shall also be governed by the four provisions above, except that the President shall appoint members of the Standing Committees rather than the Board.

9. AMENDMENTS

The Bylaws may only be amended by a two-thirds vote of the Members in good standing eligible to vote and present at any meeting of the Association at which there is a quorum, and provided that:

First, the proposed amendment(s) shall have been previously submitted to, but not necessarily approved by, the Board of Directors at least one month prior to the date of the meeting; and
Second, written notice of the proposed amendment(s) shall have been mailed, e-mailed, or hand delivered to each voting member at least three weeks prior to the date of the meeting.

10. INDEMNIFICATION

The Corporation may indemnify its Directors, Officers, employees and agents to the fullest extent permitted by Maryland laws and any applicable portions of section 501 (C)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Any indemnification of directors will be reported in writing to all voting Members in good standing prior to the next membership meeting (unless this is no longer required by Maryland Code. *See MD Corp & Assn Code § 2-418 (2016).*)

11. MISCELLANEOUS PROVISIONS

The Board of Directors shall have a policy and procedure manual that may include provisions on nominating Directors, conflict of interest policy, code of ethics, and/or non-discrimination.

12. INSURANCE

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

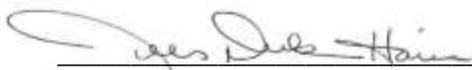
13. DISSOLUTION

The Corporation may only be dissolved by a two-thirds vote of the Directors then serving, and ratified by two-thirds of the Members in Good Standing, provided that written notice of the proposed dissolution and meeting date has been submitted at least thirty (30) days in advance to all the Directors and to the entire membership. (Ratification by the Members may take place on a later date than the Directors' vote – however, in each case, proper written notice of at least 30 days prior to the meetings is given to each.) In the event of dissolution, the Board of Directors shall distribute all of the net assets of the Corporation to one or more 501(c)(3) public charities having similar purposes as this Association, in accordance with the Articles of Incorporation and the dissolution provisions of Section 501 (c)(3) of the Internal Revenue Code.

The Officers of the Association shall provide the required information to state and federal agencies by filing Articles of Dissolution and/or other such necessary forms and statements to properly dissolve and terminate the Corporation.

Adopted by the Membership this 12 day of January, 2019.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the bylaws adopted by the Membership.


Secretary

January 12, 2019

Date

Attachment: Geographic Area Map of the Historic Marble Hill Community Association, Inc. (for reference, from Section 2 above.)

