

Bylaws Retired 3/21/17

Article I. Name, Principal Office, Purpose, and Type

Section 1. Name and Principal Office. The name of the Corporation shall be "Federal Hill Neighborhood Association, Inc." (the "Corporation"). The principal office of the Corporation shall be P.O. Box 27112, Baltimore, Maryland 21230.

Section 2. Purpose. The purpose of the Corporation is to promote neighbor relations, pride, safety and stabilization in the area. It is an effort to get citizens who care about Federal Hill together for joint efforts to preserve and improve the neighborhood and to speak with a majority voice on neighborhood issues.

Section 3. Non-Profit Organization. This Corporation is and shall remain a non-profit organization and no part of the net earnings thereof shall inure to any individual member. That is, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this article. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law).

Article II. Membership and Boundaries

Section 1. Membership. The members of the Corporation shall consist of any person 18 years of age or older, who is interested in the welfare of Federal Hill and who has paid annual dues. Residency or property ownership shall not be a prerequisite for membership. Section 2. Voting Members. Voting members shall be defined as those members of the Corporation who reside and/or own property within Federal Hill who have been members for at least thirty (30) days.

Section 3. Non-Voting Members. All members of the Corporation who are not voting members shall be non-voting members.

Section 4. Dues. Members' annual dues shall be established annually by the Board of Directors, as shall the date by which such dues must be paid (the "Payment Date"). Any member who fails to pay his or her dues within thirty (30) days following the Payment Date shall cease to be a member of the Corporation upon the expiration of said thirty (30)-day period.

Section 5. Federal Hill. For purposes of these Bylaws, "Federal Hill" shall be defined as the area comprising the Federal Hill National Historic District, that is, the area bounded by Hanover Street on the west, Cross Street on the south, the pier head-line of the Inner Harbor basin on the east, and Key Highway and Hughes Street on the north.

Article III. Government

Section 1. Board of Directors. The business and affairs of the Corporation shall be directed, controlled, and managed by the Board of Directors, which shall be the governing body of the Corporation and shall have the duty and authority to do and

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perform all acts consistent with these Bylaws, the Articles of Incorporation of the Corporation and any amendments thereto, and the laws of the State of Maryland. In addition to such other duties and authority as may be prescribed by law, the authorities and powers that the Board of Directors shall have and exercise shall include, but shall not be limited to, the following:

- (a) The approval of chairpersons for all standing committees. These committees shall derive their direction from the Board of Directors.
- (b) The employment or appointment of such persons, including attorneys, agents, advisors and assistants, as in its opinion are necessary or desirable for the proper administration of the Corporation.
- (c) The filling of vacancies on the Board of Directors.
- (d) Interpretation of the Bylaws.
- (e) The establishment of a budget and the approval of non-budgeted expenditures.
- (f) Establishment of regular communication with the membership via a newsletter, email, flyers and/or a phone chain.

Section 2. Number and Qualification of Directors. The number of directors shall be twelve (12) or such other number, but not less than three (3) nor more than fifteen (15), as may be designated from time to time by resolution of a majority of the entire Board of Directors. The President, Vice President, Secretary, and Treasurer of the Corporation shall serve ex officio as members of the Board of Directors. The members of the Board of Directors who are not officers of the Corporation shall be known as "At-Large Board Members." All members of the Board of Directors must be voting members of the Corporation and reside within the aforementioned boundaries of the Federal Hill Neighborhood Association.

Section 3. Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, all of whom must be voting members of the Corporation. A person may not concurrently hold more than one office in the Corporation.

Section 4. Tenure. Each of the President, Vice President, Secretary, and Treasurer shall hold office for two (2) years and until his or her successor has been elected and qualified or until his or her death, resignation or removal in the manner hereinafter provided. A person may hold a particular office for a total of four (4) consecutive years and thereafter is eligible for reelection to such office after one (1) year. Each At-Large Board Member shall serve in such capacity for one (1) year and until his or her successor has been elected and qualified or until his or her death, resignation or removal in the manner hereinafter provided. A person may serve as an At-Large Board Member for a total of three (3) consecutive years and thereafter is eligible for reelection as an At-Large Board Member after one (1) year.

Section 5. Nomination and Election of Officers and At-Large Board Members. At least one general meeting prior to the annual meeting at which the election is to take place, nominations for the various offices and At-Large Board Members shall be opened to the general membership present at said meeting. All nominations must be seconded. Additional nominations may be made prior to the annual meeting by any two members by written request delivered to the President. The Vice President, or other designated

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officer in his/her absence, shall apprise the members present at the annual meeting of all nominations duly made for all of the offices, which are to be elected at that annual meeting. After having determined each nominee's willingness to serve, elections shall be held selecting among those willing nominees. A simple majority of votes cast by voting members of the Corporation present at the meeting shall be required to be elected. No one person may be elected by the voting members of the Corporation to serve in more than one office per term.

Section 6. Removal of Officers. Any officer of the Corporation or At-Large Board Member may be removed at any time with or without cause by the affirmative vote of a simple majority of the remaining members of the Board of Directors and ratified at the next general meeting of the members by the affirmative vote of two-thirds of the voting members present. An officer of the Corporation or At-Large Board Member may also be removed at a meeting of the members by the affirmative vote of two-thirds of the voting members present, provided at least a majority of the voting members of the Corporation are present at such meeting. Written notice of intention to move such a vote must be delivered to the President at least thirty (30) days in advance of the meeting at which the motion is to be made. The Vice President, or other designated officer in his/her absence, shall provide the members of the Corporation with written notice of the intended motion at least twenty-one (21) days in advance of the meeting at which the motion is to be made. If the motion is directed against the President, the Vice President shall preside at the meeting.

Section 7. Filling of Vacancies. In the case of any vacancy in the Board of Directors, including any officership, through death, resignation, disqualification, removal, or other cause, the remaining Directors, by affirmative vote of the majority thereof, shall appoint an interim successor to hold office until a replacement shall have been elected by the general membership. Said interim successor shall be referred to as an "acting" officer or At-Large Board Member, as the case may be. An acting officer may be appointed from among the remaining members of the Board of Directors, in which case said appointed officer will serve in his/her "acting" and elected positions. However, in no case shall a person serve, whether in an "acting" or elected capacity, as both the President and the Vice-President of the Corporation or as the President and Secretary of the Corporation. An acting At-Large Board Member may be appointed only from the voting members of the Corporation. If any member of the Board of Directors is appointed to serve also in an acting position, he/she shall be entitled only to the vote he/she has by virtue of his/her elected position. Otherwise, any member holding an acting position shall be entitled to vote as if a full member of the Board of Directors.

Whenever any vacancy in the Board of Directors shall have been filled by an in the manner described above, the nomination and election process, as described in Article III, Section 5, shall be initiated only as to the vacated position at the next general meeting, rather than at the regular time set for elections. Once elected, any successor officer shall hold office only for the unexpired portion of the term of the office, or until his or her death, resignation or removal in the manner provided herein.

In the event that any office of the Corporation, other than an office required by law, shall not be filled, then such office and all references thereto in these Bylaws shall be

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deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws.

Newly created At-Large Board Member positions resulting from an increase in the number of directors shall be filled by the members in accordance with the nomination and election process as described in Article III, Section 5, which shall begin at the next general meeting, rather than at the regular time set for elections. Once the newly-created At-Large Board Member positions have been filled by an election by the general membership, said directors shall hold office until the next annual meeting of members at which elections normally take place, or until his or her death, resignation or removal in the manner provided herein.

Section 8. President. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation and shall have the general powers and duties of management usually vested in the office of president and shall have other powers and duties as may be prescribed by the Board of Directors and by these Bylaws. The President shall preside at meetings of the Board of Directors and the general membership of the Corporation. Acting under the direction of the Board of Directors and on its behalf, the President shall perform all acts, execute and deliver all documents and take all steps authorized by the Board of Directors in order to effectuate the actions and policies of the Board of Directors.

Section 9. Vice President. The Vice President shall have the powers and shall perform such duties as may be assigned to him by the Board of Directors or by the President. The Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 10. Secretary. The Secretary shall be the official custodian of all records of the Corporation, shall keep the minutes of the Corporation and the Board of Directors, shall send all official correspondence in the name of the Corporation, and shall give all required services.

Section 11. Treasurer. The Treasurer shall have custody of the funds of the Corporation and shall be responsible for assuring the Board of Directors that the Corporation's financial matters are administered and carried out in a reasonable, prudent and orderly fashion. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

Article IV. Committees

Section 1. The President, with the advice and consent of the Board of Directors, shall appoint chairpersons of the standing committees. The standing committees of the Corporation shall be determined by the Board of Directors.

Article V. Meetings

Section 1. Annual Meeting of Members. The annual meeting of the members of the Corporation in each year shall be held during the month of May on the particular day,

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hour, and place as determined and designated by the Board of Directors for the purpose of electing officers and at-large Board members and the transaction of such other business as may properly be brought before the meeting. Written notice of the annual meeting shall be given to the members at least fourteen (14) days prior to such meeting.

Section 2. General Meetings of Members. General meetings of the members of the Corporation shall be held at least four (4) times per year at a time and place to be specified by the Board of Directors. The annual meeting shall be counted as one of the four (4) general meetings. Notice of general meetings other than the annual meeting shall be provided as prescribed by the Board of Directors by resolution.

Section 3. Special Meetings of Members. A special meeting of the members of the Corporation for any purpose may be called by the President or, in his absence, by the Vice-President, or by the Secretary upon written request of twenty (20) members. Written notice of all special meetings stating the time, place, and object thereof shall be given to the members at least five (5) days before such meeting. No other business than that stated in the notice shall be transacted at the meeting.

Section 4. Quorum for Meetings of Members and Actions by Members. Except as otherwise expressly provided in these Bylaws, no minimum number or percentage of members shall be necessary to constitute a quorum at any properly called meeting. However, if fewer than three (3) members shall be in attendance at any meeting, the meeting may be adjourned from time to time not exceeding a total of sixty (60) days by a majority vote of those voting members present. Regular notice shall be given for any meeting rescheduled because of such an adjournment. The vote of a majority of the voting members present at any meeting shall be the acts of the members except to the extent a greater proportion may be required by the laws of the State of Maryland, these Bylaws or the Articles of Incorporation of the Corporation.

Section 5. Regular Meetings of Board of Directors. Meetings of the Board of Directors may be held without notice to the general membership at such time and place as shall from time to time be determined by resolution of the Board of Directors. Oral or written notice of Board of Directors meetings shall be given to each director at least twelve (12) hours before each meeting. Any business may be transacted at any meeting of the Board of Directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the Maryland law. Meetings of the Board of Directors shall be open to all members of the Corporation unless the Board of Directors shall determine by resolution that it is in the best interests of the Corporation to close any meeting to the general membership.

Section 6. Quorum of Directors and Action by Board of Directors. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any duly noticed meeting of the Board of Directors, a majority of those present may adjourn the meeting without notice, other than by announcement at the meeting, until a quorum is present. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the acts of the Board of Directors except to the extent a greater proportion may be required by the laws of the State of Maryland, these Bylaws or the Articles of Incorporation of the Corporation. Each director shall have one vote and voting by proxy shall not be

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permitted.

Section 7. Official Positions. Notwithstanding the foregoing provisions of this Article V, before the Board of Directors can take an official position in front of the Baltimore City Council, or any other state or local government body, in the name of the Corporation that will permanently affect Federal Hill, as reasonably determined by the Board of Directors, the Board of Directors shall call a special meeting of the members of the Corporation with at least ten (10) days' written or electronic notice stating the purpose of such meeting. A majority vote of the voting members in attendance at said meeting shall be required for any position to be taken.

Article VI. Procedure

Section 1. Roberts Rules. Roberts Rules of Order Newly Revised shall govern the proceedings of all annual, regular, and special meetings of the Corporation and the Board of Directors.

Section 2. Parliamentarian. The President may appoint a parliamentarian to advise on the order and conduct of business at meetings.

Section 3. Order of Business. The order of business at any annual, general, or special meeting shall be:

- (a) opening of meeting
- (b) reading and/or approval of minutes
- (c) Secretary's and Treasurer's reports
- (d) invited presentations
- (e) committee reports
- (f) block captains forum
- (g) unfinished business; new business
- (h) adjournment of meeting

Section 4. Ballots. Ballots for the annual election of officers and At-Large Board Members will be made available to voting members at least thirty (30) days prior to the annual meeting date.

Section 5. Voting. At each meeting of membership, each member, upon identifying himself or herself as a voting member, shall be entitled to one (1) vote.

Section 6. Amendments to Bylaws. The Board of Directors shall have the power, at any regular or special meeting thereof, to make and adopt new bylaws or to alter, amend or repeal any of the Bylaws of the Corporation. Notwithstanding the foregoing, any amendment(s) to the Bylaws of the Corporation must be presented at a general meeting of the membership of the Corporation and voted on at the next general meeting of the members. The affirmative vote of two-thirds of the voting members present at such meeting shall be necessary for approval.

Section 7. Amendments to Articles of Incorporation. The Board of Directors shall have the power, by the affirmative vote of a majority of the entire Board of Directors, to make any amendment to the Corporation's Articles of Incorporation which may now or hereafter be authorized by law. Notwithstanding the foregoing, any amendment(s) to the Bylaws of the Corporation must be presented at a general meeting of the membership of the Corporation and voted on at the next general meeting of the members. The affirmative vote of two-thirds of the voting members present at such

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meeting shall be necessary for approval. No amendment shall be made which shall cause the Corporation to lose its exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article VII. Finance.

Section 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority:

- (a) to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors; and
- (b) to withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Corporation, and made or signed by such officers or agents.

Each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash any pay, without a limit as to amount, all checks, drafts, or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as herein above provided in this Section, all of such checks, drafts, and other instruments or orders for the payment of money shall be signed by the President and countersigned by the Treasurer of the Corporation, or by any other combination of two officers of the Corporation.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending December 31st in each year.

Article VIII. Indemnification.

Section 1. The Corporation shall indemnify, to the extent allowed by law, any director or officer or former director or officer of the Corporation, or any person who may have served at the Corporation's request as a director, officer, partner or trustee of another entity, against any judgments, penalties, fines, settlements and reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a director or officer of the Corporation. Such indemnification shall not be deemed exclusive and shall not limit any other rights to which such director or officer may be entitled, under any Bylaw, agreement, vote of the Board of Directors or of the members or otherwise.

Article IX. Dissolution

Section 1. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the

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Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.