

of

**Federal Hill Neighborhood Association, Inc.**

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be designated by the Board of Directors.
3. **BOUNDARIES:** The Corporation shall serve the area of the City of Baltimore encompassed by the following boundaries (including both sides of each street):
  - Hughes Street and Key Highway to the North;
  - The Pier Headline of the Inner Harbor to the East;
  - Cross Street and Pierside Drive to the South; and
  - Hanover Street to the West.

**4. MEMBERSHIP:**

- a) Membership Requirements: Persons meeting the following criteria shall be Members of the Corporation:
  - 1) Be at least 18 years of age; and
  - 2) Pay the annual membership dues.
- b) Classes: There shall be Nonvoting and Voting Members. Only those persons residing or owning property within the Corporations boundaries (as stated in Section 3) shall be eligible to be Voting Members.
- c) Voting: Each Voting Member shall have one vote. There shall be no proxy voting.
- d) Termination of Membership: A Member may terminate a membership if the Member sends 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) Privileges: Voting Membership shall entitle Members to participate in the programs of the Corporation, elect the Board of Directors of the Corporation, adopt and amend these Bylaws, and vote on those issues referred by the Board for a Membership vote.

**5. BOARD OF DIRECTORS:**

- a) Role/Duties/Requirements: The management of the Corporation shall be vested in a Board of Directors (hereinafter, "Board"). The Board shall have general charge of the affairs, property, and assets of the Corporation. It shall be the duty of the Board to carry out the mission and purposes of the Corporation. Each Director shall regularly attend Board meetings and major functions of the Corporation. Directors may not miss more than three meetings in a calendar year without prior notification to the President; violations of this attendance requirement may be cause for removal.
- b) Classes: There shall be two classes of Directors.

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- c) Number/Composition: The Board shall be composed of no more than fifteen persons and no fewer than five persons.
- d) Election/Vacancies: At every Annual Meeting, beginning with the 2017 Annual Meeting, one class of Directors (approximately one-half of the Board seats) shall be elected by the Voting Members for an ensuing two-year term. In electing Directors to the Board, the Voting Members shall seek to maintain a racial and gender composition which is reflective of the population of Federal Hill. 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 Voting Members at times other than at the Annual Meeting, as long as such action does not cause the total number of Directors to exceed the maximum set in Section 5(c). Directors must be Voting Members of the Corporation.
- e) Term: Each Director shall hold office for a term of two years, or until a successor is duly elected, or until they resign or are removed. No Director shall hold office for more than 3 consecutive terms. A Director may be reelected to the board after a 2 year hiatus.
- f) Voting: Each Director shall have one vote. There shall be no proxy voting.
- g) Removal: A Director may be removed, without cause, as determined by a two-thirds vote of the Voting Membership present at any meeting at which there is a quorum.
- h) Resignation: 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. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.

**6. OFFICERS:**

- a) Election/Vacancies: The Officers shall consist of President, Vice-President, Secretary, Treasurer, and any other Officer position duly created by the Board. The Officers shall be elected annually by the Voting Members at the Annual Meeting; only those elected as Directors are eligible to be elected as Officers. 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 their successors are elected, or until they resign or are removed.
- c) Removal: An Officer may be removed, without cause, as determined by a two-thirds vote of the Voting Membership 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 to the other Officers, if the resigning Officer is the President. All

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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:
- 1) The President shall preside at and conduct all meetings of the Members and Board of Directors. 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.
  - 2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall perform the duties of the President until a new President is elected by the Board.
  - 3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; maintain the minutes book of the Corporation and a current listing, with phone numbers and addresses (including mail and email), of the Directors and Members at the Principal Office of the Corporation; and maintain a current membership roster and make such roster available at all meetings where votes may be taken.
  - 4) The Treasurer shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports and federal and state tax reports.
  - 5) 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.

**7. MEETINGS:**

- a) Annual Meeting: The Annual Meeting of the Corporation shall be held in the month of May of each year; or at such time as soon as practical thereafter as determined by the Board.

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- b) Membership Meetings: Meetings of the Membership shall be held at least quarterly and may be scheduled more often by the President.
  - c) Board Meetings: Meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.
  - d) Special Meetings: Special Meetings of the Board or Membership shall be held at any time and at any place within the organization's boundaries when called by the President or by at least three Directors. Business transacted at Special Meetings shall be confined to the purpose(s) of the meeting stated in the notice of the meeting.
  - e) Notice of Meetings: Notice of meetings shall be in writing (including electronic forms of communication) and delivered at least ten days and not more than thirty days before the date of the meeting to all persons entitled to vote. Notice of a Special Meeting shall state its purpose(s), note that it is a Special Meeting, and may be given orally or in writing; notice of a Special Membership Meeting must be given at least five days prior to the meeting time and notice of a Special Board Meeting must be given at least forty-eight hours prior to the meeting time.
  - f) Voting/Quorum: 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. A majority of the total number of Directors of the Corporation shall constitute a quorum at Board Meetings. Ten percent (10%) of the Membership shall constitute a quorum at Membership Meetings. Each person eligible to vote shall have one vote. Votes may be cast only in person except as provided below in 7(g).
  - g) Remote Participation: Directors may participate in Board Meetings and vote on matters discussed therein by means of a conferencing telephone, video conference, or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Board member at the meeting.
- 8. ACTION WITHOUT 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 setting forth the action so taken is signed 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.
- 9. COMMITTEES**: The Board may create such committees with such powers as it deems wise to have, but the Board may not transfer any fiduciary duties to said committees. The President with input from the Board shall appoint the Chair of each committee. The committees shall perform work specifically tasked by the Board and overseen by the Chairperson, and provide reports or recommendations to the Board following each committee meeting. Committees have authority only with regard to the specific tasks designated by the

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Board; therefore, regardless of Board resolution, committees may not:

- a) Take any final action on matters that require Board members' approval or approval of a majority of all Voting Members;
- b) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- c) Amend or repeal Bylaws or adopt new Bylaws;
- d) Amend or repeal any resolution of the Board of Directors;
- e) Appoint any other committees of the Board of Directors or the members of these committees;
- f) Expend corporate funds except for an expressly Board-authorized purpose; or
- g) Approve any transaction to which the corporation is a party.

- 10. CONFLICT OF INTEREST:** A conflict of interest policy has been adopted by the Corporation.
- 11. PROCEDURAL POLICIES:** The Board has adopted procedural policies to assist in how it governs the Corporation.
- 12. INDEMNIFICATION:** The Corporation may indemnify Directors, Officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.
- 13. COMPENSATION:** The Directors and Officers of the Corporation shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for expenses reasonably incurred on behalf of the Corporation.
- 14. FISCAL YEAR:** The fiscal year of the Corporation shall be from January 1st to December 31st.
- 15. AMENDMENTS:** These Bylaws may be amended by a majority vote of the Members provided the proposed amendment(s) has (have) been submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten days prior to the meeting date.
- 16. NONDISCRIMINATION:** The organizations, Officers, Directors, employees, and persons served by this Corporation shall be selected in a non-discriminatory manner with respect to age, sex or gender, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

\*\*ADOPTION DATE AND SIGNATURE ON FOLLOWING PAGE\*\*

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**Federal Hill Neighborhood Association, Inc.**

Adopted by the Membership this 22nd day of March, 2017.

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.

Elyabeth L. Hower 4/12/2017

Secretary

Date