

## **SOUTH BALTIMORE IMPROVEMENT COMMITTEE, INC. BYLAWS**

### **Article I. Name and Boundaries**

1. The official name of this organization shall be the South Baltimore Improvement Committee, Inc. also doing business as the South Baltimore Neighborhood Association and hereinafter referred to as SBNA.
2. The boundaries of SBNA are Cross Street on the north, McComas Street on the south, Light Street on the east and Race Street on the west. Properties on both sides of the bordering streets are included within the boundaries.

### **Article II. Statement of Purpose**

1. To expand upon the purpose of SBNA is as set forth in the Articles of Incorporation, SBNA shall strive to improve the quality of life for its residents by empowering them to help themselves solve problems that affect their community, to develop cohesiveness and pride in the community, and to represent the views of the residents within SBNA.
2. In accordance with these Bylaws, SBNA shall strive to fulfill its purpose through the representation and actions of its duly elected Officers and Board of Directors and its duly appointed Committees and agents.

### **Article III. General Membership**

1. Membership Requirements: Persons meeting the following criteria shall be Members of SBNA:
  - a. Be at least 18 years of age,
  - b. Primary place of residence is within the SBNA boundaries and
  - c. Pay the annual membership dues.
2. Members who pay their dues in November or December will be considered members in good standing for the duration of that calendar year and the totality of the following year.
3. Prospective members shall be required to provide reasonable documentation of age and residence before joining.
4. Membership shall entitle one to participate in the programs of SBNA, to elect the Officers and the Board of Directors, to adopt and amend these Bylaws, and to vote on those issues requiring a membership vote.
5. Only those who have been Members for at least 15 days shall be permitted to make motions, second motions, or participate in any votes of the General Membership. Members that renew from the prior year shall be eligible to make motions, second motions and vote at the January General Meeting of the following year if they pay at or prior to the January General Membership Meeting.

#### **Article IV. Board of Directors**

1. The management of SBNA shall be vested in a Board of Directors (Board). The Board shall have general charge of the affairs, property and assets of SBNA. It shall be the duty of the Board to carry out the mission and purposes of SBNA. Each Director shall regularly attend Board meetings, General Membership meetings and major functions of SBNA.
2. The Board shall be comprised of no fewer than five and no greater than nine members, inclusive of the four Officers described in Article V, elected at alternate October Annual Meetings. In the case of a vacancy Directors may be elected per Article XI.9. Directors must be Members of SBNA at the time of their election.
3. All elected Directors shall serve for a term of two years. There shall be no limit to the number of terms that one can serve as a Director. Terms of service begin on November 1.
4. The Board will make time-restricted decisions between General Membership meetings when necessary and report such actions at the next General Membership meeting.
5. The Board may approve expenditures up to an amount of \$250. Approval of expenditures greater than \$250 will require a vote of the General Membership.
6. Any Board member may be removed at any time by the following procedure. At a regular General Membership meeting with a quorum in attendance, a voting eligible Member may make a motion of removal of one Director, which must be seconded by another voting eligible Member. A vote of two-thirds of present voting eligible Members will remove the Director, who may not run for any SBNA position for two years. At no time will a motion for removal address the removal of more than one Director.
7. A Director may resign only by submitting a written letter or electronic notice of resignation to the President or to the other Directors if the resigning member is the President. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.

#### **Article V. Officers**

1. The Officers of SBNA shall be comprised of a President, Vice President, Secretary, and Treasurer.
2. The Officers, as elected by a majority vote of SBNA 's General Membership present at alternate October Annual Meetings, shall serve no more than two consecutive two-year terms in any one office. Terms of office shall begin on November 1. In the case of a vacancy, Officers may be elected per Article XI.9. Officers must be members of SBNA at the time of their election.
3. Duties of Officers:
  - a. President:
    - Shall preside over all Board, General Membership and Annual Meetings using standards consistent with these Bylaws.
    - Appoints chairs of the Standing Committees with approval of the majority of the Board. Appoints chairs of Ad Hoc Committees, as necessary.
    - Acts as the official spokesperson for SBNA.

- Initiates official correspondence of SBNA that deals with non-routine committee matters.
  - Serves Ex Officio on all Standing Committees and Ad Hoc Committees in a non-voting capacity.
  - Signs contracts and Memoranda of Understanding on behalf of SBNA upon approval by the Board.
- b. Vice President:
- Is responsible for membership development and communications, including notification of General Membership meetings to the residents of the SBNA area.
  - Presides over meetings in the absence of the President.
  - Temporarily assumes the duties of the President if the office of President becomes vacant until a new President can be elected by the General Membership. (See Article XI.9)
- c. Secretary:
- Takes or assigns the taking of minutes at the Board, General Membership and Annual meetings.
  - Maintains a record of all motions and decisions of the meetings and includes that information in the meeting minutes.
  - Maintains a list of names of committee members.
  - Keeps a record of official correspondence to and from SBNA.
- d. Treasurer:
- Maintains the funds of SBNA, manages bank accounts, and keeps all financial records.
  - Makes or assigns the preparation of financial reports to the Board subject to periodic review.
  - Makes a financial report at all General Membership meetings.
  - Maintains the organization's membership list.
  - Files the State of Maryland Personal Property Return and the Federal Tax Form 990 – N prior to the respective deadlines.

#### **Article VI. General Membership Meetings and Annual Meetings**

1. General Membership meetings shall be held monthly on a regularly scheduled night determined by the Board. With as much prior notice as possible, the Board may suspend a monthly General Membership meeting during the summer months and the holiday season. The Board may also decide to reschedule or cancel a monthly meeting for good cause including event conflicts, weather or otherwise.
2. The Annual Meeting shall be held in October of each year. Elections will occur at alternate Annual Meetings.
3. A minimum one week prior public written or electronic notice of meetings shall be made to residents within the SBNA boundaries.
4. Twenty percent of voting eligible Members including a minimum of three Directors shall constitute a quorum.
5. Agenda items to be voted upon by the General Membership shall receive a first motion and a second by any member in good standing before the membership vote.

6. 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.
7. There shall be no proxy voting.

#### **Article VII. Board Meetings**

1. The Board will meet once a month at a regularly scheduled time as determined by the Board. The meeting will be held to prepare the agenda for the next General Membership meeting, to make timely decisions, and collect information and suggestions for actions that are compatible with the purpose of SBNA.
2. With as much prior notice as possible, the Board may suspend a monthly Board meeting during the summer months and the holiday season. The Board may also decide to reschedule or cancel a monthly meeting for good cause including event conflicts, weather or otherwise.
3. The Board can make its own rules for proceeding and for conduct at its meetings without amending these Bylaws.
4. A minimum of sixty percent of the Directors shall constitute a quorum.
5. Each Director shall have one vote. There shall be no proxy voting.
6. Items voted upon must receive a simple majority of yes votes, if there is a quorum, in order to be passed.
7. Remote Participation: Directors may participate in Board Meetings and vote on matters discussed therein by means of a telephone or 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 Director 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 (including electronic communications) 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.

#### **Article VIII. Special Meetings**

1. Special meetings of the Board or the Membership shall be held at any time and at any place within SBNA's boundaries when called by the President and at least three Directors. Business transacted at Special Meetings shall be confined to the purpose of the meeting stated in the notice of the meeting.

#### **Article IX. Standing Committees**

1. The Board may create Standing Committees with such powers as it deems necessary to address issues of a long-term duration.
2. Standing Committees shall report to the Board at each Board meeting and to the General Membership at each General Membership meeting.

## **Article X. Ad Hoc Committees**

1. The Board may create Ad Hoc Committees to address issues of a short-term duration.
2. Chairs of the Ad Hoc Committees shall recruit committee members to assist in researching and developing solutions to these issues. Chairs of the Committees will report on the Committee's activities at each Board meeting and each General Membership meeting.
3. The Board will terminate Ad Hoc Committees when their tasks are completed.

## **Article XI. Elections**

1. The Elections Committee, an Ad Hoc Committee, shall be assembled at least three months prior to the election, which takes place every other October. The election meeting date shall be formally announced at the two General Membership meetings immediately preceding the election.
2. The Elections Committee shall assemble a list of candidates for each Officer position and each at-large Director position and present its report at the September meeting. Candidates for Officer positions shall also appear on the ballot as a candidate for an at-large Director position. Additional nominations for the candidates shall be solicited from the floor. Candidates nominated prior to the close of the September General Membership meeting will be listed on the election ballot. Candidates nominated after this date may be voted for as write-in candidates.
3. Ballots shall be distributed at the October General Membership meeting. Only members who have joined SBNA fifteen days prior to the October General Membership meeting will be eligible to cast a ballot.
4. Ballots shall be counted and the results shall be announced at the October General Membership meeting.
5. Ballots shall be first cast for the Officer positions.
6. In case of a tie for any Officer position during the election, ballots will be re-cast for that Officer position until the tie is broken.
7. Ballots will next be cast for the at-large Director positions. The names of those elected to the Officer positions will be removed from the ballots. Each voter shall vote for only five candidates.
8. In case of a tie for any of the at-large Director positions, ballots will be re-cast until the tie is broken.
9. In addition to filling vacancies, including those that arise due to resignations from the Board between elections, new Directors and Officers may be elected by the General Membership at times other than at scheduled elections, as long as such action does not cause the total number of Directors to exceed the maximum set in Article IV.2. Nominations shall be accepted from the floor. In case of multiple candidates, a written ballot will be used.

## **Article XII. Amendments**

1. Bylaws of SBNA shall be reviewed by an Ad Hoc Bylaws Committee in advance of the October Annual Meeting every three years. A written, signed report from this committee will be presented at the October Annual Meeting, along with any proposed changes. Any proposed changes will be voted upon at the November

General Membership meeting with a necessary two-thirds vote for approval if there is a quorum.

2. A proposed amendment to the bylaws may also be submitted to the President in writing at any time. It must be signed by five voting eligible Members and presented at a General Membership meeting. Such amendments will be voted on at the next General Membership meeting with a necessary two-thirds vote required for approval if there is a quorum.

**Article XIII. Conflict of Interest**

1. A conflict of interest policy has been adopted by SBNA.

**Article XIV. Indemnification**

1. SBNA shall indemnify Directors, Officers, employees and agents of SBNA to the fullest extent required or permitted by the General Laws of Maryland.

**Article XV. Compensation**

1. The Board of Directors shall serve without compensation for their services as Directors. They may be reimbursed for expenses reasonably incurred on behalf of SBNA.

**Article XVI. Fiscal Year**


1. The fiscal year of SBNA shall be from January 1 to December 31.

**Article XVII. Nondiscrimination**

1. The organization's Board of Directors, Officers, employees and persons served by SBNA shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted by the General Membership this 24th day of September 2015

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

Secretary  Date 9/8/2015

DENNIS PLOUFF

(Printed Name)