

BYLAWS
of
Glen Neighborhood Improvement 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 northwest section of the City of Baltimore encompassed by the following boundaries:

Key Avenue, Northern Parkway, Wabash Avenue, Patterson Avenue, Reisterstown Road, Clarks Lane, Park Heights Avenue, Taney Road, and Cross Country Boulevard.

4. MEMBERSHIP:

(a) **Membership Requirements:** There shall be two classes of membership: Resident and Business.

(1) **Resident:** Any person at least 18 years old who resides within the association boundaries (as defined in Section 3 above) is eligible for Resident membership. Households are limited to two members, if more than one adult individual wishes to become members and pay the membership dues.

(2) **Business:** Any business or institution located and operating within the association boundaries (as defined in Section 3 above) is eligible for Business membership. A Business membership may be in the name of an individual, a partnership, a corporation, or other legal entity. Each business or institution may hold one, and only one, Business membership.

(b) **Voting and Dues:** Each member in good standing is entitled to one vote per membership unit; however, members will only be eligible to vote in the election of Directors after they have been members for a minimum of six months and attended at least four prior general membership meetings.

For a member to be in good standing, the member's dues must have been paid for the current fiscal year. Membership dues for each class of membership will be as determined by the Board from time to time.

If a Resident member also operates a business in the association boundaries and has paid for a Business membership, that member may cast two votes. Voting by proxy is not permitted at meetings of the Corporation.

(c) **Termination of Membership:** A voting member may terminate 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. The Board of Directors shall also have the right to terminate the voting membership of any member who has been found, based on the good faith determination by the Board, that the member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. In making such good faith determination, the Board will consider and discuss at a meeting of the Board the relevant facts and circumstances, and exclude personal biases to the best of its ability.

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(d) Privileges: Membership shall entitle Members to participate in the programs of the Corporation, elect the Board of Directors (subject to the limitations noted in Section 4(b)), adopt and amend these Bylaws, and vote on those issues referred by the Board for a Membership vote.

5. BOARD OF DIRECTORS:

(a) Classes: There shall be only one class of Directors; all Directors shall have the same voting rights.

(b) Role/Number/Composition: The management of the Corporation shall be vested in a Board of Directors, which shall be responsible for making all substantive decisions regarding the operation of the Corporation. It shall be the duty of the Board of Directors to carry out the mission and purposes of the Corporation.

The Board of Directors shall be composed of no more than fifteen persons and no less than seven persons. The Board shall determine the specific number of Directors from time to time. At the time of or shortly after the acceptance of these bylaws, the Recording Secretary shall record in the minutes the members of the Board of Directors.

(c) Election/Vacancies/Director Requirements: Every two years in June, the Directors to serve for the ensuing years shall be elected by the voting members of the Corporation. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors. To be eligible for election as a Director, an individual must be a voting member in good standing and actively involved in the Corporation in the preceding year. Active involvement may include active membership in a committee and/or attendance of a majority of the preceding year's membership meetings. Directors must remain informed and engaged in the Corporation by regularly attending meetings and events, including active involvement in at least one committee. Directors must remain active on the Board and must not miss more than 3 general membership meetings in a calendar year. Directors must sign and abide by the Corporation's Conflict of Interest Policy adopted by the Board. As important information is exchanged over email, Directors must have regular access to an email account and be able to respond to emails in a timely manner, such as providing written consent to informal Board actions within 48 hours. If a Director will be unavailable to respond within 48 hours for time sensitive Board matters, such as when the Director will be away on vacation, he/she must follow procedures to be adopted by the Board to give notice of such circumstance.

(d) Term: Each Director shall hold office for a term of two years or until a successor is duly elected, or until the Director resigns. Removal of a Director shall be immediate. There shall be no consecutive term limit for Directors.

(e) Voting and Quorum: Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by majority vote when there is a quorum (51%) of Directors present and voting. Each Director shall have one vote.

(f) Removal: A Director may be removed, with cause, by a two-thirds vote of the Board present at any meeting at which at least 75% of the current Directors eligible to vote on the matter are in attendance. Unless determined by the Board to be impractical or unreasonable, the Board will alert the Director prior to considering removal of that Director of any action(s) that has been of concern to the Board. The Board will provide the removed Director and record in the minutes of

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the meeting the reasoning behind their decision. Grounds for removal include, but are not limited to, the requirements listed above in Section 5(c).

(g) 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.

6. OFFICERS:

(a) Election/Vacancies: The officers shall consist of President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer and such additional officers as the Board may from time to time appoint. The officers shall be elected bi-annually by the Board of Directors in a board meeting immediately following the Annual Meeting of the Corporation in a Director election year. The Board of Directors shall fill any vacancy occurring in any office, for whatever reason, and any Officer so elected shall fulfill the term of his/her predecessor. At the time of or shortly after the acceptance of these bylaws, the Recording Secretary shall record in the minutes the Officers.

(b) Term: Officers shall serve a term of two (2) years and until their successors are elected, or until they are removed.

(c) Removal: An Officer may be removed from office, with or without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. When practical, at the Board's discretion, the Board will alert the Officer prior to considering removal of that Officer of any action(s) that has been of concern to the Board. When practical, at the Board's discretion, at the time of removal, the Board will provide the removed Officer of the reasoning behind their decision.

(d) Resignation: An Officer may resign only by submitting a written resignation to the President or Secretary, or to the other Directors if the resigning officer is the President.

(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 which are ordinarily the function of the office, or which are assigned by the Directors. The President shall transfer all organizational records to his/her successor at the close of his/her term.

(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, including informing members of all meetings and taking over meetings in the President's absence; 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 automatically become President and then the resulting vacancy for the office of Vice-President shall be filled according to the Policy adopted by the Board for nominations and elections.

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(3) The Recording Secretary shall keep accurate records and minutes of all meetings of the Corporation; report on the minutes of the previous meeting at each general meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation. The Recording Secretary shall transfer all organizational records to his/her successor at the close of his/her term.

(4) The Corresponding Secretary shall handle written communication between the Corporation and its members, other organizations, and other individuals and entities as appropriate; and shall cause to be delivered all notices of meetings to those persons entitled to vote at such meeting.

(5) The Treasurer shall oversee: the deposit of funds of the Corporation into the proper accounts of the Corporation; the recording 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. The Treasurer shall transfer all organizational records to his/her successor at the close of his/her term.

(6) Other officers appointed 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 June of each year, or at such time as soon as practical thereafter as determined by the Board of Directors. A quorum at an annual meeting shall consist of 20% of voting members, present in person.

(b) General Meetings: General meetings of the Corporation shall be held monthly, or as close to such as practical, except for during the months of July and August. A quorum at a general meeting shall consist of 20% of voting members, present in person. General meetings shall be open to the public, but shall not be audio- or video-recorded unless permission is explicitly granted by the Board.

(c) Board Meetings: Board meetings shall be held at least quarterly and may be scheduled more often by the President. A quorum at a Board meeting shall consist of fifty-one percent (51%) of the Directors then serving, present in person.

(d) Special Meetings: Special meetings of the membership or of the Board shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting. A quorum at a special meeting of the membership shall consist of 20% of voting members, present in person. A quorum at a special meeting of the Board shall remain the same as for other Board meetings (fifty-one percent).

(e) Notice of Meetings: Notice of general meetings and Board meetings shall be in writing and delivered (website and e-mail are acceptable) at least 10 days before the day of the meeting. Notices shall show the address of the Corporation and shall be posted on the Corporation's

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website. Notices of special meetings shall state that a special meeting is being called and may be given orally or in writing at least 48 hours prior to the meeting time. All persons entitled to vote at the meeting must be mailed or otherwise delivered proper notice of the meeting. Flyers, e-mails, and electronic means of communication are acceptable forms of notice.

8. COMMITTEES: The Board of Directors may create such committees with such powers as it deems wise to have. However, the Board may not transfer any fiduciary duties to said committees, and the committees shall only perform work specifically tasked by the Board and overseen by the Chairperson(s), providing timely reports or recommendations to the Board. The President shall nominate Director(s) and/or voting member(s) to chair those committees. All such appointments must be approved by the Board. Any voting member is eligible to serve on any committee.

9. CONFLICT OF INTEREST: Any Board member, officer, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract, transaction or determination) the issue. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

10. INDEMNIFICATION: The Corporation will indemnify Directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland. The Corporation may acquire insurance to protect its Directors, officers, employees, and agents.

11. COMPENSATION: The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as Board members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

12. FISCAL YEAR: The fiscal year of the Corporation shall be from January 1st to December 31st.

13. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing (including through electronic means) setting forth the action so taken is given by all of the

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Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

14. AMENDMENTS: These bylaws may be amended by the affirmative vote of a majority the members present and in good standing at an annual or special meeting. The Board of Directors or ten percent (10%) of the membership may propose bylaws amendments. Notice to the membership of an annual meeting or special meeting at which amendments are to be voted upon shall state the substance of the proposed amendment(s), and notice shall be given at least ten (10) days prior to the meeting date.

15. 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, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted by the Membership this _____ day of _____, 2019.

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

Recording Secretary

Date