

# **The Bylaws of the Bolton Hill Community Association**

## **ARTICLE I. DEFINITIONS**

### Section 1. Name

The name of the “Association” shall mean the Bolton Hill Community Association, Incorporated

### Section 2. Member

Member shall be members of both the Bolton Hill Community Association (BHCA) and the Mount Royal Improvement Association (MRIA)

### Section 3. Board Member

Board Member shall refer only to board members of MRIA

### Section 4. Officer

Officer shall refer to the Officers of both BHCA and MRIA

### Section 5. Executive Committee

Executive Committee shall refer only to the Executive Committee of Officers of MRIA

### Section 6. Board of Directors, BHCA

Board of Directors, BHCA shall refer to Officers

### Section 7. Board of Directors, MRIA

Board of Directors, MRIA shall refer to Board Members

## **ARTICLE II. OBJECT**

The object of this Association shall be to seek to preserve and enhance the quality of life in the Bolton Hill community, and to continue to make it a safe, green, and socially conscious community, which embraces and promotes diversity in all of its activities and membership.

The Charter of the Mount Royal Improvement Association states that its boundaries extend “on the south to and including the properties on the south side of Dolphin Street, on the east to and including the properties facing the east side of Mount Royal Avenue, on the north through the median strip of North Avenue, and on the west, to and including the properties fronting on the west side of Eutaw Place.”

The Association recognizes these boundaries. The Association may take action on any question or problem that affects the interests of the membership beyond these stated boundaries.

### **ARTICLE III. SEAL**

The corporate seal of this Association shall be circular in form and shall have inscribed thereon “Bolton Hill Community Association, Incorporated 2018.”

### **ARTICLE IV. MEMBERSHIP**

Any person of voting age and any corporation or institution may become a Member of the Association by showing interest in the objectives of the Association and these bylaws and by paying dues. Application shall be made via the Association website, or written form, and paid for by credit card, check or cash. Membership information is available only to members to further the work of the organization and will not be shared with third parties. Membership includes representation in both the Bolton Hill Community Association, a 501(c)3 corporation, and the Mount Royal Improvement Association, a 501(c)4 corporation.

Any person who is a member of the public community that BHCA serves will be entitled to receive the charitable, educational, or scientific benefits of BHCA; as such, “public community” and “benefits” are defined in BHCA's Articles of Incorporation.

### **ARTICLE V. DUES AND FISCAL POLICIES**

#### **Section 1. Annual Dues**

Dues shall be in such amount, for the categories and types of membership, as set forth in the bylaws of MRIA.

#### **Section 2. Payment of Dues**

Dues shall be due and payable to the Mount Royal Improvement Association by May 1. Payment of dues includes membership in the Association. Dues not received by August 1 shall be considered delinquent. Dues not received by September 1 shall result in forfeiture of membership.

#### **Section 3. Budget**

The Board of Directors BHCA, shall send out in advance, a proposed budget for consideration and approval at the April meeting of the Boards of Directors of BHCA and MRIA.

#### **Section 4. Fiscal Year**

The fiscal year shall be from May 1 through April 30.

## Section 5. Fiscal Policies

- a. All checks, drafts, and orders for payment in excess of \$500 shall bear signatures of two of the following: President, First Vice President, Second Vice President, or Treasurer, with the exception of money transfers between MRIA and BHCA as necessary.
- b. The Board of Directors, MRIA shall approve any BHCA contracts or financial commitments in excess of \$500 and any deeds or legal proceedings.
- c. There shall be a quarterly BHCA financial report submitted to the Board of Directors, MRIA.
- d. The books and accounts of the Association shall be kept in accordance with sound accounting practices and shall be reviewed annually by the Finance Committee which will oversee such matters for both BHCA and MRIA.

## ARTICLE VI. MEETINGS OF MEMBERS

### Section 1. Annual Meeting

The annual meeting for the purpose of the election of the Board of Directors, BHCA, Board of Directors, MRIA, presentation of the President's report, reports of other officers or chairmen, any special business, and any other appropriate business, shall be held in May, concurrent with the annual meeting of the Mount Royal Improvement Association. Written notice of the time and place shall be e-mailed to the membership and posted to the Association website and social media at least two weeks prior to the date of the meeting.

### Section 2. Special Meetings

Special meetings may be called by the President, or at the written request to the President, by three Officers, or by 25 Members of the Association.

### Section 3. Voting

Only members present and in good standing may vote at meetings of members of the Association. A corporation or institution shall designate an agent as its voting member by prior written notice to the Secretary, or other person as designated by the Officers. Membership being held by a couple shall have one vote in a membership meeting.

### Section 4. Quorum

There shall be no quorum requirement for meetings of members.

### Section 5. Notices

Written notices of all meetings shall consist of an electronic mail to the member at the email address listed in the membership records, as well as public postings on social media and the website.

## ARTICLE VII. OFFICERS

### Section 1. Officers

The officers of this Association shall be a President, First Vice President, Second Vice President, Treasurer, General Counsel, Secretary, Immediate Past President, and Executive Secretary, when and if this position is filled by the Executive Committee. These officers will also serve as the officers of MRIA (herein Article I, Section 4), as approved at the annual meeting.

### Section 2. Duties

The powers and duties of the officers shall be as follows:

- A. President: The President shall be the executive officer of the Association and shall call and preside at meetings of the Association, and the Board of Directors, BHCA, and shall be a member ex officio of all committees. The President may appoint committees not otherwise provided in the bylaws and assign their duties.
- B. First Vice President: The First Vice President shall assist the President and shall assume all duties of the President in his/her absence or temporary inability to serve.
- C. Second Vice President: The Second Vice President shall assist the President and shall assume all duties of the President in the absence or inability to serve of both the President and the First Vice President.
- D. 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 presents an annual report to the membership. 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) **in accordance with the budget, with the exception of money transfers, either way, between BHCA and MRIA.** Expenses in excess of \$500 (or such other amount as the Board from time to time may determine) shall be incurred and paid by the Treasurer **only in accordance with the budget or by order of the Board of Directors, MRIA.**
- E. General Counsel: The General Counsel shall be an Attorney at Law in good standing and admitted to the bar in Maryland and shall advise the Board of Directors and the membership on legal matters.
- F. Secretary: The Secretary shall keep the minutes of the meetings of the Association, and the Board of Directors. He/she shall maintain essential records, which shall be transmitted to his/her successor at the close of his/her term of office.
- G. Executive Secretary: The Executive Committee shall determine when and if an Executive Secretary shall be appointed and what duties shall be performed. The Executive Secretary may be a paid position upon terms and conditions as approved by the Executive Committee.

H. Immediate Past President: The Immediate Past President assists in providing institutional memory and performs duties as assigned.

## **ARTICLE VIII. BOARD OF DIRECTORS**

### **Section 1. Board of Directors**

The Board of Directors, BHCA shall be members in good standing as defined in Article IV and shall consist of the officers of MRIA (other than the Executive Secretary), and the immediate past President.

### **Section 2. Meetings of the Board of Directors, BHCA**

The Board of Directors, BHCA shall hold regular monthly meetings from September through June concurrent with the Executive Committee of MRIA. Special meetings of the Board of BHCA may be called by the President. Special meetings may also be called by the request of three members of the Board of Directors, BHCA to the President. Written notice of a special meeting shall be given at least one day prior to the meeting to all members of the Board of Directors, BHCA. Notice shall state the purpose of the special meeting and the question(s) to be voted upon.

Minutes of the Board of Directors, BHCA shall be recorded and distributed to the Association membership via email, and presented to the Board, MRIA at its monthly meeting for discussion and/or action.

### **Section 3. Quorum**

Four members of the Board of Directors, BHCA shall constitute a quorum for the respective meetings. In the event of lack of a quorum, the meeting shall be postponed. Notice of a postponed meeting shall be the same as for a special or a called meeting.

## **ARTICLE IX. PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order, Revised*, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

## **ARTICLE X. AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the eligible voting members present and qualified to vote at any meeting of the Association provided that the proposed amendment(s) shall have been previously submitted to, but not necessarily approved by, the Board of Directors, BHCA. Notice of proposed amendment(s) shall be e-mailed to membership and posted to the Association website and social media at least two weeks prior to the date of the meeting.

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