

**The Bylaws of the  
Mount Royal Improvement Association**  
Revised version approved 5/6/08

ARTICLE I. NAME

The name of this organization shall be the Mount Royal Improvement Association, Incorporated.

ARTICLE II. OBJECT

The object of this Association shall be in harmony with those as stated in the Charter. They shall seek to preserve the quality of life now present in this area and to continue to make it a cheerful, pleasant, well-ordered place in which to live and work.

The Charter 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.”

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

ARTICLE III. SEAL

The corporate seal of this Association shall be circular in form and shall have inscribed thereon “Mount Royal Improvement Association, Incorporated 1928”.

ARTICLE IV. MEMBERSHIP

Any person of voting age and any corporation may become a member of the Association by showing interest in the objectives of the Association as stated in the Charter and these bylaws and by paying dues. Application shall be made to the Executive Secretary, or other person as designated by the Executive Committee, who will complete the necessary forms for membership. Membership information is confidential and available only to members to further the work of the organization.

ARTICLE V. DUES AND FISCAL POLICIES

Section 1. Annual Dues

Dues shall be in such amount, for the categories of membership, as shall from time to time be approved by the Board of Directors. The Board may change dues by a 2/3 vote of the Directors present and voting after notice of no less than two weeks.

A member who is the owner of more than one property shall pay dues on the highest classification listed, but only one dues payment shall be made. Categories of membership shall be as shall from time to time be approved by the Board of Directors.

## Section 2. Payment of Dues

Dues shall be due and payable to the Executive Secretary, or other person as designated by the Executive Committee, on May 1. 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 Executive Committee shall send out in advance a proposed budget for consideration and approval before the June meeting of the Board.

## 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: the President, First Vice President, Second Vice President or Treasurer.
- b. The Board of Directors shall approve any contracts or financial commitments in excess of \$ 500, and any deeds or legal proceedings.
- c. There shall be a quarterly financial report submitted to the Board of Directors.
- d. The books and accounts of the Association shall be kept in accordance with sound accounting practices and shall be reviewed annually by the Executive Committee whose written report shall be submitted for action to the Board of Directors.

## ARTICLE VI. MEETINGS OF MEMBERS

### Section 1. Annual Meeting

The annual meeting for the purpose of the election of the Board of Directors, approval of the Treasurer's report, 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 at a time and place designated by the Board of Directors. Written notice of the time and place shall be mailed, e-mailed, or hand delivered to the membership 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 five members of the Board of Directors, or by 25 members of the Association. Written notice of the time, place, and purpose of the special meeting and information concerning the question(s) to be voted upon shall be mailed, e-mailed, or hand delivered to the membership at least two weeks prior to the date of the special meeting.

### Section 3. Voting

Only resident members present and in good standing may vote at meetings of members of the Association. A resident corporation shall designate an agent as its voting member by prior written notice to the Executive Secretary, or other person as designated by the Executive Committee. Resident 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 any meetings shall consist of a hand delivery, electronic mail, or prepaid mailing to the member at the address listed in the membership records.

## 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.

### Section 2. Nomination

The Nominating Committee shall present a slate of one candidate for each office to be filled, except the Executive Secretary. The slate shall be read at the April meeting of the Board of Directors and shall be included in the Newsletter to the membership at least two weeks prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting.

### Section 3. Election

Officers, except the Executive Secretary, shall be elected for a term of one year by majority vote of the members present and qualified to vote at the annual meeting. When and if the Executive Committee fills the position of Executive Secretary, the Executive Secretary shall be appointed by majority vote of the Executive Committee, and may receive a stipend. All officers shall be eligible for reelection for only one succeeding term, with the exception of the Treasurer and General Counsel, who may be reelected without term limits. The Executive Secretary may be reappointed without term limits.

### Section 4. Duties

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

- a. President: The President shall be the executive officer of the Association, shall call and preside at meetings of the Association, the Board of Directors and the Executive Committee, and shall be a member ex officio of all committees. The President shall appoint the chairmen of all committees and when necessary a Secretary pro tem. The President may appoint committees not otherwise provided in the Bylaws and assign their duties. The President may delegate to the Executive Secretary, or other officer, such duties as seem advisable.

- 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). Expenses in excess of \$500 (or such other amount as the Board from time to time may determine) shall be incurred and paid only in accordance with the budget or by order of the Board.
- e. General Counsel: The General Counsel shall be an attorney at Law 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, the Board of Directors, and the Executive Committee. He/she shall maintain a file of Officers and members of the Board of Directors and 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 shall be members in good standing as defined in Article IV, and shall consist of the officers of the Association (other than the Executive Secretary), the immediate past President, and thirty (30) Directors elected by the membership at the annual meeting. The Board of Directors may include representatives of up to three corporate members of the Association as defined in Article IV (one per corporation). The Directors shall serve three years, according to a system of rotation of membership.

### Section 2. Nomination and Election

- a. Nomination of Directors. The Nominating Committee shall present a slate of ten (10) Directors for election at the annual meeting, who shall serve for an initial term of three years, be eligible for an additional term of 3 years, and then shall not be eligible for reelection for one year. The slate shall be mailed, e-mailed, or hand delivered to the membership at least two weeks prior to the annual meeting. Nominations may be made from the floor at the annual meeting.

- b. Election of Directors. Dating from 1954, the Directors shall be elected for terms of three years each. The system of rotation of terms as established shall continue whereby one-third of the Directors are elected each year.
- c. Duties of the Board of Directors. Except as otherwise provided in these Bylaws, the Board of Directors shall have charge and general control of the affairs and funds of the Association and shall designate the time and place of all meetings except as previously designated under Article VI of these Bylaws. The Board of Directors shall inform the membership of all major proposals and programs presented and the action taken by the Board of Directors.

### Section 3. Meetings of the Board of Directors

The Board of Directors shall hold regular monthly meetings from September through June. Special meetings may be called by the President. Special meetings may also be called by the written request of five members of the Board of Directors 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. Notice shall state the purpose of the special meeting and the question(s) to be voted upon.

Meetings of the Board of Directors shall be open to the membership of the Association.

Members of the Board of Directors who miss three consecutive meetings without reasonable excuse shall be notified by the Executive Secretary, or other officer designated by the Executive Committee. Members who continue to be delinquent for one additional month may forfeit their positions on the Board upon recommendation of the President.

### Section 4. Vacancies

Vacancies on the Board of Directors may be filled by majority vote of the Board of Directors, present and voting, as recommended by the Nominating Committee, and alternatively, may be filled at the annual meeting as provided in Section 2 above. Persons so elected shall serve until the expiration of the original term and shall then be eligible for reelection to up to two full, consecutive terms, Article VII, Section 3, and Article VIII, Section 2(a) notwithstanding.

### Section 5. Executive Committee

The Executive Committee shall be composed of the officers, except the Executive Secretary. The Executive Committee shall have the powers of the Board of Directors between meetings, exercised within the accepted policies and purposes of the Association, and shall submit its actions or recommendations to the Board at the Board's next meeting. Notice to Executive Committee members of Executive Committee meetings must be given at least 24 hours prior to the date of the meeting.

### Section 6. Quorum

One-third of the members of the Board of Directors or a majority of the Executive Committee 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. COMMITTEES

### Section 1. Committees

There shall at all times be a Nominating Committee, and such other committees as may be deemed necessary by the President. Committees shall report to the Board of Directors at all regular meetings.

### Section 2. Nominating Committee

The Nominating Committee shall consist of five voting members, appointed by the President with the assistance and approval of the Board of Directors. Three members shall be appointed from the Board and two from the Association. The Nominating Committee shall prepare a slate of officers and directors annually and propose candidates to fill vacancies on the Board. The Executive Secretary, or other officer as designated by the President, shall serve ex officio as Secretary of the Nominating Committee without a vote.

## ARTICLE X. PARLIAMENTARY AUTHORITY

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

## ARTICLE XI. AMENDMENTS

The 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. Notice of proposed amendment(s) shall be mailed, e-mailed, or hand delivered to each member at least two weeks prior to the date of the meeting.

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