

Bolton Hill Community Association, Incorporated
Bylaws

ARTICLE I. NAME

The name of this organization is the Bolton Hill Community Association, Incorporated (“Association”).

ARTICLE II. PURPOSE AND BOUNDARIES

The purpose of this Association is to facilitate activities that enhance the quality of life of the Bolton Hill community and to take action on matters affecting the interests of its residents.

The Association’s boundaries extend to the south to and including properties on the south side of Dolphin Street; to the east to and including properties on the east side of Mount Royal Avenue; to the north through the median strip of North Avenue; and to the west to and including properties on the west side of Eutaw Place (“Bolton Hill”).

The Association serves as the liaison between Bolton Hill and elected officials, government agencies, institutions, organizations, and other communities.

ARTICLE III. MEMBERSHIP

Section 1. Membership

Any person of voting age, whether a resident or non-resident of Bolton Hill, or any corporation or institution that owns or leases real property within Bolton Hill may become a Member of the Association by showing interest in the purpose of the Association as described in these Bylaws and by paying annual dues. Information about Members is available only to Members to further the work of the Association and will not be shared with third parties.

Section 2. Annual Dues

Annual dues shall be in such amount, for the categories of membership, as shall from time to time be approved by a two-thirds majority vote of the Board of Directors and a two-week notice to the membership. A Member who is the owner of more than one property shall pay dues at the highest classification listed, but only one dues payment shall be required.

Section 3. Payment of Dues

Dues in the form of electronic payment, cash, or check shall be payable to the Association by the date of the upcoming Annual Meeting for a Member to be eligible to vote in, or to be a candidate in, the election of new Officers and Directors at that Annual Meeting.

ARTICLE IV. GOVERNANCE

Section 1. General Requirements

The Board of Directors of the Association shall be Members in good standing, as defined in Article III, and shall reside, own real property, or represent a corporation or institution within Bolton Hill. The Board of Directors shall be composed of 30 Directors and five Officers. More than one member of a household may not serve concurrently on the Board of Directors.

Section 2. Officers

An Officer may not be a representative of a corporate or institutional Member of the Association. Officers shall be a President, First Vice President, Second Vice President, Treasurer, and Secretary. The powers and duties of the Officers shall be as follows:

- a. **President:** The President shall serve as the executive officer and spokesperson of the Association. The President shall oversee communications to the Board of Directors and membership of the Association. The President shall call and preside as chair at meetings of the Association, the Board of Directors, and the Executive Committee. The President may appoint special committees and task forces not otherwise provided in these Bylaws, name their leadership, and assign their duties. The President shall be a member ex officio of all committees and task forces. The President may delegate to another Officer such duties as the President deems advisable.
- b. **First Vice President:** The First Vice President shall assist the President and shall assume all duties of the President in the President's absence or temporary inability to serve. In the event that the office of the President becomes vacant, the First Vice President shall perform the duties of the President until a new President is elected.
- c. **Second Vice President:** The Second Vice President shall assist the President and shall assume all duties of the President in the absence or temporary inability to serve of both the President and First Vice President. In the event that the office of First Vice President becomes vacant, the Second Vice President shall perform the duties of the First Vice President until a new First Vice President is elected.
- d. **Treasurer:** The Treasurer shall be the official custodian of all monies of the Association. The Treasurer shall keep the membership and the Board of Directors informed of the Association's fiscal affairs.
- e. **Secretary:** The Secretary shall keep the minutes of Annual Meetings or Special Meetings of the Association and Monthly Meetings or Special Meetings of the Board of Directors. The Secretary shall maintain a roster of members of the Board of Directors and any other essential records, which shall be transmitted to the successor at the close of the Secretary's term of office.

Section 3. Directors

Directors shall be elected in two classes of 15 Directors each. No more than three Directors may represent a corporate or institutional Member of the Association.

Section 4. Duties

The Board of Directors shall have charge and general control of the affairs and funds of the Association, except as otherwise provided in these Bylaws.

Section 5. Attendance

Officers and Directors are expected to attend meetings of the Association. An absence from a meeting of the Board of Directors without informing the President or Secretary is considered an unexcused absence.

Section 6. Election

New Officers and Directors shall be elected at the Annual Meeting.

The Nominating Committee presents a slate of nominees for Officers and the new class of Directors in the written agenda of the April Monthly Meeting. Between the April Monthly Meeting and Annual Meeting in May, alternative suggestions may be made to the Nominating Committee for Officers or for Directors by a petition of at least 10 Members of the Association for each alternative nominee, which must be considered by the Nominating Committee. Changes to the slate may be made at the Annual Meeting with an amendment to the slate requesting that a person substitute for another nominee, as moved by the Nominating Committee. Nominations at an Annual Meeting may not be made from the floor. A majority vote of Members of the Association present at the Annual Meeting is required to approve the slate. Each Officer and Director shall take office immediately after being elected.

Section 7. Terms of Office

Each Officer shall hold office for one year, from one Annual Meeting to the next Annual Meeting or until a successor is elected and qualifies. Any Officer who has served three consecutive one-year terms in one office may not serve a further term in that office until the expiration of one year after the third term, with the exception of the Treasurer and Secretary, who may serve an unlimited number of one-year terms.

Each Director shall hold office for two years from one Annual Meeting until the second Annual Meeting or until a successor is elected and qualifies. A Director may not serve more than three consecutive two-year terms and shall not be eligible for re-election until the expiration of one year after the third term.

Section 8. Resignation and Removal

An Officer or Director may resign from the Board at any time by giving notice in writing to the President or to the other Officers if the resigning Officer is the President. Unless a later time is specified in the notice, the resignation shall take effect upon receipt thereof.

An Officer or Director with two consecutive unexcused absences or three excused absences shall be notified by the President. An Officer or Director with three consecutive or non-consecutive unexcused absences or four excused absences from meetings during the Officer or Director's term may result in removal from the Board of Directors at the discretion of the President.

At any meeting of the Board of Directors, any Officer or Director may be removed from office, with or without cause, by a two-thirds majority vote of the Directors then in office.

Section 9. Vacancies

Vacancies for Directors may be filled upon nomination by the Nominating Committee and a majority vote of the Board of Directors present at a Monthly Meeting. Vacancies for Officers may be filled upon nomination by the Nominating Committee and a two-thirds majority vote of the Board of Directors present at a Monthly Meeting. Notice of a nominee to fill a vacancy, including the nominee's name and brief biography, must be given no fewer than seven days prior to the date of the meeting. Notwithstanding the nomination of the Nominating Committee, other nominations for vacancies may be made from the floor, provided the nominee is a Member in good standing as defined in Article 3 and is eligible for election as provided in Article IV, Section 1.

Directors elected to fill a vacancy shall serve until the expiration of the original term and shall then be eligible for re-election for up to three terms of two years each. Officers elected to fill a vacancy shall serve until the expiration of the original term and shall be eligible for re-election for up to three terms of one year each.

Section 10. Compensation

No Officer or Director shall receive compensation for service to the Association. No Officer or Director nor any member of an Officer's or Director's household shall benefit from financial contracts or other transactions with the Association, except as provided for in the Association's conflict of interest policy in these Bylaws.

Section 11. Conflict of Interest

Whenever an Officer or Director has a financial, personal, or professional interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest to the Board of Directors and abstain from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a two-thirds majority vote of disinterested members of the Board of Directors determine that it is in the

best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 12. Indemnification

The Association may indemnify, to the fullest extent permitted by the laws of the State of Maryland in effect from time to time, any present or former Officer or Director or employee or agent of the Association, who, by reason of such position, was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative.

Neither amendment nor repeal of this Section, nor adoption, nor amendment of any other provision of these Bylaws inconsistent with this Section shall apply to or affect in any respect the applicability of the preceding paragraph with respect to the act or failure to act which occurred prior to such amendment, repeal, or adoption.

ARTICLE V. MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Members of the Association shall be held in May at a time and place designated by the Executive Committee, unless extenuating circumstances beyond the control of the Association prevent it from taking place. Failure to hold an Annual Meeting does not invalidate the Association's existence or affect any otherwise valid corporate acts.

The primary purpose of the Annual Meeting is the election of Officers and a new class of Directors. Other items at the Annual Meeting may include presentation of the President's report, community announcements, reports of other Officers or committee chairpersons, and any other appropriate business.

Section 2. Monthly Meetings

Monthly Meetings of the Board of Directors are for discussion or voting on Association business, community announcements, reports of Officers or committees, and any other appropriate business. Monthly Meetings shall be regularly held from June through April, with the exception of July and August, at a time and place designated by the Executive Committee, unless extenuating circumstances beyond the control of the Association prevent it from taking place. Attendance at Monthly Meetings is not restricted to the Board of Directors.

Section 3. Special Meetings

Special Meetings of the Board of Directors or of the Association for any appropriate business may be called by the President, or at the written request to the President by at least five members of the Board of Directors or at the written request of at least 25 Members of the Association.

Section 4. Voting

Only Members present and in good standing may vote at Annual or Special Meetings of the Association. Only members of the Board of Directors may vote at Monthly or Special Meetings of the Board of Directors. A corporation or institution that is a Member of the Association shall designate an agent as its voting member by prior written notice to the Secretary. Memberships held by more than one person in a household shall have only one vote at an Annual or Special Meeting of the Association.

Section 5. Minutes

Minutes of each Monthly and Special Meeting of the Board of Directors shall be approved by the Board of Directors at the following Monthly Meeting. Annual Meeting draft minutes shall be reviewed by the Officers, distributed to the membership at or before the next meeting of the Board of Directors, and then approved by the membership at the next Annual Meeting.

Section 6. Quorum

There shall be no quorum requirement for Annual or Special Meetings of the Association.

One-half of the members of the Board of Directors in office shall constitute a quorum for Monthly and Special Meetings of the Board of Directors. In the absence of a quorum, community announcements and general information may be shared with meeting attendees, but voting on business before the Board of Directors shall not take place.

Section 7. Notices

Written notice of the time, place, and agenda of the Annual Meeting shall be given to the Members no fewer than 14 days prior to the date of the meeting and shall be posted to the Association's website.

Written notice of the time, place, and agenda of a Monthly Meeting shall be given to the Members no fewer than four days prior to the date of the meeting and shall be posted to the Association's website.

Written notice of the purpose, time, place, agenda, and any information concerning the question(s) to be voted upon at a Special Meeting of the Board of Directors shall be given to members of the Board of Directors at least seven days prior to the date of the meeting. Should the proposed business of a Special Meeting of the Board of Directors be of such urgency that seven days is impractical, the President shall provide as much notice as is practical.

Written notice of the purpose, time, place, agenda, and any information concerning the question(s) to be voted upon at a Special Meeting of the Association shall be given to the Association Members and shall be posted to the Association's website at least seven days prior to the date of the meeting. Should the proposed business of a Special Meeting of the Association

be of such urgency that seven days is impractical, the President shall provide as much notice as is practical.

Any notice required or permitted to be given pursuant to these Bylaws is given when it is mailed to the person's address or transmitted by electronic transmission to any address or number as it appears in the records of the Association.

Section 8. Format

The Executive Committee shall determine the format of each Annual Meeting, Monthly Meeting, and Special Meeting, whether that format be in person or by means of a conference telephone or electronic communications method by which all persons participating in the meeting can hear one another at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

ARTICLE VI. COMMITTEES

Section 1. Committees

There shall at all times be an Executive Committee, Nominating Committee, Finance Committee, and Membership Committee. Other special committees and task forces may be created or maintained as deemed necessary by the President. Committees shall report to the Board of Directors.

Section 2. Executive Committee

The Executive Committee shall be composed of the Officers as voting members and a General Counsel and immediate Past President of the Association as non-voting members. The President shall appoint a General Counsel, who shall be an attorney at law in good standing, and shall serve pro bono as a member of the Executive Committee. The General Counsel shall advise the Board of Directors on legal matters. If the immediate Past President is unable or elects not to serve, the President may select another Past President to be a member of the Executive Committee.

The Executive Committee shall hold the powers of the Board of Directors between meetings, exercised within the accepted policies and purposes of the Association, and shall inform the Board of Directors of its actions or recommendations before or at the next meeting of the Board of Directors.

Section 3. Nominating Committee

The Nominating Committee shall consist of five Members, at least two of whom change each year. The President, with solicitation of suggestions from the Board of Directors, shall appoint a Director as chairperson and four remaining Nominating Committee members; of these four, two committee members shall be Directors and the remaining two shall be non-Director Members of the Association.

Using a variety of methods to solicit suggestions from Members, the Nominating Committee shall nominate a slate of Officers and Directors for election at the Annual Meeting.

The Nominating Committee shall create a slate that it believes not only helps the Association accomplish its goals, but, to the extent possible, is also representative of the neighborhood with respect to, but not limited to: age, race, gender, religion, class, family status, property ownership or tenancy, and geography within Bolton Hill. The slate, including brief biographies, shall be reported at the April Monthly Meeting of the Board of Directors and included in the April Meeting agenda and Annual Meeting agenda.

The Nominating Committee shall also nominate Members to fill vacancies on the Board of Directors.

Section 4. Membership Committee

The President shall appoint the chair of the Membership Committee and members of the Membership Committee, which shall be responsible for maintaining the membership records of the Association, recruiting new Members, organizing new Member activities, and increasing membership involvement in the activities of the Association.

Section 5. Finance Committee

The Finance Committee shall consist of at least four members. The President shall appoint the chair and members of the Finance Committee, at least half of whom shall be non-Director Members of the Association. The Treasurer shall serve as the Secretary of the Finance Committee.

This Committee shall prepare the Association's annual budget for approval by the Board of Directors. It shall also conduct at least an annual review of fiscal policies and procedures, with any changes or comments reported to the Executive Committee.

The books and accounts of the Association shall be reviewed annually by the Finance Committee, which shall submit a written year-end report to the Executive Committee.

ARTICLE VII. FISCAL POLICIES

Section 1. Fiscal Year

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

Section 2. Budget

The Board of Directors shall consider and approve a proposed budget for the upcoming fiscal year at its April Monthly Meeting.

Section 3. Fiscal Policies

- a. The books and accounts of the Association shall be kept in accordance with sound accounting practices.
- b. With oversight by the Executive Committee, the Treasurer is authorized to incur and pay budgeted expenses of the Association in the amount of not more than \$500.
- c. Expenditures, or any contracts or financial commitments, or any deeds or legal proceedings in excess of \$500 shall be incurred and paid only in accordance with the budget or otherwise approved by the Board of Directors. All checks, drafts, and orders for payment in excess of \$500 require approval by two authorized signatories. The Board of Directors shall resolve annually the Treasurer and at least three other members of the Board of Directors as authorized signatories.
- d. The Treasurer shall submit quarterly financial reports and annual reports to the Board of Directors.

ARTICLE VIII. 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 by any special rules of order adopted by the Board of Directors.

ARTICLE IX. AMENDMENT OF BYLAWS

These Bylaws may be amended, supplemented, suspended, or repealed, in whole or in part, by a two-thirds majority vote of the eligible Members present at any meeting of the Association. No such change of these Bylaws may be voted upon at any meeting unless written notice of the meeting and of the proposed change, stating the substance thereof, shall be given to every Member in the manner specified in these Bylaws, at least two weeks prior to the meeting at which action is to be taken.

Adopted October 5, 2021.