

Hamilton Hills Neighborhood Association, Inc. Bylaws

ARTICLE I: NAME

The name and purposes of the Corporation are set forth in the Articles of Incorporation.

ARTICLE II: BOUNDARIES

The Corporation shall serve the area of the City of Baltimore encompassed by the following boundaries, down the center line of each street:

- a) Perring Manor Road on the north
- b) Echodale Avenue on the south
- c) Harford Road (Echodale to Glenmore), Old Harford Road (Glenmore to Moore), Moore Avenue (Old Harford to Perring Manor) on the east
- d) Perring Parkway on the west

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. All persons 18 years of age or older who reside or own property located within the boundaries, as defined by these bylaws, are eligible to be a member of the Corporation.

Section 2. Consent. An eligible person shall become a Member of the Corporation (Member) by providing written consent and paying membership dues in accordance with the procedures established by the Corporation. An individual's term of membership shall be for the duration of the fiscal year in which they became a member. Individuals are not limited in the number of times they may renew their membership.

Section 3. Dues or Fees. Membership dues shall be set annually by the Board. Annual dues will be collected at each meeting by the Treasurer or deposited electronically. The Corporation's fiscal year shall be January 1 to December 31.

Section 4. Voting. Each Member shall be entitled to one vote. There shall be one class of members of this Corporation.

Section 5. Member Powers. Each Member is eligible to nominate and vote for the election of Directors, bylaws amendments, and dissolution or merger of the Corporation.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Number and Composition of Board of Directors. The number of Directors on the Board (Directors) may vary between a minimum of 3 and a maximum of 9.

Section 2. Eligibility for Board Service. Only Members of the Corporation shall be qualified to hold an elected or appointed position.

Section 3. Terms of Office and Term Limits. Except in cases of emergency appointment, the

term of office for a Director shall be one fiscal year. A Director may be reelected without limitation on the number of terms s/he may serve.

Section 4. Removal. Any elected or appointed Director may be removed, with or without cause, by majority vote of the Members at a membership meeting called by the Board for that purpose OR by a majority vote of the Directors at a board meeting called for that purpose. A Director who has missed 3 consecutive board meetings shall automatically be removed from the Board.

Section 5. Board Vacancies. Vacancies on the Board may be filled by a vote of the Directors currently serving on the Board. A Member appointed to fill a vacancy shall serve until the next election.

Section 6. Powers and Duties of Board. The Board shall be responsible for managing the affairs of the Corporation, and for assuring the Members are informed of business that affects them through reasonable means of notification. The Board must act in the best interest of the Corporation and is not bound specifically to act according to the desire of the majority of Members attending a particular meeting. Elected and appointed Directors have the same powers and responsibilities.

ARTICLE V: OFFICERS

Section 1. Titles and Eligibility. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Only Directors shall be qualified to hold an elected or appointed office.

Section 2. Vacancies. A vacancy in any office shall be filled by a vote of the Board not later than the first regular board meeting following the vacancy or as soon as possible.

Section 3. Duties of Board Officers

- a. President: the President shall be the chief officer of the Corporation and shall act as the chair of the Board and primary point of contact for Baltimore City; shall prepare the agenda for board and membership meetings, preside at all board and membership meetings; enforce the bylaws; establish and oversee all committees; represent the position of the Board and the interests of the Corporation.
- b. Vice President: The Vice President shall assume the duties of the President in his/her absence and when requested.
- c. Secretary: The Secretary shall record and maintain minutes of membership and board meetings, assist the President with correspondence of the Corporation; maintain the non-financial files of the Corporation; provide notice of all membership and board meetings; maintain current and accurate board and membership lists; and to assume the duties of the Vice President in his/her absence.
- d. Treasurer: The Treasurer shall have overall responsibility for all the Corporation's funds. The

Treasurer shall: maintain full and accurate accounts of all financial records and present financial reports at the annual meeting, and as directed by the Board. All Corporation monies are to be deposited in a bank within the boundaries of the Corporation, when possible. The Bank Resolution shall require 2 signatures to withdraw funds or sign checks. Authorized signers shall be the Treasurer and 1 other officer. The Treasurer shall endeavor to secure and maintain the Corporation's corporate and tax exempt status.

Article VI COMMITTEES:

The Board may create such committees with such powers as it deems wise to have, but the Board may not transfer any fiduciary duties to said committees. The President shall appoint a Director to chair each committee. The committees shall perform work specifically tasked by the Board and overseen by the Chairperson, and provide reports or recommendations to the Board following each committee meeting. Committees have authority only with regard to the specific tasks designated by the Board; therefore, regardless of Board resolution, committees may not:

- a) Take any final action on matters that require Board members' approval or approval of a majority of all Voting Members;
- b) Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- c) Amend or repeal Bylaws or adopt new Bylaws;
- d) Amend or repeal any resolution of the Board of Directors;
- e) Appoint any other committees of the Board of Directors or the members of these committees;
- f) Expend corporate funds except for an expressly Board-authorized purpose; or
- g) Approve any transaction to which the corporation is a party.

ARTICLE VII: MEETINGS

Section 1. Membership Meetings

a. Annual Meeting: The annual meeting of the membership shall be held each year in the month of December on the third Wednesday or at a date set by the Board. The business of the annual meeting shall include a report from the board on the state of the Corporation, and the annual election of Directors to the Board. Notice of the annual meeting to the public must be at least 3 days in advance. Notice to Members must be 7 days in advance.

b. General Membership Meetings: general membership meetings will be held at least 3 times a year at a regular day and time set by the Board. General membership meetings must be held at a location with appropriate access and facilities to allow all Members to attend. The membership shall advise the board on current concerns and possible actions. Notice for general meetings to membership and the public must be posted at least 7 days in advance. The Corporation will not hold general meetings in July.

c. Special Membership Meetings: the Board is required to schedule and convene a special membership meeting upon receipt of a petition signed by 50 or more members requesting such a meeting. Notice of special membership meetings to Members and the public must be at least 7

days in advance.

Section 2. Board Meetings. The board shall meet at least 4 times a year to conduct the business of the Corporation. Direct notice to the Directors and individuals known to have an interest in topics on the meeting agenda must be provided at least 1 day in advance.

Section 3. Quorum.

a. Membership Meeting: A quorum for a membership meeting constitutes attendance by 15 members.

b. Board of Directors Meeting: A quorum for a board of directors meeting shall be the majority of the number of Directors in office immediately before the meeting begins.

c. Committee with Board Authority Meeting: A quorum for a meeting of a committee with board authority shall be a majority of the number of committee members immediately before the meeting begins. Advisory committees do not require a quorum to meet.

Section 4. Setting Meeting Agendas

a. Board Meetings: board meeting agendas shall be set by the President.

b. Membership Meetings: membership meeting agendas shall be set by the President. Items can be added to the agenda by written or in-person request of any 2 Members.

c. Committee Meetings: committee meeting agendas are set by the committee's chair.

Section 5. Deliberation and Decision Making. Action is taken by a majority vote of those eligible to vote at a meeting. The procedures for deliberation and decision making shall be established by the Board.

ARTICLE VIII: ELECTIONS

Section 1. Annual Election. Members shall elect the Directors at the annual election. The annual election will be held at the annual meeting during the month of December.

The President will assign the following tasks to one or more Members or committees:

- In cooperation with the Board, seek eligible candidates to run for open Director (and officer) positions.
- If not already established, develop a process for the election, including who will preside over the annual election, and submit it to the Board for approval.
- Establish a process to determine, at the election, who is eligible to vote (e.g. formal membership roster, sign-in check box, voting cards, presentation of formal documentation of eligibility to be a member).
- Provide formal notice of the annual election, which must include the date, time, and

place, the number and type of open seats, who is eligible to vote, the process by which individuals can be nominated, and the process in which members will be asked to prove their member status.

- Prepare ballots and any other materials needed for the election.

Section 2. Election of Officers. The members shall elect the officers at the annual election. Election of the officers requires a majority vote of the membership present. Officers automatically become Directors.

Section 3. Voting Eligibility. All Members are eligible to vote in the annual election.

Section 4. Nomination Process. Time shall be provided at the annual meeting for Members to nominate Members from the floor to be added to the ballot. Nominations from the floor do not require a second. Individuals nominated from the floor must consent to be nominated. Votes for individuals written in on ballots who have not been nominated through the designated nomination process(es) will not be counted. Candidates do not need to be present to be elected.

ARTICLE IX: GRIEVANCE PROCESS

Section 1. Other Forms of Conflict Resolution are Encouraged. All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with directors and members, and/or formal mediation whenever possible.

Section 2. Eligibility to Grieve. A person or group harmed as a result of a decision of this Corporation may file a formal grievance if they believe the action taken by the Corporation violated a provision of these bylaws or a formally adopted policy of the Corporation.

Section 3. Filing a Grievance. Grievances must be submitted, in writing, to the Corporation president and/or secretary, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the Corporation's bylaws which allegedly was violated, describe how the provision was violated and how the Grievant was harmed by this action, and identify the remedy the Grievant is seeking.

Section 4. Initial Review and Response. The Board or the Board's designee will review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found not to meet the criteria, the Board or its designee will inform the Grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

Section 5. Grievance Committee. If the process continues, as per Section 4, the Board, or a committee designated by the Board, shall offer the Grievant an opportunity to present information relevant to the grievance and shall gather other relevant information. The body carrying out the review will develop its findings and recommendations and submit them to the Board.

Section 6. Board Action. The Board shall consider the findings and recommendations and render

a decision on the grievance. The Board shall notify the Grievant of the Board's decision, in writing, within 60 calendar days from the receipt of the grievance.

Remedies may include: acknowledgement of error and appropriate apologies; repeal of a decision; redoing a process—where feasible; rectification of a procedure; or a good faith commitment not to repeat the error.

ARTICLE X: CONFLICT OF INTEREST

The Board has adopted a conflict of interest policy.

ARTICLE XI: NON-DISCRIMINATION

The Corporation will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XII: AMENDMENT OF BYLAWS

All amendments to these bylaws must be proposed in writing. Amendments may be proposed by the Board or by a petition signed by 15 Members and presented to any Director or officer.

The Board shall submit proposed amendments to the members for a reading at a general meeting. The Board shall schedule a vote on the adoption of the amendment(s) at a subsequent general meeting.

Section 1. Notice. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of 7 days before the general meeting at which the amendment(s) will be voted on. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment(s).

Section 2. Adoption. Adoption and amendment of these bylaws shall require a two-thirds (2/3) vote by the members present at a general membership meeting.

Date Adopted: December 11, 2019

Previous Revisions:

Original Bylaws adopted by the Board: September 20, 2000