

Lauraville Improvement Association Bylaws.

Adopted by the General Membership on May 14<sup>th</sup>, 2019

Final edit completed June 7<sup>th</sup>, 2019

**1. NAME AND PURPOSES:**

- a) The name of this corporation is The Lauraville Improvement Association, Inc., hereby referred to as “the Corporation.”
- b) The purposes for which the Corporation, a Maryland nonstock, not-for-profit corporation, is formed are as follows: The Corporation is organized and is to be operated exclusively for charitable and educational purposes, and to promote local civic and social welfare, and more specifically to promote, sponsor, and implement civic, social welfare, and service activities in and for the neighborhood of Lauraville in Baltimore, Maryland, for the purpose of making the neighborhood of Lauraville in Baltimore, Maryland, a more pleasant and desirable place to live by encouraging educational, cultural, and social cooperation with other community groups, organizations and elected officials to keep members informed about events and actions affecting the Lauraville community.

**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 City of Baltimore encompassed by the following boundaries:

Echodale Avenue to the north;  
Harford Road to the east;  
Argonne Drive to the south;

and then to the West –

From Morgan State Campus Road at Argonne Drive, north on Morgan State Campus Road; then continuing east onto East Cold Spring Lane to Charlton Avenue; then continuing northwest on Southern Avenue to its dead end; then the properties on Southern Avenue and Gilray Drive just to Herring Run Drive; then Herring Run Drive to Echodale Avenue.

**4. MEMBERSHIP:**

- a) Membership Requirements: Persons meeting the following criteria shall be Members of the Corporation:
  - i. Be at least 18 years old,
  - ii. Reside within the boundaries (as defined in Section 3 above) of the Corporation, and
  - iii. Pay the annual membership dues.
  - iv. A membership year will be from January 1 through December 31.
  - v. Households having members at the same address shall be limited to two votes.
- b) Voting: Each Member shall have one vote, except as provided above in subsection (a). There shall be no proxy voting.
- c) Termination of Membership: A Member may terminate their 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.

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

**5. BOARD OF DIRECTORS:**

- a) Roles/Duties/Requirements: The management of the Corporation shall be vested in the Board of Directors, made up of elected Officers and Directors (hereinafter, "Board"). The Board shall have general charge of the affairs, property, and assets of the Corporation. It shall be the duty of the Board to carry out the mission and purposes of the Corporation. As each Director, by law, owes fiduciary duties to the Corporation which include remaining well informed and acting in the best interest of the Corporation, each Director shall attend Board meetings and major functions of the Corporation regularly. Each Director must read and understand all governing documents and training.
- b) Classes: There shall be only one class of Directors.
- c) Number/Composition: The Board shall be composed of no more than nine persons and no fewer than five persons.
- d) Election/Vacancies: Every year at an Annual Meeting, the Directors to serve for the ensuing two years shall be elected by the Members, to replace Directors whose terms are ending. All Directors must be Members of the Corporation with at least one year of membership prior to serving as Director. No more than one member of a two-member household may serve on the Board at one time. In electing Directors to the Board, the Members shall seek to maintain a racial and gender composition which is reflective of the population of Lauraville. In addition to filling vacancies that arise due to resignations from the Board between Annual Meetings, new Directors may be elected by a vote of the Members at times other than at the Annual Meeting, as long as such action does not cause the total number of Directors to exceed the maximum set in section 5(c).
- e) Term: Each Director shall serve for a term of two (2) years, and until a successor is duly elected, unless they resign or are removed. Directors elected outside of the Annual Meeting will serve until the next Annual Meeting of the Corporation, at which time they can be nominated and elected for a full two-year term.
- i. The terms will be staggered according to procedures established by the Board of Directors.
- f) Voting: Each Director shall have one vote. There shall be no proxy voting.
- g) Removal: A Director may be removed by a two-thirds vote of the Membership present at any meeting at which there is a quorum.
- h) Board Communications:
- i. All Directors will use an "evergreen" email address in the form of [president.lauraville@gmail.com](mailto:president.lauraville@gmail.com), with the office of each director indicated, that will be passed on to the next person fulfilling their role.

- ii. All Directors will follow the Corporation's policies for maintaining records and documents.
  - iii. The Board of Directors will designate two (2) Directors to act as Administrators of the communication accounts of the Corporation, such as, but not limited to the livelauraville.org website, Facebook, and Instagram accounts.
- i) 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. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.

**6. OFFICERS:**

- a) Election/Vacancies: The Officers shall consist of President, Vice President, Secretary, Membership Secretary, Treasurer, and any other Officer position duly created by the Board. The Officers shall be elected annually by the Directors (who are newly elected or continuing for the second year of their term) at the Board Meeting immediately following the Annual Meeting. The Board shall fill any vacancy occurring in any office from the current Directors and any Officer so elected shall fulfill the term of his/her predecessor.
- b) Term: Officers shall serve a term of one year, and until a successor is duly elected, unless they resign or are removed.
- c) Removal: An Officer may be removed, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum, if the Board by such majority determines that removal of such Officer would be in the best interest of the Corporation. The removed Officer would continue to serve as a Director unless also removed under the process described above in 5(g).
- d) Resignation: An Officer may resign only by submitting a written resignation to the President or to the other Officers if the resigning Officer is the President. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation.
- e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as follows, and shall turn over all Corporate documents and records to the Corporation at the end of the Officers' terms:
  - i. 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 that are ordinarily the function of the office or that are assigned by the Board. The President shall keep one P.O. Box key.
  - ii. 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 and, at the request of the President, assist in the performance of the duties of the President. In the event the office of the President becomes vacant, the Vice President shall automatically become President.

- iii. The Secretary (Recording and Corresponding) shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them at each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes archive of the Corporation.
- iv. The Membership Secretary shall maintain a current listing, with phone numbers and addresses (including mail and email), of the Directors and Members at the Principal Office of the Corporation; take attendance at all meetings; maintain a current membership roster and make such roster available at all meetings where votes may be taken.
- v. 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 and federal and state tax reports; and act as administrator of the electronic payment system. The Treasurer shall keep one P.O. box key.
- vi. Other Officers holding positions created 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 April of each year or at such time as soon as practical thereafter as determined by the Board.
- b) Membership Meetings: Meetings of the Membership shall be held at least four times per year and may be scheduled more often by the President.
- c) Board Meetings: Meetings of the Board shall be held at least four times per year and may be scheduled more often by the President.
- d) Special Meetings: Special Meetings of the Board or Membership shall be held at any time and at any place, preferably public, within the organization's boundaries or nearby to the boundaries, when called by the President or by at least three (3) Directors. Business transacted at Special Meetings shall be confined to the purpose(s) of the meeting stated in the notice of the meeting.
- e) Notice of Meetings: Notice of meetings for the membership shall be in writing (including electronic forms of communication) and mailed or distributed at least ten (10) days and not more than thirty (30) days before the date of the meeting to all persons entitled to vote. Notice of a Special Meeting shall state its purpose(s) and note that it is a Special Meeting, and may be given orally or in writing to all persons entitled to vote; notice of a Special Meeting must be given at least forty-eight hours prior to the meeting. Notice of Board meetings must be given to all Directors at least three (3) days prior to the meeting and may be given orally or in writing.

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- f) Voting/Quorum: Except as otherwise provided in these Bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors of the Corporation shall constitute a quorum at Board Meetings. Twenty (20) members shall constitute a quorum at Membership Meetings. Each person eligible to vote shall have one vote. Votes may be cast only in person except as provided below in 7(g) for directors.
- g) Remote Participation: Directors may participate in Board Meetings and vote on matters discussed therein by means of a conferencing telephone, video conference, or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Board member at the meeting.
8. **ACTION WITHOUT MEETING**: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such unanimous consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
9. **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 Committee Chairs, with the approval of the Board, and a Director to act as liaison with each. The committees shall perform work specifically tasked by the Board, and overseen by the Chairperson, and provide reports and/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.
10. **CONFLICT OF INTEREST**: The Board of Directors shall adhere to the conflict of interest policy adopted by the Corporation.
11. **INDEMNIFICATION**: The Corporation may indemnify Directors, Officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.
12. **COMPENSATION**: The Directors and Officers of the Corporation shall serve without

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compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for expenses reasonably incurred on behalf of and approved by the Board of the Corporation.

- 13. FISCAL YEAR:** The fiscal year of the Corporation shall be from January 1st to December 31st.
- 14. AMENDMENTS:** These Bylaws may be amended by a two-thirds vote of the Members present at any meeting at which there is a quorum, provided the proposed amendment(s) has (have) been submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least twenty (20) days prior to the meeting date.
- 15. NONDISCRIMINATION:** Officers, Directors, employees, volunteers, and persons served shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin or ancestry, sexual orientation, gender identity or expression, disability, socioeconomic status, and political or religious opinion or affiliation. Membership shall be open to all who meet the requirements in Section 4 in a non-discriminatory manner as defined above.

Adopted by the Membership this 14<sup>th</sup> day of May, 2019.

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

Meredith Unfried                      7 June 2019

Secretary

Date