

BYLAWS OF MOUNT CLARE COMMUNITY COUNCIL

March 2021

~~The name of the organization is Mount Clare Community Council. The organization is organized in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c) (3) of the Internal Revenue Code. The Corporation will serve the area of the City of Baltimore encompassed by the following boundaries: Carey Street to the east, B&O Rail Tracks/Carroll Park to the south, Fulton Avenue to the west, and Pratt Street to the north.~~

ARTICLE I

MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors, reviewing the annual budget and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written or electronic notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, ~~and~~ hour, and duration of the meeting, and if for a special meeting, the purpose of the meeting.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors present may adjourn the meeting to

another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. ~~The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.~~

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote unanimously.

ARTICLE II

DIRECTORS

Section 1. Directors. The organization shall be managed by a Board of Directors.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 3 year(s), or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

~~**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.~~

Section 45. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 56. Special Meeting. Special meetings may be requested by the President, Vice President, Secretary, or any two directors by providing a five day notice. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 67. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. ~~A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting.~~ The Board shall keep written minutes of its proceedings in its permanent records.

Section 78. Action Absent A MeetingInformal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth

the action so taken ~~and~~; is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 89. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 910. 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 will appoint a Director to chair each committee. The committees will 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 Directors' 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;
- g) Approve any transaction to which the corporation is a party.

ARTICLE III

OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, Vice President, Treasurer and Secretary. ~~Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.~~

President. The President will organize the meetings of the Members and the 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 which are ordinarily the function of the office, or which are assigned by the Directors.

Vice President. The Vice-President will 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 will automatically become President.

Secretary. The Secretary will keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meetings and distribute them in advance of each meeting; cause to be delivered all notices

of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing with phone numbers and addresses of the Directors. If the offices of the President and Vice-President become vacant, the Secretary and the Treasurer will share in the duties of the President.

Treasurer. The Treasurer will oversee the deposit of funds of the Corporation into the proper accounts of the Corporation, the recordation 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 account for each Board Meeting, and the preparation and filing of all end of year financial reports and federal and state tax reports. If the offices of the President and Vice-President become vacant, the Secretary and the Treasurer will share in the duties of the President.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year ~~term or term years or~~ until a successor has been elected and qualified. The President and Vice President shall serve a ~~one year term with the~~ maximum of three consecutive ~~terms~~ years or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization by a majority vote. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged shall be executed by the President, Vice-President, or Treasurer. ~~or Community Engagement officer.~~

ARTICLE V

AMENDMENT TO BYLAWS

~~The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.~~

ARTICLE VI

DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by a majority of a quorum vote of the members. ~~In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:~~

~~All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or~~

~~conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.~~

ARTICLE VII

MEMBERSHIP

a) Membership Requirements: Persons meeting the following criteria will be Members of the Corporation.

1) Be at least 18 years of age.

2) Reside or own a business within the boundaries of the Corporation or be approved by Board of Directors.

~~3) Sign a membership card and pay the annual membership dues set by the Board of Directors.~~

b) Voting: Members must have attended at least three of the last twelve regular meetings prior to and including a meeting where a vote of the Members is to be called, including at the annual and regular meetings, and in doing so will have one vote. ~~All Members will have one vote.~~ There will be no proxy voting. Decisions of the Members will be by a vote of the majority of those present and qualified to vote and voting at any meeting.

c) Termination of Membership: A Member may terminate his or her membership if the Member gives a written notice to the Board of Directors or the President. A membership will be automatically terminated if a Member does not meet any of the Membership Requirements.

d) Membership will 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.

e) Membership can be revoked by way of a majority vote of the qualified Members and the most current annual fee will be refunded if a member has paid in full.

ARTICLE VIII

NONDISCRIMINATION

The Members, Officers, Directors, Employees, and Persons served by the Corporation will be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

CERTIFICATION

Khanessa Derisca, Secretary of Mount Clare Community Council certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors.

Bylaws Adopted By:

Melanie Scheirer, President

José L. Resendiz, Vice President

Thomas Freeman, Treasurer

Nancy McCormick, Secretary

Nicole McDonald, Board of Director

Tawanna Kane, Board of Director

Louis Williams III, Board of Director

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors.

Nancy McCormick, Secretary