

**BYLAWS
of
THE WESTFIELD NEIGHBORHOOD IMPROVEMENT ASSOCIATION, INC.**

**ARTICLE ONE
NAME AND PURPOSES**

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

**ARTICLE TWO
PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the Corporation shall be designated by the Board of Directors.

**ARTICLE THREE
BOUNDARIES**

The Corporation shall serve the area of the City of Baltimore encompassed by the following boundaries (including both sides of each street):

Northern Parkway to the North;
Alta Avenue to the East;
Glenmore Avenue to the South; and
Old Harford Road to the West.

**ARTICLE FOUR
MEMBERSHIP**

Section 1. Membership Requirements: Persons meeting the following criteria shall be Members of the Corporation:

- (1) Be at least 18 years of age;
- (2) Reside within the boundaries (as defined in Article 3 above) of the Corporation; and
- (3) Pay the annual membership dues as set by the Board of Directors.

Section 2. Voting. Each member shall have one vote. There shall be no proxy voting.

Section 3. Termination of Membership. A Member may terminate a membership if the Member sends written notice to the Board of Directors or the President. The board of directors, by affirmative vote of 2/3 of all the members of the board, may suspend or expel a member for cause after an appropriate hearing.

Section 4. Reinstatement. On written request signed by a former member and filed with the secretary, the board of directors may reinstate such former member to membership on such terms as the board of directors may deem appropriate.

Section 5. Privileges: Membership shall entitle Members to participate in the programs of the Corporation, to elect the Board of Directors of the Corporation, to adopt and amend these Bylaws, and to vote on those issues referred by the Board for a Membership vote.

**BYLAWS
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**ARTICLE FIVE
BOARD OF DIRECTORS**

Section 1. Role/Duties/Requirements. The management of the corporation shall be vested in a board of directors. 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. Each Director shall regularly attend Board and Membership meetings and major functions of the Corporation and serve on one or more committees. Directors must be Members of the Corporation.

Section 2. Classes: There shall be only one class of Directors.

Section 3. Number/Composition. The Board shall be composed of no more than ten (10) persons and no less than three (3) persons.

Section 4. Election/Vacancies. At every Annual Meeting, the Directors to serve for the ensuing term shall be elected by the Members. In electing Directors to the Board, the Members shall seek to maintain a racial and sexual composition which is reflective of the population of Westfield. In addition to filling vacancies, including those that arise due to resignations from the Board between Annual Meetings, new Directors may be elected by 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 this Article.

Section 5. Term: Each Director shall hold office for a term of one year or until a successor is duly elected, or until he or she resigns or is removed. No person shall serve more than three consecutive full terms on the Board of Directors, except 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 the first of a possible three additional full one-year terms.

Section 6. Voting: Each Director shall have one vote. There shall be no proxy voting.

Section 7. Removal: A Director may be removed, without cause, as determined by a two-thirds vote of the Membership present at any meeting at which there is a quorum.

Section 8. 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.

**ARTICLE SIX
OFFICERS**

Section 1. Election/Vacancies. The officers of the corporation shall be a president, vice-president, secretary, treasurer, and such other officer position duly created by the Board. The Officers shall be elected annually by the Membership at the Annual Meeting, and when so elected, those Officers shall also be simultaneously elected to the Board of Directors. Only

BYLAWS
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Directors are eligible for election as Officers. 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.

Section 2. Term. Each officer shall serve a term of one year or until his or her successor has been duly elected, or until he or she resigns or is removed. There shall be no term limits.

Section 3. Removal: An Officer may be removed, without cause, as determined by a two-thirds vote of the Directors present at any Board Meeting at which there is a quorum.

Section 4. 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.

Section 5. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board. Officers shall perform duties that are ordinarily the function of the office or that are assigned by the Board, including the following:

- (1) 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, and serve as the representative of the Corporation in meetings and discussions with other organizations and agencies.
- (2) 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 that the office of the President becomes vacant, the Vice-President shall automatically become President.
- (3) The Secretary 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 in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; maintain the minutes book of the Corporation and a current listing, with phone numbers and addresses (including mail and email), of the Directors and Members at the Principal Office of the Corporation; and make the current membership roster available at all meetings where votes may be taken.
- (4) The Treasurer shall 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 accounts for each Board meeting; and the preparation and filing of all year-end financial reports and federal and state tax reports.

**BYLAWS
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(5) 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.

**ARTICLE SEVEN
MEETINGS**

Section 1. Annual Meeting. An annual meeting of the corporation shall be held in the month of January in each year or at such time as soon as practical thereafter as determined by the Board.

Section 2. Membership Meetings: Meetings of the Membership shall be held at least quarterly and may be scheduled more often by the President.

Section 3. Board Meetings: Meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

Section 4. Special Meetings. Special Meetings of the Board or Membership shall be held at any time and at any place within the organization's boundaries when called by the President or by at least three Directors. Business transacted at Special Meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 5. Notice of Meetings. Notice of Membership and Board Meetings (including the Annual Meeting) shall be in writing (which includes electronic communications) and delivered at least ten (10) days and not more than thirty (30) days before the date of the meeting. Notice of a Special Meeting shall state that it is a Special Meeting and include the purpose(s) of the meeting, and may be given orally or in writing (which includes electronic communications) at least forty-eight (48) hours prior to the meeting time. All persons entitled to vote at a meeting must receive proper notice of the meeting.

Section 6. 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-five percent (25%) of the Membership shall constitute a quorum at Membership Meetings.

Section 7. Remote Participation: Directors may participate in Board Meetings and vote on matters discussed therein by means of a telephone or 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 Director at the meeting.

**ARTICLE EIGHT
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 (including electronic communications) setting forth the

**BYLAWS
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action so taken is given 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.

**ARTICLE NINE
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:

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

**ARTICLE 10
CONFLICT OF INTEREST**

A conflict of interest policy has been adopted by the Corporation.

**ARTICLE ELEVEN
INDEMNIFICATION**

The Corporation shall indemnify (A) its Directors and Officers, whether serving the Corporation or at its request any other entity, to the full extent required by the General Laws of the State of Maryland now or hereafter in force, and (B) other employees and agents to such extent as shall be authorized by the Board. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such bylaws, resolutions, or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the Articles of Incorporation of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

**BYLAWS
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**ARTICLE TWELVE
COMPENSATION**

The Directors and Officers of the Corporation shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for direct expenses reasonably incurred on behalf of the Corporation.

**ARTICLE THIRTEEN
FISCAL YEAR**

The fiscal year of the corporation shall be from January 1st to December 31st.

**ARTICLE FOURTEEN
AMENDMENTS**

These Bylaws may be amended by a majority vote of the Members 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 ten (10) days prior to the meeting date.

**ARTICLE FIFTEEN
NONDISCRIMINATION**

The organizations, Directors, Officers, employees, and persons served by the Corporation shall be selected in a non-discriminatory manner with respect to age, gender, race, skin color, national origin, sexual orientation, socioeconomic status, and political or religious opinion or affiliation.

Adopted by the Membership this ___ day of _____, 2017.

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.

Secretary

Date