

The Hampden Community Council, Inc.

BYLAWS

Article I: Name and Purposes

The name and purposes of the Corporation are set forth in the Articles of Incorporation (as may be amended from time to time).

Article II: Principal Office of the Corporation

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

Article III: Boundaries

The boundaries of the Hampden Community Council (the "Council") are 40th/41st Streets to the north, the Jones Falls Expressway to the west, Wyman Park to the east, and Wyman Park Drive to the south (the "Boundaries").

Article IV: Membership

- A. **Membership Eligibility:** Membership in the Council shall be open to any interested individual, family, business, property owner or non-profit organization that resides in or serves within the Boundaries of the Council. Membership in the Council shall also be open to any interested individual, family, business, property owner or non-profit organization that resides in or serves any adjacent neighborhood, as recognized by the City of Baltimore.
1. Individual membership provides for one (1) Member. Family membership provides for up to two (2) Members.
 2. Organizational membership provides for one (1) Member representing the business or non-profit, chosen by the owner(s) or Board of Directors of the organization.
- B. **Membership Requirements:** Members shall be those who pay dues as established by the Corporation in accordance with *Article IV.D.* of the Bylaws, and who attend at least two meetings in the proceeding twelve (12) months. Members must sign in to each meeting (see *Article VII.A.*) in order to be counted for such purposes.
- C. **Voting:** Each Member shall have one vote on any matter presented for a Membership vote. There shall be no proxy voting. All questions concerning voting eligibility will be determined by the Vice President in consultation with the Treasurer.
- D. **Dues:** Annual membership dues shall be set by the Board of Directors at a Board Meeting prior to January 1 of each year. Membership dues shall be due February 28th of each year for that full calendar year. Memberships shall expire December 31 of that year. Members may

join at any time during the year, but will be subject to the full amount set by the Board for that year. Membership dues shall not be raised retroactively.

- E. **Termination of Membership:** The Member may terminate a 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 pay the annual dues in accordance with *Article IV.D*. No Member of the Council shall speak for, or on behalf of, the Council without specific authority of the President. The Board of Directors shall have the right to terminate Members who violate Council policies.

Article V: Board of Directors

- A. **Role/Number/Composition:** The Board of Directors (Directors) shall consist of no less than five (5) and no more than seventeen (17) Members. To qualify as a Director, an individual must be a Member in accordance with *Article IV*, and must be over the age of 18 at the time of the election.
- B. **Elections/Vacancies:** At each Annual Meeting, as set forth in *Article VII.A.*, the Directors and Officers for the ensuing year shall be elected by the Members.
1. **Nominations:** Nominations are due to the Nominations Committee 6 weeks before the Annual Meeting. Nominations shall be printed in the Newsletter approximately 4 weeks prior to the Annual Meeting and the Newsletter will be available at the Membership meeting immediately preceding the Annual Meeting. Nominations may also be posted on the Council's website (Hampden Happenings) and other social medium, including the Council's Facebook page. Nominations shall be presented to the Members at the Annual Meeting. Additional nominations from the floor may be accepted at that time.
 2. **Write-In Candidates:** Space shall be provided on the ballot for writing in the names of additional Write-in Candidates. Write-in Candidates ineligible for election according to *Article V.A.* and *Article IV* shall not be counted.
 3. **Absentee Ballots:** Members may request absentee ballots from the President. Requests for absentee ballots must be made after Nominations are printed in the Newsletter or posted on the Council's website or social medium, and at least five (5) days prior to the Annual Meeting. Absentee ballots must be received by the Council prior to the Annual Meeting. Members who vote by absentee ballot waive their rights to vote on nominations from the floor.
 4. **Vacancies:** Vacancies occurring between annual meetings may be filled for the balance of the term by election of the remaining Directors. Between annual meetings, the Board may increase directors to serve the remainder of the term by a majority vote so long as additional Directors do not exceed the limitations in *Article V.A.*

5. **Voting:**

- I. **Directors:** A candidate for Director (other than an Officer position) must at least ten percent (10%) of eligible votes cast in order to be elected to the Board of Directors. Candidates shall be elected to the Board based on number of votes received until all such positions for Director are filled.
- II. **Officer:** A candidates running unopposed for Director (as an Officer – President, Vice President, Treasurer, and Secretary) must receive at least ten percent (10%) of eligible votes cast in order to be elected to the Board. If more than one candidates is running for an Officer position, the candidate who receives the most votes shall be elected.

6. **Results:** The President shall announce the results of the elections at the Annual Meeting of the membership.

- C. **Term:** The term of office is one (1) year or until a successor is duly elected. The newly elected Directors shall assume office starting January 1.
- D. **Removal:** Directors who are absent from three (3) board meetings within one year may be removed by a vote of the majority of the Directors. A Director may be removed by a majority of the Board if he or she fails to carry out their duties as a Director as stipulated in these Bylaws and other policies. Removal shall be by ballot of the Directors.
- E. **Resignation:** A Director may resign by submitting a written resignation to the President, or to the other Directors if the resigning officer is the President.

Article VI: Officers

- A. **Role/Number/Composition:** The Officers shall consist of President, Vice-President, Secretary, Treasurer, and such additional Officers as the Board may from time to time appoint. Individuals elected to Officer positions also serve as directors.
- B. **Election/Vacancies:** The Members shall elect Officers annually at the same time Members elect Directors, in accordance with the procedures outlined in *Article V.B.* Each candidate may run for only one Officer position. The Directors by majority vote shall fill any vacancy occurring in any office and any Officer so elected shall fulfill the term of his/her predecessor.
- C. **Term:** Officers shall serve a term of 1 year, and until their successors are elected, or until they are removed for cause. No person shall serve more than four (4) consecutive full terms in the same Officer position.
- D. **Removal:** Officers who are absent from three (3) board meetings may be removed by a vote of the majority of the Board of Directors. An Officer may be removed by a majority of the Board if he or she fails to carry out their duties as an Officer as stipulated in the Bylaws and

other policies, including Code of Conduct and Conflict of Interest policies. The Officer whose removal is being voted on shall not be qualified to vote on such removal.

- E. **Resignation:** An Officer may resign by submitting a written resignation to the President, or the Secretary if the resigning officer is the President.
- F. **Authority and Duties:** The Officers shall have the authority and responsibility delegated by the Board and as follows:
 - 1. **The President shall:** preside over all meetings of the Board of Directors, the General Membership, and the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after the Board approves them; serve as the principal public spokesperson of the Council; act as a liaison between the other officers and members of the Board of Directors, committee chairpersons; and otherwise perform all duties which are ordinarily the function of the office, or which are assigned by the Board of Directors.
 - 2. **The Vice President shall:** to the extent desired by the President, assist in the execution of the duties and functions of that office; assume the responsibilities of the President if the President is unable to temporarily perform his or her duties; maintain the Membership database and monitor membership dues along with the Treasurer; and keep records of attendance at Membership meetings.
 - 3. **The Secretary shall:** keep minutes of all meetings; disseminate approved minutes to the Council Membership and the Board of Directors; correspond; hold all minutes of committee meetings once approved and submitted; maintain files of all official documents, financial reports, minutes/summaries of meetings, treasurers' reports, and others as determined by the Board of Directors; and perform all duties normally pertaining to the Office of the Secretary.
 - 4. **The Treasurer shall:** keep accurate financial records of all Council funds; develop and comply with procedures for check requests and approval of expenditures, reimbursements, and other procedures; report the financial condition of the Council at each regular Board of Directors and Membership meeting; ensure all moneys received by or for the Council be deposited in the account of the Council within ten days of receipt; provide the Board of Directors with a budget by the second regularly scheduled Board meeting of each year for the approval of the Directors; ensure all drafts and checks exceeding \$1,000 are co-signed by the President and the Treasurer; sign checks under \$1,000; pay all Council bills and invoices within 30 days of receipt, or by the due date indicated, whichever is sooner; and maintain all insurance policies, including general liability, directors and officers, oversee the preparation and filing of all end of year financial reports, including state and federal tax returns, and perform other duties deemed relevant to the interests of the organization and approved by the Board.

Article VII: Meetings

- A. **Membership Meetings:** shall be held at least six (6) times per calendar year. The Board of Directors shall determine the place and time of the meeting.
1. **Notice:** Written notice stating the place, day, and hour of the meeting of members shall be posted on the Council's website, Facebook page, newsletter, and/or other social medium not less than seven (7) days and not more than thirty (30) days before the date of the meeting. Notice of Special Meetings shall state the place, day, and hour of the meeting, and shall be posted on the Council's website and emailed to the Membership two (2) days prior to the meeting,
 2. **Open Meetings:** All Membership meetings shall be open to the general public.
 3. **Annual Meeting:** The Annual Meeting of the Council shall be held in November or December.
 4. **Special Meetings:** The President or Board of Directors may call special meetings of the membership. Notice of said meeting follows procedures outlined in *Article VII.A.1.* above.
 5. **Quorum:** A quorum shall consist of ten percent (10%) of Members. Only those members present in person shall be counted to determine the presence of a quorum.
 6. **Voting on Council Business:** A quorum is necessary to vote on council business at a meeting of the general membership. A motion approved by a majority vote of eligible members present at said meeting shall be considered the act of the Council.
- B. **Board of Directors Meetings:** shall be held at least six (6) times per calendar year. The Board of Directors shall determine the place and time of the meeting.
1. **Notice:** Written notice stating the place, day, and hour of the meeting of directors shall be sent to each Director by email, letter, or printed in the newsletter not less than seven (7) days and not more than thirty (30) days before the date of the meeting. Written, electronic, or printed notice of Special Meetings shall be sent to each Director by email or letter not less than two (2) days before the date of the meeting.
 2. **Special Meetings:** The President or four (4) Directors may call a Special Meeting.
 3. **Meeting Attendance:** General Members and non-member guests may attend Board meetings upon the majority vote of the board of directors.
 4. **Quorum:** A majority, (50% +1) of Directors shall constitute a quorum. Directors must be present in person, by phone, or by other means of telecommunications. Directors may participate in a meeting by means of a conference telephone or similar communications equipment so long as all persons participating in the meeting can

hear each other at the same time. Participation in a meeting by those means shall constitute presence in person at the meeting.

5. **Acts of the Board of Directors:** The act of a majority of the Board of Directors members entitled to vote at a meeting at which a quorum is present shall be the act of the Board of Directors, except where a greater majority is required by the bylaws.
 6. **Action Without Meeting:** Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, such as by electronic vote. Such action shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
- C. **Waiver of Notice:** Whenever any notice is required to be given under the Articles of Incorporation, the Bylaws, or by law, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article VIII. Committees

- A. **Role/Number/Composition:** There shall be two (2) types of committees: Standing and Ad Hoc. Committees shall consist of at least two (2) Members.
1. Standing Committees are essential functions of the Council and shall be established through the Bylaws. There are eight (8) standing committees: Executive Committee, Clean & Green Committee, Education Committee, Elections Committee, Fundraising Committee, Media Committee, Public Safety Committee, and Zoning & Land Use Committee.
 2. Ad Hoc committees may be established by majority vote of the Board of Directors or by the President with the approval of the Board of Directors. Ad Hoc committees established by the Board of Directors are considered to be ongoing until discontinued by the Board of Directors through a majority vote. Committees established by the President may expire with the term of the President.
- B. **Rights and Responsibilities:**
1. **Recommendations:** Committee shall make recommendations to the Board of Directors for a vote. Committees are required to submit work plans with budgets each year for consideration. Committees cannot take action without the approval of the Board of Directors. Committee Members, including Chairpersons, shall not have decision making or speaking authority on behalf of the Council, unless approved by the President or Board of Directors.

2. **Budget and Work Plans:** All committee budget plans are approved by a vote from the Board of Directors. Any changes to the budget plans shall also be approved by a vote of the Board of Directors.

C. Chairpersons

1. **Qualifications:** To qualify to serve as a Chairperson, an individual must be a Director in accordance with *Article V*.
2. **Election/Vacancies:** The President, with approval of the majority of the Board of Directors, shall appoint a Chairperson for each Committee. All such appointments must be approved by the Board either prior to the appointment or ratified at the next Board meeting. The Directors shall fill any vacancy occurring in any Chairperson position and any Chairperson so elected shall fulfill the term of his/her predecessors.
3. **Term:** Chairpersons shall serve a term of 1 year, concurrent with the Board of Directors' term, until their successors are elected, or until they are removed or resign.
4. **Removal:** A Chairperson may be removed by a majority of the Board if he or she fails to carry out their duties as a Chairperson as stipulated in the Bylaws and other policies.
5. **Resignation:** A Chairperson may resign by submitting a written resignation to the President, or to the Secretary if the resigning Chairperson is the President.
6. The Chairperson of each Committee shall be responsible for selecting Committee Members. The Chairperson shall also provide a work plan and budget for that Committee's activities for the term to be approved by a majority of the Board of Directors.

D. Standing Committees:

1. **The Executive Committee** shall consist of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Corporation and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.
2. **The Education Committee** shall serve as a liaison to the various education facilities in Hampden whether private, public, or charter school; attend events as deemed necessary concerning education in Hampden; recommend actions to the Board as deemed necessary; and provide an update to the community of all matters brought to

the Board to the through either a submission in the Hampden Happenings or at the General Meeting.

3. **The Elections Committee** shall consist of at least two (2) Directors. The Elections Committee is responsible for the administration of elections for Board of Directors. The committee will consider all recommendations for nominations, and may seek to nominate a minimum of two (2) candidates for each office under consideration. Members and Directors will be invited to submit recommendations to the Nominations Committee for consideration as Directors. The Nominations Committee may seek to recruit candidates that reflect the diversity and balance of the Council's resident membership. The Nominations Committee shall count all ballots.
4. **The Environment Committee** shall serve as a liaison to other area residents, community groups and other organizations in matters concerning the cleanliness and sustainability of Hampden; attend events as deemed necessary concerning cleanliness and sustainability in Hampden; recommend actions to the Board as deemed necessary; and provide an update to the community of all matters brought to the Board through either a submission in the Hampden Happenings or at the General Meeting.
5. **The Fundraising Committee** shall review the Council's fundraising needs on an annual basis at minimum, in conjunction with the annual budget as required in *Article VI.F.4*, and determine a fundraising goal for the upcoming year; organize fundraising event(s) and work with the Newsletter and Media Committee to disseminate information concerning these events; determine appropriate partners and organizations to assist with fundraising; and provide an update to the community of fundraising events through either a submission in the Hampden Happenings or at a General Membership Meeting.
6. **The Media Committee** shall ensure that the monthly Hampden Happenings newsletter is completed in a timely manner and made available through website, email, and social media sites; manage the Council's website and social media accounts; approve and disseminate all press releases completed by the Council; and ensure that any person that is speaking on behalf of the Council has been granted authority by the President or Board.
7. **The Public Safety Committee** shall serve as a liaison to the various law enforcement, public safety, and social service agencies that serve the Hampden Community; attend events as deemed necessary concerning public safety in Hampden; recommend actions to the Board as deemed necessary; plan and conduct events to improve the safety and general welfare of the Hampden community; and provide an update to the community of all matters brought to the Board through either submission in the Hampden Happenings or at a General Membership Meeting.
8. **The Zoning & Land Use Committee** shall meet with interested developers and other parties to obtain knowledge of proposed projects that may impact Hampden;

determine an appropriate recommendation for the Board based upon the information provided to the Zoning and Land Use Committee, based upon a majority vote of the members of the Zoning and Land Use Committee; provide an update to the community of all matters brought to the Board to the through either a submission in the Hampden Happenings or at the General Meeting; attend various zoning, liquor board and public hearings as determined to be appropriate by the Zoning and Land Use Committee. No member may speak on behalf of the Council at these hearings unless specifically granted permission by the President or Board.

Article IX. Fiscal Year

The fiscal year of the Council shall begin January 1 and end December 31.

Article X. Financial and Insurance Provisions

- A. **Independent Auditor:** The Board of Directors shall employ an independent auditor to conduct an annual financial audit of the Council accounts should the amount of annual revenue exceed \$100,000.00.
- B. **Designated Fund Reserve:** There may be a designated fund reserve established for the purposes of assuring that the Council is in a position to address financial emergencies. Proposed expenditures from the fund shall be primarily for non-recurring expenses, must be reviewed by the Board of Directors, and may be expended from the fund following an affirmative vote of a majority of the Board of Directors.
- C. **Grants and Gifts:** The Board of Directors may accept on behalf of the Council any contribution, grant, gift, bequest, or devise for the general purposes of the Organization.
- D. **Insurance:** The Board of Directors shall ensure that insurance policies are kept in place to protect the organization and its members.
- E. **Reimbursements:** Any reimbursement over \$100 issued from any HCC account needs the approval of a majority of the Board of Directors. Any reimbursement in any amount issued from any HCC account issued to an original signature on the same account needs to be signed by one of the other original signatures.

Article XI. Indemnification

The Council may indemnify Directors, Officers and agents of the Council to the fullest extent required or permitted by the General Laws of Maryland.

Article XII. Conflicts of Interest

The Board has adopted a Conflict of Interest Policy. Each Director shall acknowledge receipt of the Conflict of Interest Policy and agree to abide by said policy. Appointment to the Board is

contingent upon such acknowledgment and agreement. Directors are obligated to advise the Board as to any conflicts of interest that said Director may have upon taking office and shall be obligated to advise as to any conflicts of interest that may arise after appointment and during said Director's term.

Article XIII. Nondiscrimination

The organizations, officers, directors, employees and persons served by the Council shall 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.

Article XIV. Amendments

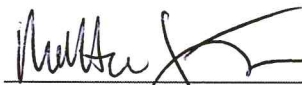
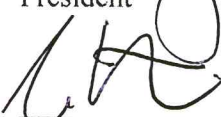
The Bylaws may be amended by a 2/3 majority vote of the Board of Directors. The exact language of any Bylaw Amendment adopted shall be published in Council's newsletter, or made available on the Council's website, within thirty (30) days of adoption by the Directors.



Article XV. Other Published Policies

In any matter not covered by the Bylaws where there is now, or may be in the future, an existing and published policy approved by the Board of Directors, the same shall prevail to the extent it is consistent with the Council's Articles of Incorporation, the Bylaws, and State and Federal law.

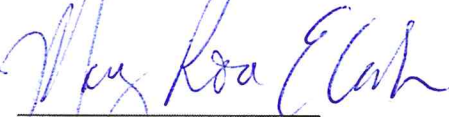
ADOPTED BY THE BOARD OF DIRECTORS ON January 21, 2019.

Signatures:

	2-18-19
President	Date
	2/18/19
Vice-President	Date

	2/18/19
Treasurer	Date
	2/25/19
Secretary	Date

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 Board of Directors.

	2/25/19
Secretary	Date