

BYLAWS OF SETON HILL ASSOCIATION, INC

Article I

NAME AND PURPOSES: The name and purposes of the Association are set forth in the Articles of Incorporation.

01. Summary of purpose: To promote the interest and welfare of the residents and businesses in Seton Hill and its environs and, for that purpose, to aid in the structural, historical, environmental, and aesthetic preservation and rehabilitation of Seton Hill.



Article II

PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Association shall be as designated by the Board. The Association shall exist within the following boundaries: On the northwest by the center of Martin Luther King Jr. Blvd, on east by the center of N Eutaw St (including all properties binding on the east side of the 600 block of N Eutaw St), and on the south by the center of W Franklin St of the Seton Hill Historic District in the City of Baltimore, which is bounded on the West by the center of Pennsylvania Avenue, on the South by the center of Franklin St., on the East by the center of Eutaw St., (including the East side of North Eutaw St.) on the North East by the center of McCulloh St. and on the Northwest by the center of Orchard St.



Article III

MEMBERSHIP:

01. Membership requirements: Persons of at least eighteen years of age shall be eligible for membership in the Association if they meet the following criteria:

- i. Resident (tenant or resident homeowner) of Seton Hill
- ii. Non-resident owner of home within Seton Hill
- iii. Business, Institution within Seton Hill
- iv. Neighboring non-resident of Seton Hill

02. Payment of dues: Membership dues shall be in such amount, for the category of membership, as set by the Board of Directors. The membership year runs from October 1 to September 30th. Dues that are not received by October 1 shall be deemed delinquent.

03. Voting: Only members of categories 1, 2, and 3 who are present and in good standing may vote at meetings of members of the Association, provided they have attended at least one meeting as a member of the Association in the last 126 months. All members shall have one vote. There shall be no proxy voting, absentee ballots will be pre-announced and allowed for the annual election and other board specified votes.



04. Termination of Membership: A membership may be terminated by the Member if written notice is sent to the Board of Directors or the President. A membership will be automatically terminated if a member does not pay the annual dues within 2 months of the due date.

Article IV

BOARD OF DIRECTORS/OFFICERS:

01. Number/Composition: There shall be seven officers who shall serve as members of the Board of Directors. The officers shall consist of President, Vice-President, Secretary and Treasurer, who form the Executive Committee, and three additional officers.

02. Nominations/Election: Any person eligible to vote, who has been a member in good standing for six months, shall be eligible to be a candidate for office. The Nominating Committee shall present a slate of at least one candidate for each office to be filled. The slate shall be read at the previous meeting of the Board of Directors and shall be included in the Newsletter/notice to membership at least two weeks prior to the annual meeting. Additional nominations by members in good standing may be made from the floor at the annual meeting.

The officers to serve for the ensuing year shall be elected at the annual meeting of the Corporation by a majority vote of the Members present and entitled to vote, if there is a quorum. In electing Officers to the Board, the Membership shall seek to maintain a racial and sexual composition that is reflective of the Membership.



03. Term/vacancies: Each Officer shall hold office for a term of one year or until a successor is duly elected. Vacancies that occur between annual meetings shall be filled by a vote of the Board or by the Members; persons so elected shall fulfill the term of his/her predecessor. An officer may stand for re-election in the same office for up to three successive terms. An officer may also run for a different office.

04. Voting: Each Director shall have one vote; there shall be no proxy voting.

05. Removal: An officer may be removed with good cause as determined by a two-thirds vote of the Board present or a majority of the Members present at any meeting at which there is a quorum.

06. Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning Director is the President.

07. Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as stated in these Bylaws.

The President shall: prepare the Agenda for, preside at and conduct all meetings of the board; sign all contracts and agreements in the name of the Corporation after they have been approved by the Board; normally serve as the representative of the Corporation in meetings and discussions with other organizations and agencies.

The Vice-President shall: perform the duties of the President if the President is unable to do so or 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.

The Secretary shall: keep accurate records and minutes of all meetings of the Association; 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 meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation.

The Treasurer shall: be responsible for all funds of the Association and receive and deposit all such funds into the proper account; record and monitor receipts and disbursements from such account or accounts; keep accurate books and records of the finances of the Association; prepare a financial accounting for each Board meeting; and prepare all end of the year accounting and file all federal and state tax reports.

Other officers shall: perform such duties as may be specified by the Membership, the Board or officer given authority over them.

Article V

MEETINGS:

01. Annual Meeting: The Annual Meeting of the Membership of the Association shall be held in the month of October of each year or at such time as soon as practical thereafter as determined by the Board of Directors.

02. Regular Board Meetings: Regular meetings of the board shall be held once every 3 months and may be scheduled more often by the President.

03. Regular Membership Meetings: Regular meetings of the Membership shall be held at least six times per year.

04. Special Meetings: Special meetings of the Board or Membership shall be held at any time and any place within the boundaries as set forth in article 2 when called by the President, by at least three Directors, or 20% of the General Membership. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

05. Notice of Meetings: Notices of regular meetings and of the Annual Meeting of the Membership, shall be e-mailed to the members e-mail list; and posted on the website Setonhill.org ~~and on the Community Notice Board in St. Mary's Park or shall be in writing and delivered at least 7 days and no more than 30 days before the day of the meeting.~~ In addition a calendar of yearly meetings will be distributed annually. Notices of special meetings shall state that it is a special meeting being called and may be given in writing at least 24 hours prior to the meeting time. All persons entitled to vote at the meeting must receive proper notice of the meeting.

06. Quorum: At meetings of the Board of Directors the presence of 5 members shall constitute a quorum. In General Membership meetings attendance by 20 percent of members entitled to vote at the meeting shall constitute a quorum. ~~All decisions shall seek a formal consensus of those present and entitled to vote at the meeting. A decision that achieves the consensus of those present and entitled to vote at a meeting at which a quorum is present shall be the act of the Association. In the event that those present and entitled to vote cannot reach a consensus on an issue, a vote may be made where a~~ majority vote shall consist of two thirds of those present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.

07. Phone of Video Conference: The Board shall make reasonable efforts to provide a means for members to attend meetings by phone or video conference.

Article VI

COMMITTEES: The Board of Directors may create such committees as it deems wise to have. The President shall appoint persons to chair and serve on these committees, including persons who are not Directors of the Association. All such appointments must be approved by the Board either prior to the appointment or ratified at the next Board meeting.

Article VII

INDEMNIFICATION: The Association may indemnify Directors, officers, employees and agents of the Corporation to the fullest extent required and permitted by the General Laws of Maryland.

Article VIII

FISCAL POLICIES:

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

02. All checks, drafts and orders for payment ~~in excess of \$500~~ shall bear signatures of ~~two of the following officers: the Treasurer, and the President, or Vice President. No officer may sign a payment to themselves.~~

03. The Board of Directors shall by a two-thirds majority approve any contracts or financial commitments in excess of \$500, and any deeds or legal proceedings.

04. The books and accounts of the Association shall be kept in accordance with sound accounting practices and shall be reviewed annually by the Executive Committee whose written report shall be submitted for action to the Board of Directors.

06. Access to electronic banking shall be accessible by the Treasurer and the President.



05. The Board of Directors shall hold Directors and Officers insurance.



Article IX

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, 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 consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

Article X

MEETING ORGANIZATION:

Roberta's Rules of Order, shall be the authority for all matters of procedure not specifically covered by these Bylaws or the Charter of the Association.

Article XI

AMENDMENTS: These Bylaws may be amended by a majority vote of the board of Directors or the Members provided the proposed amendment(s) has (have) been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least 10 days prior to the meeting date.

Article XII

NOTICE IN WRITING: If a provision of these Bylaws requires a record to be in writing, an electronic record shall satisfy the provision.



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I, the undersigned, being Secretary of the Association, hereby certify that the above is a true, complete and accurate copy of the Bylaws as adopted by the Board of Directors

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Secretary
Adopted January 2005, amended 2008

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