

BYLAWS OF SETON HILL ASSOCIATION, INC

1. **NAME AND PURPOSES:** The name and purposes of the Association are as set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE ASSOCIATION:** The principal office of the Association shall be designated by the Board of Directors.
3. **BOUNDARIES:** The Association shall serve the area of the City of Baltimore encompassed by the following roughly-triangular boundaries:

on the Northwest, by Martin Luther King Jr. Blvd;
on the East, by N. Eutaw St *but including both sides of the 600 block section of N. Eutaw St*; and
on the South, by W. Franklin St.

4. **MEMBERSHIP:**

- a) Membership Requirements: Persons meeting the following criteria shall be Members of the Association:
 - i. Be at least 18 years of age; and
 - ii. Fulfill the annual membership dues requirements, if any, as set by the Board of Directors; and
 - iii. EITHER:
 - For Vote-eligible Members, meet one of the following criteria:
 1. Reside within the Association Boundaries (as defined in Section 3 above), as tenant or resident homeowner; or
 2. Own a residence within the Association Boundaries but not reside there (with each such residence being limited to two memberships); or
 3. Be a designated representative from a business or institution located within the Association Boundaries (with each such entity being limited to one membership);

OR

 - For Non-voting Members, reside in a community neighboring Seton Hill and receive affirmative approval by the Board as a Nonvoting Member, decided in the Board's sole discretion.

- b) Voting: Each Vote-eligible Member who is present and is current on dues, shall have one vote at meetings of members of the Association, provided they have also attended at least one meeting as a member of the Association in the previous 12 months. There shall be no proxy voting. Non-voting Members have no votes. Absentee ballots for the annual election will be pre-announced and allowed by the Board. The Board may also, in circumstances that the Board determines to be of significant impact, pre-announce and allow for absentee ballots in voting on a matter, solely at the Board's discretion.
- c) Termination of Membership: A Member may terminate a membership if the Member sends written notice to the Board of Directors or the President. A membership will

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automatically be terminated if a Member does not meet the Membership Requirements, including payment of annual membership dues within 2 months of the due date.

- d) Privileges: Membership shall entitle Vote-eligible Members to participate in the programs of the Association, elect the Board of Directors of the Association, adopt and amend these Bylaws, and vote on those issues referred by the Board for a Membership vote. Non-voting members, if any, shall be entitled to participate in the programs of the Association and attend Membership meetings.

5. BOARD OF DIRECTORS:

- a) Role/Duties/Requirements: The management of the Association shall be vested in a Board of Directors (hereinafter, "Board"). The Board shall have general charge of the affairs, property, and assets of the Association. It shall be the duty of the Board to carry out the mission and purposes of the Association. Each Director shall regularly attend Board meetings and attend major functions of the Association.
- b) Classes: There shall be only one class of Directors.
- c) Number/Composition: The Board shall be composed of no more than seven persons and no fewer than five persons.
- d) Election/Vacancies: Directors must be Vote-eligible Members of the Association who have fulfilled the annual membership dues requirements and otherwise met the Membership Voting requirements under Section 4(b), including attendance of at least one membership meeting. 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 prior to the Annual Meeting and shall be announced 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. At every Annual Meeting, the Directors and Officers to serve for the ensuing year shall be elected by plurality vote by the Members. In electing the Board, the Members shall seek to maintain a racial and gender composition which is reflective of the Membership. 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 Board upon nomination by the President 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), and such new Directors meet the requirements set forth in this Section 5(d).
- e) Term: Each Director shall hold office for a term of one year, and until a successor is duly elected, unless they resign or are removed.
- f) Voting: Each Director shall have one vote. There shall be no proxy voting.

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- g) Removal: A Director may be removed by two-thirds of the Membership at any meeting in which there is a quorum, provided that prior notice of such vote is given to all members eligible to vote on the matter. The Board, in its sole discretion, may make reasonable efforts prior to such removal, to resolve underlying problems involving a Director considered for removal, including a request for resignation.
- h) Resignation: A Director may resign by submitting a written resignation to the President, or to the other Directors if the resigning Director is the President. All resignations should 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, Treasurer, who shall form the Executive Committee; in addition, the Board may create any other Officer position it deems fit. The Officers shall be elected every year by Membership at an Annual Meeting, as described above in Section 5(d). The Board may fill any vacancy occurring in any office from the current Directors, and any Officer so elected shall fulfill the term of his/her predecessor. The office of President, Secretary, or Treasurer must be filled if a vacancy occurs.
- b) Term: Officers shall serve a term of one year, and until a successor is duly elected, unless they resign or are removed. Officers may not serve more than three consecutive terms in the same position.
- c) Removal: An Officer may be removed by the affirmative two-thirds vote of all the Directors on the Board who are eligible to vote on the matter. However, to remove the individual altogether from the Board of Directors, refer to Section 5(g) above.
- 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:
 - 1. 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.
 - 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.

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3. 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 meetings; maintain the Minutes Book of the Association; and maintain a current listing, with phone numbers and addresses, of the Directors; and maintain a current email list of the Members.
4. The Treasurer shall oversee the deposit of funds of the Association into the proper accounts of the Association; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Association; the preparation of financial accounting for each Board meeting; the preparation of all end of the year financial reports; and the filing of all federal and state tax reports.
5. Other Officers, if any, 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 Association shall be held in the month of October of each year; or at such time as soon as practicable thereafter as determined by the Board.
- b) Membership Meetings: Meetings of the Membership shall be held at least quarterly and may be scheduled more often by the President.
- c) Board Meetings: Meetings of the Board shall be held at least quarterly 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 (including via video meeting) within the Association's Boundaries when called by the President, or by at least three Directors, or by 20% of the General Membership. 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: All persons entitled to vote at meetings must receive proper notice of the meetings:
 - Notices of regular Membership meetings and of the Annual Meeting of the Membership are generally via website posting (at Setonhill.org; for example, second Tuesdays of even-numbered months); with a reminder sent out via the members' email list. Such reminder email, with confirmation of meeting location, shall serve as notice and shall be sent at least 7 days and no more than 30 days before the day of the meeting. In addition, a calendar of yearly meetings may be distributed annually.
 - Notice of Board meetings shall be orally or in writing (including electronic forms of communication) and delivered at least five days before the date of the meeting

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to all Directors entitled to vote. However, attendance of a director at a meeting shall constitute waiver of this notice requirement unless the director attends for the express purpose of objecting on the basis of insufficient notice. In addition, Directors may also agree in writing unanimously to waive this notice requirement for a particular meeting.

- Notice of a special Membership meeting shall state that it is a special meeting being called and must state its purpose(s) and must be given in writing at least 24 hours prior to the meeting time.
- f) Voting/Quorum: All decisions shall first seek a formal consensus of those present and entitled to vote at the meeting. Except as otherwise provided in these Bylaws, decisions shall be by vote of two-thirds of those present and eligible to vote at any meeting at which there is a quorum. At meetings of the Board of Directors, the presence of 5 Directors shall constitute a quorum. At Membership Meetings, 20% of the total Vote-eligible membership shall constitute a quorum. Each person eligible to vote shall have one vote.
- g) Remote Participation: Directors may participate in Board Meetings, and Members may participate in Membership 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 at the meeting. The Board shall make reasonable efforts to provide telephone or video conference options for attendance to meetings.
- 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, only if consent in writing setting forth the 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.
- 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 persons to chair and serve on these committees, which may include 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. The committees shall perform work specifically tasked by the Board and overseen by the Chairperson, and provide reports or recommendations to the Board. Committees have authority only with regard to the specific tasks designated by the Board; therefore, regardless of Board resolution, committees may not:
- Take any final action on matters that require Board members' approval or approval of a majority of all Voting Members;
 - Fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
 - Amend or repeal Bylaws or adopt new Bylaws;
 - Amend or repeal any resolution of the Board of Directors;

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- Appoint any other committees of the Board of Directors or the members of these committees;
- Expend corporate funds except for an expressly Board-authorized purpose; or
- Approve any transaction to which the Association is a party.

10. CONFLICT OF INTEREST: A conflict of interest policy has been adopted by the Association.

11. INDEMNIFICATION: The Association shall indemnify Directors, Officers, employees, and agents of the Association to the fullest extent required or permitted by the General Laws of Maryland. The Board of Directors shall hold Directors and Officers insurance.

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

13. FISCAL POLICIES:

- a) The fiscal year of the Association shall be from January 1st to December 31st.
- b) All checks, drafts and orders for payment in excess of \$500 shall bear signatures of two of the following officers: Treasurer, President, Vice President. No officer may sign a payment to themselves.
- c) The Board of Directors shall by a two-thirds vote approve any contracts or financial commitments in excess of \$500, in addition to any deeds or legal proceedings.
- d) 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.
- e) Access to electronic banking shall be accessible by the Treasurer and the President.


14. AMENDMENTS: These Bylaws may be amended after providing the proposed amendments to the Members in writing with written notice of the meeting to decide on the proposed amendments at least ten (10) days prior to the meeting date. Amendment shall be made by a two-thirds vote of the Members in attendance at such meeting at which there is quorum (but also including votes by Absentee Ballot if such voting was allowed by the Board on the matter, as provided in Section 4(b). For amendments to the Association's Articles of Incorporation, the affirmative vote of two-thirds of all Directors eligible to vote on the matter is required, provided the proposed amendments have been submitted to all Directors in writing at least ten (10) days prior to the meeting date.

15. REQUIREMENTS 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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Adopted by the Board of Directors this Tuesday of March 12th, 2024.

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


Samir Chandra, Secretary

March 12th, 2024
Date

Map for reference only, to see Boundaries:

