

**BYLAWS of the  
PATTERSON PARK NEIGHBORHOOD ASSOCIATION, Inc.**

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**BYLAWS**  
**Patterson Park Neighborhood Association, Inc.**

**ARTICLE I – GOALS**

Our goals support our mission and are derived from expressed aspirations and priorities of residents. PPNA goals are to:

- Increase community spirit;
- Promote public safety;
- Encourage well-maintained homes, streets and alleys;
- Foster commercial and residential investment;
- Preserve and enhance environmental assets;
- Build collaborative relations with other organizations and institutions; and
- Strengthen organizational effectiveness.

**ARTICLE II – FISCAL YEAR**

The fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> or such other dates as may be required by law.

**ARTICLE III – MEMBERSHIP**

**Section 1. Term**

The term of membership shall coincide with the PPNA fiscal year regardless of the date on which membership dues are remitted.

New Members may join at any time by submitting a membership form and remitting membership dues.

Existing Members can renew at any time by submitting a membership form and remitting membership dues.

**Section 2. Eligibility**

Membership is open to those individuals who are property owners and/or residents of Baltimore City, Maryland, who reside in and/or own real property within the boundaries of the east side of Milton Avenue, the south side of Fayette Street, the west side of Clinton Street and the north side of Pratt Street.

**Section 3. Dues**

Membership dues are determined by the Board of Directors from time to time. Beginning in fiscal year 2004, membership fees will be \$5 per year for Individual membership, and \$1 per year for Seniors.

In the event of hardship, at the request of the Treasurer, the Board may excuse a Member from paying dues.

**Section 4. Rights & Benefits**

Each Member in good standing shall be entitled to:

- One vote, subject to Article IX section 5, and provided that proxy votes are not allowed at any meeting of the Association;
- Participate in all activities undertaken by PPNA;
- Nominate candidates to elected or appointed office;
- Be nominated to elected or appointed office;
- Submit agenda items for consideration at the General Meeting;

- Propose or request a Special Meeting (see Article IV section 3); and
- Attend any Board of Directors meeting, subject to Article III sections 1 and 3; and Article IX section 5.

### **Section 6. Resignation procedure**

In the event that a Member wishes to terminate his or her membership in the Association, the Member may do so by submitting a formal resignation letter to the Board of Directors.

## **ARTICLE IV – MEETINGS**

### **Section 1. General Meeting**

The General Meeting should be held on a monthly basis. The purpose of the General Meeting is to conduct general Association business, and provide a forum for discussion of matters of general interest. Voting on matters of general interest can also take place at the General Meeting, subject to Article IX section 5.

### **Section 2. Annual Meeting**

The Annual Meeting should be held in January. The purpose of the Annual Meeting is to conduct Officer elections. General Association business may also be conducted.

### **Section 3. Special Meetings**

Special Meetings are the mechanism by which Members may convene the entire membership on short-notice in order to address matters of urgent concern.

Special Meetings may be proposed or requested in writing by any Member. A request for a Special Meeting shall state the purpose of the meeting and the matters proposed to be acted on at it.

The Secretary of the Board will give Members written notice of the Special Meeting not less than 14 days before the meeting. Notice shall state the time, place and purpose of the meeting.

Unless requested by at least ten members, a Special Meeting need not be called to consider any matter that is substantially the same as a matter considered at any other Special Meeting held within the preceding 12 months.

Those Members present at any Special Meeting shall constitute a quorum for the transaction of business.

### **Section 4. Quorum; Transaction of Business**

Those Members present at any General or Annual Meeting shall constitute a quorum for the transaction of business.

Any business may be considered at a General or Annual Meeting without the purpose of the meeting having been specified in the notice.

## **ARTICLE V – BOARD OF DIRECTORS**

### **Section 1. Role**

The business of the Association shall be managed under the direction of a Board of Directors.

**Section 2. Board Composition**

The individuals holding the following offices from time to time shall serve as Directors of the Association for the length of their terms as Officers: President; Vice President(s); Treasurer; and Secretary.

**Section 3. Term**

All Board Members shall hold their office until their successors are duly elected and qualified, unless that Board Member resigns or is removed.

**Section 5. Board Leadership**

By virtue of his or her office, the President of the Association shall function as Chairperson of the Board of Directors.

**Section 7. Board Meetings**

The Board should be held on a monthly basis.

**Section 8. Board Quorum & Decision Making**

Fifty percent of Directors shall constitute a quorum for the transaction of business.

**Section 9. Vacancies**

A majority of the remaining Directors, whether or not sufficient to constitute a quorum, may fill any vacancy resulting from any cause.

**Section 11. Absences & Removal**

A Board Member may be removed from the Board if he or she misses more than three Board meetings during the course of the fiscal year without providing advance notice of such absences to the Board. A Board Member may be removed for other reasons by a majority vote of the entire Board of Directors.

**ARTICLE VI – CONFLICT OF INTEREST**

Board Members shall comply with the Association’s Conflict of Interest policies.

**ARTICLE VII – OFFICERS**

**Section 1. Definition**

Officers are individuals duly elected by the General Membership (see Article IX). By virtue of their office, all Officers shall be members of the Board of Directors.

**Section 2. Number**

There shall be the following Officers: President, Vice President(s), Treasurer, and Secretary. There may be any such Assistant Treasurers and/or Assistant Secretaries as the Board may endorse (see Article VIII, sections 3 and 4).

**Section 3. Eligibility**

Officers must be Members.

Members who are actively engaged in politics are not eligible to hold elected office in the Association. “Actively engaged in politics” shall be defined as any person currently holding, or campaigning for, public office.

In order to avoid potential conflict of interest, members who hold elected office in other similar neighborhood organizations are not eligible to hold elected office in PPNA.

## **ARTICLE VIII—OFFICER POSITION DESCRIPTIONS**

### **Section 1. President**

#### **a. Role**

Assumes general charge of the day-to-day administration of the Association.

#### **b. Responsibilities**

- Community
  - Serves a spokesperson for PPNA and the Board of Directors in most matters relating to general association business
- Meetings
  - Presides at and prepares agendas for General, Special, and Board of Directors meetings
  - Leads orderly discussions by enforcing rules that offer every member a chance to speak for or against a motion
- Committees
  - Is ex-officio member of all committees, except Nominating Committee
  - Appoints all Committee Chairpersons, after nomination and endorsement by the Board of Directors
- Board Affairs
  - Serves as Chairperson of the Board of Directors
  - Cannot, without specific board approval, borrow funds in the name of PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors

### **Section 2. Vice Presidents**

#### **a. Role**

Represents the concerns and interests of residents within his or her sector of the neighborhood.

#### **b. Number**

There shall be three (3) Vice Presidents, each representing one of the three geographic sectors of the neighborhood, namely, Vice President Northeast; Vice President Northwest; and Vice President Southeast.

#### **c. Responsibilities**

- Community
  - Serves as the point of contact for sector residents who have concerns regarding quality of life issues
- Board Affairs
  - Is a Member of the Board of Directors
  - During the absence or disability of the President, one of the Vice Presidents—in the order designated by the Board—shall exercise all the functions of the President
  - Cannot, without specific board approval, borrow funds in the name of PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors

### **Section 3. Treasurer**

#### **a. Role**

Manages financial affairs of the Association

#### **b. Responsibilities**

- Community
  - Ensures that financial information is accessible
- Meetings
  - Shall make a report at each Board meeting

- Committees
  - Serves as Chairperson of the Finance Committee
- Board Affairs
  - Is a Member of the Board of Directors
  - May nominate an Assistant Treasurer to assist with relevant duties however, this nominee must first be endorsed by the Board
  - Ensures development of the PPNA annual budget
  - Maintains accurate financial records
  - Ensures proper recording of donated materials, membership pledges and other revenues
  - Ensures deposit of money, drafts and checks in the name of and to the credit of the Association in banks and depositories designated by the Board
  - Endorses for deposit notes, checks and drafts received by the Association as ordered by the Board, making proper vouchers for deposit
  - Ensures disbursement of funds as ordered by the Board
  - Upon request, provides the President and Board with an account of transactions and financial conditions of the Association
  - Cannot, without specific board approval, borrow funds in the name of PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors

#### **Section 4. Secretary**

##### **a. Role**

Manages information to support sound management and effective decision making by the Board of Directors and other Officers

##### **b. Responsibilities**

- Community
  - Helps to ensure production and distribution of the Association Newsletter
- Board Affairs
  - Is a Member of the Board of Directors
  - May nominate an Assistant Secretary to assist with relevant duties, but this nominee must first be endorsed by the Board
  - Maintains a permanent, accurate record of meeting minutes and proceedings
  - Ensures that all correspondence is filed and accessible
  - Ensures that phone messages are forwarded to recipients in timely manner
  - Determines whether or not a quorum is present to conduct business
  - Cannot, without specific board approval, borrow funds in the name of PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors

### **ARTICLE IX – OFFICER ELECTIONS**

#### **Section 1. Overview of Procedures**

Officers shall be elected by the Members, subject to Article IX section 5. The elections process includes four basic steps, namely: 1) Nomination of candidates; 2) Selection of candidates; 3) Presentation of Slate; and 4) Voting.

#### **Section 2. Nomination of Candidates**

Nomination of candidates is coordinated by the Nominating Committee.

The Chairperson of the Nominating Committee should open the call for nominations at the start of the fourth quarter of the fiscal year. He or she should publicize the call for nominations through as many media as possible, including, but not limited to, the Association newsletter.

Any Member may submit nominations. Nominations may be submitted in writing, electronically and/or verbally, at any time from the date on which the call for nominations opens, up to and including the day of the Annual Meeting. Nominations may be accepted from the floor on the day of the Annual Meeting.

### **Section 3. Selection of Candidates**

The Nominating Committee also coordinates selection of the slate of candidates. In order to give Members a choice when electing their Officers for the coming year, the Nominating Committee should try to provide a plural slate for each position.

The first step in the selection process is to evaluate the eligibility of each nominee (see Article VII section 3).

The second step in this process is to evaluate the qualifications of the nominees for the particular office (see Board Policies).

The final step in this process is to establish the willingness of the nominee to stand for election. Nominees who are found to meet basic eligibility and qualification criteria, and who have also affirmed their willingness to stand for election, will be considered selected to the slate.

### **Section 4. Presentation of Slate**

The Nominating Committee will present the slate to the Board before the end of the fiscal year. The slate will include each nominee's name and the position for which the nominee wishes to be considered. If time permits, the slate will also be published in the newsletter.

### **Section 5. Voting**

Voting shall take place during the Annual Meeting (Article IV section 2). Members are entitled to vote for election of Officers so long as they shall have attended at least two General Meetings during the past twelve months.

Paper ballots displaying the name of, and the office sought by, each candidate shall be provided. Members entitled to vote shall indicate their selection directly on the ballot. In the event that there is a nomination from the floor on Election Day, then space will be provided on the ballot so that that candidate's name may be written in. Each Member may only vote for one candidate for each position.

Ballots shall be cast in person at the Annual Meeting. Members entitled to vote will place their own ballots into the Ballot Box. The Ballot Box shall be examined by the General Membership before voting starts, and remains in full view of the Members during the entire voting procedure.

Ballots shall be counted by a Tabulation Committee, comprised of volunteers who shall be selected by the General Membership in advance of the voting procedure.

The candidate who has received the majority of the votes cast shall be declared elected to the position.

## **ARTICLE X- COMMITTEES**

### **Section 1. Purpose**

Committees shall carry out activities that further the mission and goals of the Association.

### **Section 2. Establishment**

The Board of Directors shall establish such Committees as it deems necessary and advisable.

### **Section 3. Types**

The Board of Directors may establish the following types of Committees: 1) Standing Committees; 2) Special/Ad Hoc Committees; and 3) Project Committees.

Standing Committees are permanent bodies that make recommendations to the Board regarding long-term strategic, legal, fiduciary, and/or organizational importance.

Special/Ad Hoc Committees are short-term bodies that are activated intermittently in order to address a specific objective, or to carry out defined activities, for a brief time period.

Project Committees exist to fulfill a specific objective, by carrying out defined activities for a medium or long-term period.

### **Section 4. Powers**

All Committees act at the discretion of the Board.

Committees may make recommendations to the Board and correspond on behalf of the Committee itself; however, Committees may not correspond on behalf of the Board.

Committee fundraising activities must be pre-approved by and reported to the Board. Funds raised become part of the operating funds of the PPNA and are held in the PPNA account. No committee will have its own bank account, nor raise or expend funds without approval of the Board.

Committees may submit budgets to the Board for approval and inclusion in the annual budget. Committees may request funds from the Board of Directors for specific projects throughout the year.

## **ARTICLE XI—COMMITTEE CHAIRPERSONS**

### **Section 1. Definition**

Committee Chairpersons ensure efficient functioning of the Committee. By virtue of the office, Standing Committee Chairpersons, Special/Ad Hoc Committee Chairpersons, and Project Committee Chairpersons shall participate in an advisory group that presents recommendations to the Board on a regular basis.

### **Section 2. Number**

There shall be one Committee Chairperson for each Committee.

### **Section 3. Term**

Committee Chairpersons shall serve a one-year term, beginning on the first day of the month following their formal appointment (see section 4, below).

### **Section 4. Nomination & Endorsement**

Any Member may nominate Committee Chairperson candidates for any Committee at any time. Nominees shall be endorsed by a majority of the full Board; only then may the President appoint them.

#### **Section 5. Responsibilities**

- Report to Board on a regular basis
- Encourage active participation of Committee Members
- Delegate tasks fairly and equitably
- Expend and commit funds only as authorized by the Board
- Cannot, without specific Board approval, raise, spend or borrow funds in the name of PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors
- Cannot submit grant or funding applications without approval of the Board

#### **ARTICLE XVI – Indemnification**

The Association shall indemnify its Directors and Officers to the full extent permitted by law, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this document.

In addition to indemnification of Directors & Officers as provided in the Association's Articles of Incorporation, the Association shall indemnify Committee Chairpersons and Members to the same extent; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501c(3) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170c(2), 2055(a)(2) and 2522(a)(2) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law.)

#### **ARTICLE XVII – Amendment of Bylaws**

Bylaws of the Association may be amended by the Board of Directors. Notice that revisions have been proposed will be sent to Members so that input from Members may be solicited and incorporated, as appropriate. Copies of revised bylaws will be made available at the subsequent General Meetings, and upon request.