

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

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ARTICLE I. MISSION, VISION, AND GUIDING PRINCIPLES

Section 1. Mission Statement

The mission of the Patterson Park Neighborhood Association (PPNA) is to nurture diversity and empower residents to work together toward a healthy future for our neighborhood.

Section 2. Vision statement

PPNA seeks to cultivate our neighborhood's unique character to promote equitable development, maintain diversity, improve environmental assets, and make Patterson Park a fun, sustainable, and fulfilling place to live, work, and grow.

Section 3. Guiding principles

The guiding principles of the PPNA support its mission and are derived from expressed aspirations and priorities of residents. PPNA guiding principles are to:

- Increase community spirit and involvement;
- Advocate on behalf of all community members;
- Provide a forum and vehicle for discussion and empowerment;
- Optimize the health and well-being of community residents;
- Foster diverse and well-maintained community and environmental assets;
- Build collaborative relationships with other organizations and institutions; and
- Strengthen organizational effectiveness.

ARTICLE II. FISCAL YEAR

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

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

Membership in the Association 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 neighborhood.

Section 2. Boundaries

The neighborhood is defined by the following boundary: beginning at the southeast corner of Patterson Park Avenue and Orleans Street, and running along the east side of Patterson Park Avenue to the north side of E. Baltimore Street; running along the north side of E. Baltimore Street to the east side of S. Linwood Avenue; running along the east side of S. Linwood Ave to the north side of E. Pratt Street; running along the north side of E. Pratt Street to the west side of S. Highland Avenue; running along the west side of S. Highland Avenue to the south side of E. Fayette Street; running along the south side of E. Fayette Street to the west side of S. Ellwood Avenue; running along the west side of S. Ellwood Avenue to the south side of Orleans Street; running along the south side of Orleans Street to the east side of N. Lakewood Avenue; running along the east side of N. Lakewood Avenue to the south side of E. Fayette Street; running along the south side of E. Fayette Street to the west side of N. Milton Avenue; running along the west side of N. Milton Avenue to the south side of Orleans Street; and running along

the south side of Orleans Street to the original point at the southeast corner of Patterson Park Avenue and Orleans Street.

Section 3. Rights and Benefits of Membership

Each Member shall be entitled to:

- One vote in Officer Elections of the Association, provided that proxy votes are not allowed at any meeting of the Association;
- Participate in all activities undertaken by the 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
- Attend any Board of Directors meeting

ARTICLE IV. MEETINGS

Section 1. General Meeting

The General Meeting should be held monthly. 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.

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 of the Association may convene the entire membership on short-notice address matters of urgent concern. Special Meetings may be proposed or requested in writing by any member of the Association. 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 of the Association 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 of the Association, 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 of the Association present at any Special Meeting shall constitute a quorum for the transaction of business.

Section 4. Quorum and Transaction of Business

Those members of the Association 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 shall serve as Directors of the Association for the length of their terms as Officers: President, Vice President(s), Treasurer, Secretary.

Section 3. Term

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

Section 4. Board Leadership

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

Section 5. Board Meetings

The Board meetings shall be held monthly. The date of a Board meeting shall be the Wednesday before the second Monday of every month, unless exempted and rescheduled by the Board of Directors.

Section 6. Board Quorum and Decision-making

Fifty percent of Board members shall constitute a quorum for the transaction of business. A simple majority of the Board will determine the Board's decisions.

Section 7. Vacancies

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

Section 8. Absences and Removal

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

ARTICLE VI. CONFLICT OF INTEREST

Section 1. Definitions

1. Financial interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which PPNA has a transaction or arrangement,
- A compensation arrangement with PPNA or with any entity or individual with which PPNA has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PPNA is negotiating a transaction or arrangement.

2. Nonfinancial interest: A nonfinancial interest is an interest that might influence an officer's, participation or vote in an action of the officer's duties. These include:

- The person's relationship as an unpaid volunteer, officer or director of an organization that may be affected, directly or indirectly, by action to be taken, or not taken, by PPNA;
- The person's personal, political, religious, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by PPNA

Section 2. Procedures

1. Duty to disclose: In connection with any actual or possible conflict of interest, a member of the Board must disclose the existence of any financial or nonfinancial interest and be given the opportunity to disclose all material facts to the Board.
2. Recusal of self: A member of the Board may recuse him/herself from involvement in any decision or discussion in which the person believes he/she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. Determining whether a Conflict of Interest exists: After disclosure of the financial interest all material facts will be disclosed and reviewed, including discussion with the interested person. Upon request by a member of the Board, the material facts of a nonfinancial interest will be reviewed, including discussion with the interested party. Then the potentially conflicted member of the Board shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board shall decide if a conflict of interest exists.
4. Procedure for addressing a Conflict of Interest:
 - a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or other matter involving the possible conflict of interest.
 - b. After exercising due diligence, the remaining members of the Board shall determine whether PPNA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a financial conflict of interest.
 - c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a financial conflict of interest, the members of the Board shall determine by a majority vote whether the transaction or arrangement is in PPNA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
5. Violation of Conflict of Interest policy:
 - a. If the Board has reasonable cause to believe a member of the Board has failed to disclose actual or possible conflicts of interest, it shall inform the member of the Board about the basis for such belief and afford the member of the Board an opportunity to explain the alleged failure to disclose.
 - b. After hearing the member of the Board's response, and after making further investigation as warranted by the circumstances, if the Board determines the member of the Board has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE VII. OFFICERS

Section 1. Definition

Officers are individuals duly elected by the General Membership. 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 or Assistant Secretaries as the Board may endorse.

Section 3. Eligibility

Officers must be members of the Association. Candidates for Vice President(s) must be residents of the Sector. Members of the Association 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. To avoid potential conflicts of interest, members of the Association who hold elected office in their similar neighborhood organizations are not eligible to hold elected office in PPNA.

ARTICLE VIII. OFFICER POSITION DESCRIPTIONS

Section 1. President

- Role: Assumes general charge of the day-to-day-administration of the Association
- Responsibilities
 - Community: Serves as a spokesperson for PPNA and the Board of Directors in most matters relating to general Association business
 - Meetings: Presides at General, Special, and Board of Directors meetings; co-creates agendas for meetings; leads orderly discussions by enforcing rules that offer every member a chance to speak for or against a motion.
 - Committees: Engages actively in committees of their choosing; appoints all Committee Chairpersons after nomination and endorsement by the Board of Directors
 - Board: Serves as Chairperson of the Board of Directors; cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association and Board of Directors

Section 2. Vice President(s)

- Role: Represents the concerns and interests of members of the Association within his/her sector of the neighborhood
- Number: There shall be five (5) Vice Presidents, each representing one of the five geographic sectors of the neighborhood: North, East, West, South, and Patterson Place.
- Responsibilities
 - Community: serves as the point of contact for members of the Association within his/her sector who have concerns regarding quality of life; serves as a liaison for elevating constituent concerns to the Board of Directors; works with members of the Association within his/her sector who wish to complete a project. If the project

involves grant funding, the Vice President(s) of the sector monitors the finances and ensures that procedures for obtaining and executing the grant are properly followed.

- Committees: Engages actively in committees of their choosing; works with Committee Chairpersons who wish to complete a project. If the project involves grant funding, the Vice President(s) on the committee monitors the finances and ensures that procedures for obtaining and executing the grant are properly followed.
- Board: Serves as a member of the Board of Directors; during the absence or disability of the President and Secretary, the Vice President(s) as designated by the Board shall exercise all the functions of the President; cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association and Board of Directors.

Section 3. Treasurer

- Role: Manages financial affairs of the Association
- Responsibilities
 - Community: ensures that financial information is accessible
 - Meetings: makes a report at Board meetings as necessary
 - Committees: Engages actively in committees of their choosing; oversees fiscal sponsorship of funds for committees or neighborhood projects
 - Board: Serves as a member of the Board of Directors; may nominate an Assistant Treasurer to assist with relevant duties and this nominee must be endorsed by the Board; ensures development of the PPNA annual budget; maintains accurate and up-to-date financial records; ensures proper recording of monetary donations, donated materials, and other revenues; ensures deposits and expenditures for money, drafts, checks, invoices, and electronic payments in the name of and to the credit of the Association in banks and depositories designated by the Board; ensures disbursement of funds as ordered by the Board; allocates reimbursement amounts as appropriate, oversees fiscal sponsorship of funds for committees or neighborhood projects; cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association and Board of Directors.

Section 4. Secretary

- Role: manages information to support sound management and effective decision making by the Board of Directors
- Responsibilities
 - Community: Co-creates agendas for meetings; oversees communications through social media channels, newsletters, and print and electronic media
 - Meetings: Records and issues minutes to the community from General Meetings in a timely and accessible manner; coordinates print and electronic content to ensure relevant information is widely disbursed
 - Committees: Engages actively in committees of their choosing
 - Board: Serves as a member of the Board of Directors; during the absence or disability of the President, the Secretary shall exercise all the functions of the President; may nominate an Assistant Secretary to assist with relevant duties and this nominee must be endorsed by the Board; co-creates agendas for

meetings; maintains a permanent, accurate record of meeting minutes and proceedings, ensures that all correspondence is filed and accessible; ensures that messages are forwarded to appropriate recipients in a timely manner; determines whether a quorum is present to conduct business; cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association and Board of Directors.

ARTICLE IX. OFFICER ELECTIONS

Section 1. Overview of procedures

Officers shall be elected by members of the Association. The elections process includes four basic steps, namely: 1) Nomination of candidates; 2) Selection of candidates; 3) Presentation of Slate; and 4) Voting.

1. **Nomination of candidates:** The call for nominations opens at the start of the fourth quarter of the fiscal year. The call for nominations should be publicized through as many media as possible, including, but not limited to, the Association website and social media channels. Any member of the Association 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.
2. **Selection of Candidates:** The slate of candidates will be selected based on submitted nominations. To give members of the Association a choice when electing their Officers for the coming year, there should be a plural slate for each position. The selection of candidates involves evaluating the eligibility and qualifications of each nominee for the office. Nominees must confirm their willingness to stand for election. Nominees who are found to meet basic eligibility and qualification criteria, and who have affirmed their willingness to stand for election, will be considered selected to the slate.
3. **Presentation of Slate:** The Board will confirm the slate of candidates 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.
4. **Voting:** Voting shall take place during the Annual Meeting. Members of the Association are entitled to one vote in election of Officers. Ballots displaying the name and the office sought each candidate shall be provided. Members of the Association shall indicate their selection directly on the ballot. If 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 included. Members of the Association may only vote for one candidate for each position. Ballots shall be cast at the Annual Meeting, in-person or electronically. The Board may decide an appropriate window of time for accepting ballots. The candidate who has received the highest number of votes 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. The Board has the authority to disband a committee if deems necessary. New committees are subject to Board approval.

Section 3. Types of committees

The Board may establish the following types of Committees: Standing Committees, Special/Ad Hoc Committees, and 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 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 of the Committees

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 shall 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 may participate in an advisory group that presents recommendations to the Board on a regular basis.

Section 2. Number

There shall be at least one Committee Chairperson for each Committee.

Section 3. Term

Committee Chairpersons shall serve as long as they are serving the needs of the Committee and the Association. Appointment or removal of a Committee Chairperson is subject to Board approval.

Section 4. Nomination and Endorsement

Any member of the Association may nominate Committee Chairperson candidates for any Committee at any time. Nominees shall be endorsed by the Board.

Section 5. Responsibilities

Committee Chairpersons have the following responsibilities:

- Report to Board on a regular basis, typically coinciding with monthly Board meetings
- Continually work towards accomplishing the Committee goals
- Encourage active participation from members of the Association
- Actively recruit new members of the Association to engage with committee and Association activities
- Delegate tasks fairly and equitably
- Expend and commit funds only as authorized by the Board
- Monitor committee financial activities subject to Board approval and with oversight from a member of the Board
- Neither Committee Chairperson(s) nor members of the Association may speak on behalf of PPNA without Board approval
- 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 the Association and Board of Directors

ARTICLE XII. 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 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 and Officers as provided in the Association's Articles of Incorporation, the Association shall indemnify Committee Chairpersons and member of the Association to the same extent, provided however that such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(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 170(c)(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 XIII. AMENDMENT OF BYLAWS

Bylaws of the Association may be amended by the Board of Directors. Input from Members of the Association may be solicited and incorporated, as appropriate. Copies of revised bylaws will be made available to members of the Association as appropriate. Amended bylaws shall be adopted by a majority vote of the Board.