

MOUNT WASHINGTON IMPROVEMENT ASSOCIATION, INC. BYLAWS

ARTICLE I. - NAME

The name of this corporation is the "Mount Washington Improvement Association, Inc."

ARTICLE II. - PURPOSE

The purpose of the association is to serve the residents of the Mount Washington area by doing everything legitimate and proper, consistent with its non profit status, for the preservation, betterment, development, and well-being of the Mount Washington community.

ARTICLE III. - BOUNDARIES

The boundaries of the Mount Washington area are:

1. on the east, beginning from the intersection of the Jones Falls and West Northern Parkway running northerly along the east bank of the Jones Falls to the intersection of the Jones Falls with the southern boundary of the B-2-1 zoning district (as shown on the plat appended hereto and marked Mt. Washington Bylaws Appendix B1); then
2. running along an irregular line northerly, following the southern, eastern and northern boundaries of the B-2-1 zoning district to the point where it again meets the east bank of the Jones Falls; then
3. continuing northerly along the east bank of the Jones Falls to the Northern City Line; then
4. running westerly along the northern City boundary line from the Jones Falls to the intersection of the City boundary line with the eastern boundary of the Bonnie View Golf Course (west of Sareva Drive); then
5. running southerly along an irregular line, along the eastern and southern boundary of the Bonnie View Golf Course; then
6. southerly along the eastern boundary of the Bright Leaf Condominium to the center of Rogene Drive; then
7. easterly along the center of Rogene Drive to Bonnie View Drive; then
8. southerly along Bonnie View Drive to Cross Country Boulevard; then
9. westerly along Cross Country Boulevard to the center of Glen Avenue; then
10. westerly along the center of Glen Avenue to Key Avenue; then
11. running southerly along Key Avenue to the center of West Northern Parkway; then
12. running easterly along the center of West Northern Parkway to the place of beginning;

all as shown on the plat appended hereto and marked Mount Washington Bylaws Appendix A. If any boundary set forth above is a street, then both sides of such street are included unless otherwise indicated.

The existence of these boundaries shall not be deemed to preclude the association from acting on any matter arising outside of the described boundaries or affecting the Baltimore community at large whenever such matter affects the preservation, betterment, development, or well-being of the Mount Washington community.

ARTICLE IV. - MEMBERSHIP

A. Categories of Membership

The categories of membership are:

1. Regular - Resident
2. Regular - Business
3. Associate

B. Eligibility

1. **Regular - Resident:** Any person who resides within the association boundaries is eligible for Resident membership. A resident membership includes the member, the member's spouse and all other persons residing in the member's household.

2. **Regular - Business:** Any business or institution located and operating within the association boundaries is eligible for Business membership. A Business membership may be in the name of an individual, a partnership or a corporation.

3. **Associate:** Any:

- a. non-resident who owns property within the association boundaries; or
- b. other person or entity with a legitimate interest in the Mount Washington Community, that does not qualify for Regular membership, may apply to become an Associate member.

C. Application for Associate Membership

1. Application for Associate membership shall be made in writing to the Board of Directors accompanied by a tender of one year's dues. The application shall be reviewed by the Executive Committee of the Board. If approved, the applicant becomes an Associate member. If rejected, the tendered dues are to be returned to the applicant.

2. Regular members need not apply for membership.

D. Voting Rights

1. Each Regular membership in good standing is entitled to one vote per membership unit. Associate members have no voting rights or privileges in the association.

2. A person may cast only one vote even if that person is a member in more than one membership class. For example, if a resident member also operates a business in the defined area and has paid for a Business membership, that member may not cast two votes.

3. Voting by proxy is not permitted at meetings of the association.

E. Membership In Good Standing

For a member to be in good standing, the member's dues must have been paid for the current fiscal year.

ARTICLE V. - BOARD OF DIRECTORS

A. General Powers

The control, management and administration of the business, affairs and property of the association are vested in the Board of Directors. The Board has, and may exercise, all authority and powers of the corporation and of its membership in all matters not specifically reserved to the general membership by the Charter or bylaws, as amended from time to time.

B. Membership and Qualifications

The Board of Directors shall consist of:

1. Eighteen at-large directors to represent the interests of the entire community;
2. One area director to represent the interests of the entire community and to organize and supervise the area captain and block captain structure;
3. One area captain, or two co-captains, from each of the areas designated in accordance with Article XIII of these bylaws and as shown on Appendix B attached hereto, each of whom shall reside in the area which he/she represents, to represent the interests of the residents of his/her area and to organize a system of block captains within his/her area; and
4. The three immediate past presidents of the association who shall serve as Ex-Officio Directors, with full voting rights.

All directors must be Regular Resident members of the association.

C. Term

1. **At-Large Directors:** Each year the association shall elect six at-large directors to three year terms. Thus, the term of one-third (1/3) of the at-large directors will expire each year. At-large directors may not serve more than three consecutive elected full terms unless at the end of the third term the director is an elected officer. As long as the director is also an elected officer, he or she may continue to be nominated to additional terms as an at-large director.
2. **Area Director:** The area director shall serve for a two year term, but may not serve in this position more than two consecutive elected full terms.
3. **Area Captains:** Area captains shall be elected to a one year term.

D. Vacancies

If a vacancy occurs on the Board more than sixty days before the next annual meeting of the membership, the remaining directors shall fill the vacancy from a list of names furnished by the President until the next annual meeting, at which time the vacancy shall be filled by election. If the term of the vacant directorship has not yet expired, then the membership shall elect a successor to serve for the remainder of that term.

E. Removal

Any member of the Board may be removed for cause by a two-thirds vote of the Board. Cause includes missing more than four meetings in any fiscal year, or missing three consecutive meetings, or failure to pay dues for the current year prior to the third board meeting of the fiscal year. The resulting vacancy shall be filled as provided in the preceding paragraph.

F. Meetings

1. The first Board meeting of each year shall be held immediately after the annual meeting of the membership, for the purpose of electing officers for the coming year.
2. The President shall schedule not less than six meetings during each fiscal year. At the first Board meeting of the fiscal year, the President shall announce a tentative calendar of monthly meetings for the remainder of the year.
3. Special meetings of the Board may be called by the President, and must be called at the written request of five elected Board members.
4. At least one week's notice shall be given of the time and place of regular Board meetings. At least two days' notice shall be given of special board meetings.

5. A director shall not be eligible to debate or to vote if dues for the current fiscal year are unpaid prior to the meeting date.

G. Conduct of Meetings

The President may, at his/her discretion, appoint a past president who is an ex-officio director to chair a Board meeting in order to allow the President to participate in debate. Otherwise, Board meetings shall be chaired by the President, or in the President's absence, a past president or other officer. Members of the association may attend and observe Board meetings, at the President's discretion.

H. Quorum

Twelve voting members of the Board constitutes a quorum.

ARTICLE VI. - OFFICERS

A. Positions, Election, Eligibility, Term, Vacancies

1. The elected officers of the association shall be:
 - a. President;
 - b. Two Vice Presidents;
 - c. Treasurer; and
 - d. Secretary.
2. To be eligible for election to an office, a member must be a current at-large elected Director.
3. All elected officers except the President shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the membership, and shall serve for a period of one year or until their successors are elected and installed.
4. The President may appoint a Membership Secretary who, if appointed, shall serve as an officer of the association at the President's pleasure.
5. Vacancies in any elected office shall be filled by the Board. If the vacant office is that of President, one of the Vice Presidents shall be named by the Board to fill the vacancy.

B. The President

The President is the chief executive officer of the association, with all powers and duties incident to the office, including the power to execute documents in the name of the association. The President shall:

1. Supervise and manage the business, assets and property of the association, subject to the primary authority of the Board;
2. Appoint all committees and committee chairpersons;
3. Be an ex-officio member of all committees;
4. Chair all meetings of the membership, the Board, and the Executive Committee;
5. Perform all other duties assigned from time to time by the Board or the Executive Committee;
6. Perform all other duties necessary or incident to the general duties of the office.

C. Vice President

The Vice Presidents shall:

1. Assume the duties of the President in case of the President's absence or disability;

2. Serve as the President's ex-officio nominee to committees as designated by the President:
and
3. Perform such other duties as may be assigned by the President.

D. The Treasurer

The Treasurer shall assume all of the duties and responsibilities normally incident to the office. The Treasurer shall:

1. Be the custodian and disbursing agent of all funds of the corporation;
2. Keep all financial and membership records of the association as directed by the President or the Audit Committee;
3. Report to the Board at its regular meetings;
4. Prepare and present a financial report to the membership at all regular meetings;
5. Prepare an annual budget for the association to be presented to the Board prior to the end of the fiscal year; and
6. At the request of the President or the Board, prepare and present an accounting of transactions and financial condition.

E. The Secretary

The Secretary shall:

1. Serve as secretary of the corporation and of the Board;
2. Send notices of all meetings of the membership and of the Board;
3. Keep the minutes of the membership meetings and Board meetings;
4. Maintain records of attendance at all Board meetings for use by the nominating committee;
and
5. Perform such other duties as are incident to the office.

F. The Membership Secretary

The Membership Secretary, if appointed, shall be responsible for preparation and mailing of dues invoices, and maintenance of membership records, under supervision of the Treasurer.

ARTICLE VII. - NOMINATION AND ELECTION OF DIRECTORS

A. Nominating Committee

1. At least seventy five days before the annual meeting, the President shall appoint a nominating committee of five (5) regular members in good standing, not less than two of whom shall then be directors and one of whom shall be the Area Director. The President shall designate the Chairman of the committee.

2. The nominating committee shall propose a slate of: (a) six at-large directors for three year terms, of whom not more than four may be serving at that time as at-large directors; (b) nominees to fill the unexpired terms of vacated directorships; (c) one area captain who shall be a resident of each of the areas designated on Appendix B2; (d) an area director, if the term of the area director has expired, or if that position is vacant for any other reason.

3. In designating nominees for renomination to the Board, the nominating committee shall obtain from the Secretary, and must consider, attendance records for the three preceding years, and other contributions of Board members.

4. Nominees for election to the Board must be members in good standing when nominated.

B. Additional Nominations

Additional nominations of any eligible person for any board position may be made by a written petition signed by any twenty five regular members in good standing. The petition must designate the specific position for which the additional nomination is being made, and must be received by the Recording Secretary at least three weeks prior to the annual meeting.

C. Notice of Nominations

1. Those nominated by the nominating committee and those nominated by petition shall constitute the official ballot to be voted upon at the annual meeting.

2. At least seven days before the annual meeting, a notice shall be sent to each member of the association setting forth the official ballot to be voted upon at the annual meeting. The notice shall indicate which persons were nominated by the nominating committee and which persons were nominated by petition.

ARTICLE VIII. - MEMBERSHIP MEETINGS**A. Annual Meetings**

The annual meeting of the membership of the association shall be held during May or June of each year on a date set by the President. The President shall conduct the meeting.

The purpose of the meeting shall be the election of Directors and the transaction of other association business properly placed before the meeting, if such business is of a nature subject to determination by the general membership. At this meeting reports shall be presented by the President, the Treasurer and such other officers or committees as requested by the President or the Executive Committee.

B. Special Meetings

1. A special meeting of the membership may be called by the President at any time and for any reason.
2. A special meeting shall be called upon: (a) the request of a majority of the Executive Committee or Board, or (b) the written request of at least ten percent of the paid up membership or fifty members, whichever is greater.
3. The request for a special meeting must be signed by the members requesting the meeting and must clearly state the purpose of the meeting. The stated purpose must be a matter reserved to, or subject to action by, the general membership in order for a special meeting to be scheduled and called.
4. Special meetings must be scheduled and held within thirty days from the date of receipt or the request, at a time and place determined by the Executive Committee.

C. Notice

1. Written notice of the annual meeting shall be given to each Regular member at least four weeks prior to the meeting date, together with a list of the Nominating Committee's nominations.
2. Written notice of a special meeting shall be given to each Regular member at least ten days prior to the meeting date. The notice shall state the purpose of the meeting, and no other business may be considered or transacted.

D. Quorum

1. At an annual or special meeting at which an amendment to the bylaws is being voted on, a quorum for purposes of the vote on the amendment shall consist of at least 50 members

in good standing. For transaction of other business, a quorum shall consist of those members in good standing in attendance.

2. At all other meetings a quorum shall consist of those members in good standing in attendance.
3. At each membership meeting the Treasurer shall have available a list or compilation of all members in good standing entitled to vote at the meeting.

ARTICLE IX. - EXECUTIVE COMMITTEE

A. Members and Duties

There shall be an Executive Committee consisting of the elected officers, the past presidents who are Ex Officio Directors, and such other members of the Board as the President chooses. The Executive Committee shall: generally manage the affairs of the association between meetings of the Board; prepare the agenda for the meetings of the Board; regularly report its recommendations to the Board; and perform such other duties as the Board or President may assign. Any action taken by the Executive Committee between Board meetings shall be reported to the Board at its next meeting.

B. Meetings

The Executive Committee shall meet at such times as the President may designate. Twenty-four hours notice shall be given for any meeting called by the President, except in case of emergency.

C. Quorum

The members of the committee present at a properly called meeting shall constitute a quorum.

ARTICLE X. - COMMITTEES

A. Standing Committees

The standing committees of the association and their functions are:

1. **Zoning and Land Use** - monitors requests for zoning exceptions, conditional uses, variances and all requests for zoning changes; reviews plans for land use or development; reviews applications for building permits; takes action on behalf of the association with the Board's approval.
2. **Architectural Review** - reviews applications and plans for exterior improvements (including painting) to any property within the Historic District that require approval of the Baltimore City Commission for Historical and Architectural Preservation ("CHAP"); reviews plans for any other improvements referred to the committee by the President.
3. **Legal** - chaired by a Maryland attorney who serves as general counsel to the association. The President may delegate to the chairman the power to appoint additional attorneys to this committee as needed.
4. **Audit** - reviews the association's financial records and internal controls, and reports annually to the Board.

The President shall annually appoint to each standing committee, for a one year term, the number of members the President deems necessary for its proper functioning. The President shall also designate a chairperson for each committee.

B. Special Committees

The Board or the Executive Committee may from time to time create ad-hoc committees. The President shall appoint the members and designate the chairperson of such committees.

C. Conduct of Meetings

All committees shall keep regular minutes of their activities, and they shall conduct their meetings in a manner consistent with these bylaws.

D. Reports of Activities

All committees shall report to the Board regularly.

ARTICLE XI. - FISCAL YEAR

The fiscal year of the association is from July 1 to June 30. The Board may change the fiscal year upon a two-thirds vote at a meeting of the Board at which the change of fiscal year has been placed on the agenda sent with the notice of the meeting.

ARTICLE XII. - DUES, ASSESSMENTS AND OTHER CHARGES

The Board shall establish the amount of annual dues and other charges for the various categories and types of membership. Such charges need not be uniform among membership categories, or among members in a category. Due dates for membership dues and other charges shall be fixed by the Board.

ARTICLE XIII. - AREA BOUNDARIES

- A. There shall be seven areas as shown on the attached Appendix B2.
- B. The Board may change the number of areas, but the number of areas may not exceed ten.
- C. Any change in the number of areas or in area boundaries must be approved by a two-thirds vote at two consecutive Board meetings at which such change is placed on the agenda given with the notice of the meetings.
- D. Areas containing more than 200 households may have two co-captains, but only one vote may be cast for the area at Board meetings. Half votes are not permitted.

ARTICLE XIV. - AMENDMENTS

These bylaws may be amended by the affirmative vote of two-thirds of the members present and in good standing at an annual or special meeting. Bylaws amendments may be proposed by the Board of Directors or by petition of ten percent of the membership. Notice to the membership of an annual meeting or a special meeting at which amendments are to be voted upon shall state the substance of the proposed amendments.

ARTICLE XV. - INDEMNIFICATION

The association shall indemnify its directors, officers and agents to the fullest extent permitted by Maryland law.

ARTICLE XVI. - MISCELLANEOUS**A. Disbursement of Funds**

Disbursement of association funds shall require the signatures of two of the elected officers, but at least one of those signing must be the Treasurer or the President.

B. Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised* shall govern the association in all cases to which they are applicable and in which they are not inconsistent with these

bylaws. The President may appoint a parliamentarian for the year or for a particular meeting, who shall perform duties as described in the parliamentary authority.

C. Definitions and Rules of Construction

In these bylaws:

1. **Board** means board of directors;
2. **Association and corporation** are used interchangeably;
3. **Majority or majority vote** means a simple majority of those present and voting;
4. **Two-thirds or two-thirds vote** means two-thirds of those present and voting;
5. **Includes and including** are not limiting; and
6. Unless otherwise required by the context, the use of either gender encompasses the other gender.

D. Notices

Unless otherwise specified, notice includes actual knowledge or notice by: mail; phone; personal notice; or personal delivery. Notice by mail includes notice by publication in the newsletter, and notice by mail is effective as of the date mailed. It shall be sufficient for any notice to be addressed to "Mt. Washington Neighbor" or similar wording; that is, the address on the notice need not contain the member's name, as long as it is properly addressed to the member's address as it appears on the association's records.