



MOUNT WASHINGTON IMPROVEMENT ASSOCIATION, INC.
AMENDED AND RESTATED BYLAWS

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ARTICLE I – NAME

The name of this corporation is Mount Washington Improvement Association, Inc. (hereinafter, the “**Association**”). The Association may do business under the trade name “Mount Washington Improvement Association” and such other trade names as the Association’s Board of Directors (the “**Board**”) may adopt from time to time.

ARTICLE II – PURPOSE AND POLICY

Section 2.01: Purpose. Except as otherwise provided in the Articles of Incorporation of the Association, as amended from time to time (the “**Charter**”), the purpose of the Association is to serve the residents of the Mount Washington Area (as defined in Section III, below) by doing everything legitimate and proper, consistent with the Association’s non-profit status, for the preservation, betterment, development, and well-being of the Mount Washington Area community.

Section 2.02: Non-Discrimination. The Association shall not discriminate in any of its activities on the basis of race, gender, creed, color, religious preference, sexual orientation, physical ability, mental status, age, national origin, ethnicity, permanent residence, or on the basis of any other characteristic protected by law.

Section 2.03: Best Interests of the Community. It is the Board’s responsibility to promote the best interests of the Mount Washington Area community as a whole. Therefore, the Board, when taking a position on an issue, must consider such things as the long range effects on the Mount Washington Area community, and the possible future detrimental effect, of a particular course of action that might seem attractive when considered by itself (i.e. without regard to its possible ramifications) including, without limitation, whether a particular action could compromise an important policy or strategy adopted or followed by the Association.

In most cases the interests of the Mount Washington Area community as a whole will be the same as those of individual residents. However, the Association can not guarantee any individual Resident or Entity (as defined in Article IV, below) that the Association’s position on a specific issue will protect what that Resident or Entity perceives to be his, her or its own best interests.

Therefore, when there is an issue which affects the personal or property interests of any particular Resident or Entity, that Resident or Entity should make his, her or its own determination whether he, she or it should rely solely on the Association to represent his, her or its own interests, and whether he, she or it should obtain professional advice as to whether such interests are adequately protected.

ARTICLE III – AREAS AND BOUNDARIES

Section 3.01: The Mount Washington Area. The “**Mount Washington Area**” is defined as follows (all references to zoning districts area as of the date of the adoption of these Bylaws):

1. On the east, beginning from the intersection of the Jones Falls and the center of 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; 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 the B-2-1 zoning district again meets the east bank of the Jones Falls; then
3. Continuing northerly along the east bank of the Jones Falls to the northern Baltimore City boundary line; then
4. Running westerly along the northern Baltimore City boundary line to the intersection of the Baltimore City boundary line with the eastern boundary of the Block 4652C, Lot 003 (formerly the Bonnie View Golf Course); then
5. Running southerly along an irregular line, along the eastern and southern boundary of Block 4652C, Lot 003 (formerly the Bonnie View Golf Course) and continuing due west to the eastern edge of Ivymount Road; then
6. Running southerly along the eastern edge of Ivymount Road to the southern edge of Rogene Drive; then
7. Running easterly along the southern edge of Rogene Drive to Block 4652C, Lot 031 (Ivymount Apartments); then
8. Running southerly along an irregular line following the western, northern, and western boundary of Block 4652C, Lot 031 (Ivymount Apartments) to the northern boundary of Western Run Park; then,
9. Running south-westerly along an irregular line following the northern boundary of Western Run Park to the center of Greenspring Avenue; then
10. Running southerly along the center of Greenspring Avenue to the center of Cross Country Boulevard; then
11. Running westerly along the center of Cross Country Boulevard to the center of Glen Avenue; then
12. Running westerly along the center of Glen Avenue to Key Avenue; then
13. Running southerly along the center of Key Avenue to the center of West Northern Parkway; and then
14. Running easterly along the center of West Northern Parkway to the place of beginning.

Section 3.02: Area Boundaries. There shall be seven (7) “Areas” within the Mount Washington Area as set forth on **Exhibit A** attached hereto and incorporated herein.

Section 3.03: Area Interpretation. The existence of the boundaries of the Mount Washington Area shall not be deemed to preclude the Association from acting on any matter arising outside of those described boundaries or affecting the Baltimore community at large whenever such

matter affects the preservation, betterment, development, or well being of the Mount Washington Area community.

Section 3.04: Area Amendments. From time to time, the Board may change any boundary or boundaries of the Mount Washington Area or any of the Areas, as well as the number of Areas, provided that the number of Areas shall not exceed ten (10), and may amend **Exhibit A** and the foregoing Sections of this Article III accordingly. Any such change in the number of Areas or in any boundary of the Mount Washington Area or any Area must be approved by a two-thirds vote of the Board at two consecutive Board meetings at which such change is placed on the agenda given with the notice of each of the meetings.

ARTICLE IV – MEMBERSHIP

Section 4.01: Members. To be a “**Member**” of the Association, a Person (as defined in Section 10.08) must:

1. Be either:
 - (a) A natural person of at least 18 years of age residing in the Mount Washington Area (a “**Resident**”), or
 - (b) A sole proprietorship, partnership, corporation, or other legal business entity owning, controlling, and operating a business, institution, or other enterprise in the Mount Washington Area (an “**Entity**”); and
2. have tendered all dues required to be paid under these Bylaws for the then current Membership Year (as defined in Section 4.03).

Notwithstanding the foregoing provisions of this Section 4.01, no more than one Resident or Entity per Physical Address (as defined below) shall be a Member. If more than one Resident or Entity per Physical Address shall apply to be a Member for any Membership Year, then the Resident or Entity first to tender an application and the required dues to the Association for that Membership Year shall be the Member for that Physical Address for that Membership Year, otherwise the President shall determine which Resident or Entity shall be the Member under such circumstances in her or his sole discretion. A “**Physical Address**” shall be, for a Resident, the street address of the Resident’s domicile in the Mount Washington Area, and for an Entity, the street address of the Entity’s business, institution, or other enterprise, in either case further distinguished by apartment, unit, or otherwise, as applicable. For example and not limitation of the foregoing, only one adult per family residing in one apartment in the Mount Washington Area may qualify as a Member in any Membership Year.

Section 4.02: Associate Members. To be an “**Associate Member**” of the Association, a Person must:

- (1) not otherwise qualify as a Member;
- (2) be a natural person or legal business entity with a substantial interest in supporting the purpose of the Association as set forth in Article II;

- (3) have tendered all dues required to be paid under these Bylaws for the then current Membership Year;
- (4) have applied in writing to the Board to be admitted as an Associate Member; and
- (5) have been admitted by the Board or the Executive Committee (as defined below) as an Associate Member.

If a Person is not admitted as an Associate Member for any Membership Year, the Association shall return to that Person any dues tendered by that Person for that Membership Year.

Section 4.03: Membership Year. The “**Membership Year**” of the Association shall be from January 1 to December 31. The Board may change the Membership Year upon a two-thirds vote of the Board at a meeting of the Board for which the change of Membership Year has been placed on the agenda sent with the notice of the meeting.

Section 4.04: Member Dues, Fees, and Assessments. The amounts, times of payment, and manners of payment for all dues, fees and assessments, if any, required to be paid by Members and Associate Members shall be determined by the Board from time to time, by a two-thirds vote at a meeting of the Board for which such determinations have been placed on the agenda sent with the notice of the meeting. Such amounts, times of payment, and manners of payment for Members need not be the same as those for Associate Members.

Section 4.05: Annual Meeting. The annual meeting of the Members and Associate Members of the Association (collectively, the “**Membership**”) shall be held during May or June of each year on a date set by the President. The purpose of the annual 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 Members. 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.

Section 4.06: Special Meetings. A special meeting of the Membership may be called by the President at any time and for any reason. A special meeting of the Membership 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 (10%) of the Members or fifty (50) Members, whichever is greater. To be valid, such written request by Members must clearly set forth the signature, name, and Physical Address of each of the Members requesting the meeting and must clearly state the purpose of the meeting. The validity of such written request by Members shall be determined by the President or his or her designee in his or her sole reasonable discretion. Such stated purpose must be a matter reserved to, or subject to action by, the Members in order for a special meeting to be scheduled and called. A special meeting duly requested by the Executive Committee, Board, or the Members must be scheduled and held within thirty (30) days from the date of the Association’s receipt of the request, at a time and place determined by the Executive Committee.

Section 4.07: Notice of Meetings. Written notice of the annual meeting shall be given to each Member and Associate Member no less than ten (10) and no more than ninety (90) days before the meeting date. Written notice of a special meeting shall be given to each Member and Associate

Member no less than ten (10) and no more than thirty (30) days before the meeting date. The notice of a special meeting shall state the purpose of the meeting, and no other business may be considered or transacted at such meeting.

Section 4.08: Quorum. At an annual or special meeting at which an amendment to these Bylaws is being voted upon, a quorum for purposes of the vote upon the amendment shall consist of at least fifty (50) Members. For the transaction of other business, a quorum shall consist of those Members in attendance. At each meeting of the Membership, the Treasurer shall have available an up-to-date list or compilation of all Members and Associate Members. An act of the majority of the Members present at any meeting at which there is a quorum shall be the act of the Members, except as may otherwise be expressly provided by applicable law, the Charter, or these Bylaws.

Section 4.09: Conduct of Membership Meetings. Meetings of the Membership shall be presided over by the President or, if not present, the Vice President or, if neither of said Officers is present, by a chair to be nominated by the Executive Committee and elected at that meeting of the Membership by a majority of the Members present. The chair of the meeting may appoint any person to act as secretary of the meeting for purposes of taking appropriate minutes of the proceedings.

Section 4.10: Voting. Each Member shall have one vote. No Associate Member shall be entitled to vote on or approve any matter. Voting by proxy is not permitted.

ARTICLE V - BOARD OF DIRECTORS

Section 5.01: General Powers. The control, management and administration of the business, affairs and property of the Association shall be vested in the Board. The Board may employ such agents as it deems advisable and shall have, and may exercise, all authority and powers of the Association and of its membership in all matters not specifically reserved to the Members by the Charter or these Bylaws, as amended from time to time.

Section 5.02: Board Membership and Qualifications. The members of the Board (each, a “**Director**”) shall consist of:

- a. Eighteen (18) At-Large Directors to represent the interests of the entire community;
- b. One (1) Area Director to represent the interests of the entire community and to organize and supervise the Area Captains and, as directed by the President, the block captain structure;
- c. One (1) Area Captain or, for Areas containing more than 200 Physical Addresses, two (2) Area Co-Captains, for each of the Areas designated in accordance with Article III of these Bylaws, each of whom shall (i) reside in the Area which he or she represents, (ii) represent the interests of the residents of his or her Area, and (iii) as directed by the President, organize a system of block captains within his or her Area; and

- d. the three (3) immediately preceding former presidents of the Association, who shall serve as ex-officio Directors, with full voting rights.

Each Director must be a Member and a Resident; provided, however, that a Director who ceases to be a Member after his or her election as a Director shall continue to be qualified as a Director until the end of his or her then-current term as a Director.

Section 5.03: Terms. The terms of elected Directors shall be as follows:

- a. At-Large Directors: Each year the Association shall elect six (6) At-Large Directors to three (3) -year terms. Thus, the term of one-third (1/3) of the At-Large Directors will expire each year.
- b. Area Director: The Area Director shall be elected to serve for a two (2) -year term, but may not serve in this position more than two consecutive full terms.
- c. Area Captains: Area Captains shall be elected to a one (1) -year term.

No Director may be elected to serve for more than ten (10) consecutive years unless the Director is also then-currently serving as an Officer of the Association, in which case he or she may continue to be elected to additional terms as a Director.

Section 5.04: Nomination of Directors. Persons shall be nominated for election as a Director of the Association as follows:

A. Nominating Committee. At least seventy-five (75) days before the annual meeting of the Membership, the President shall: (i) appoint a Nominating Committee of five (5) Members, not less than two of whom shall then be Directors, and one of whom shall be the Area Director; and (ii) designate the chair of the committee. The Nominating Committee shall:

1. Propose to the Members a slate of: (a) six (6) At-Large Directors, of whom not more than four (4) may be serving at that time as At-Large Directors; (b) one (1) Area Captain or, if permitted and desired, two (2) Area Co-Captains, for each Area; (c) an Area Director, if the term of the Area Director is due to expire; and (d) nominees to fill the unexpired terms of vacated directorships, if any;
2. Propose to the Board a slate of nominees of Officers for each office the term of which is due to expire at the next annual meeting of the Board;
3. Receive consent from those candidates for offices or directorships prior to presenting the presentation of those slates; and
4. Tabulate and publicize the results of each election to the Membership.

Nominees for election to offices or directorships must be Members when presented by the Nominating Committee to the Board or Members for election. In designating a nominee for re-nomination to the Board, the Nominating Committee shall obtain from the Secretary, and must consider, the candidate's attendance records for the three preceding years, and other contributions of the candidate.

B. Additional Nominations. Additional nominations of any eligible candidate for any directorship may be made by a written petition signed by any twenty five (25) Members. To be valid, such a written petition must: (i) clearly set forth the signature, name, and Physical Address of each of the Members signing the petition; (ii) clearly designate the specific directorship for which each additional nomination is being made, with no more than one additional nomination made for each directorship due to expire; and (iii) be received by the President or Secretary of the Association at least thirty (30) days prior to the date of the annual meeting of the Membership. The validity of such written petition shall be determined by the President or his or her designee in his or her sole reasonable discretion. Nominees for election to directorships by petition must be Members when the petition is received by the President or Secretary.

C. Notice of Nominations. Those candidates nominated by the Nominating Committee and those nominated by petition shall constitute the official ballot to be voted upon at the annual meeting of the Membership. At least seven (7) days before the annual meeting, notice shall be sent to each Member 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.

Section 5.05: Board Vacancies. If a vacancy occurs on the Board more than sixty (60) days before the next annual meeting of the Membership, the remaining Directors, by a majority vote of such remaining Directors present at a duly called meeting of the Board, shall elect a successor to hold the directorship for the unexpired portion of the relevant term. Otherwise, the Nominating Committee shall nominate a candidate for the vacant directorship in accordance with Section 5.04, such elected successor to hold the directorship for the unexpired portion of the relevant term.

Section 5.06: Removal. Any Director may be removed for cause by a two-thirds vote of the Board. Cause includes, but is not limited to: (i) missing more than four meetings of the Board in any fiscal year; (ii) missing three consecutive meetings; (iii) or ceasing to be a Member. The resulting vacancy shall be filled as provided in Section 5.05.

Section 5.07: Regular Meetings of the Board. Regular meetings of the Board shall be held at such date, time and place as shall from time to time be determined by the President, who shall schedule not less than six (6) and not more than (10) regular meetings of the Board during each fiscal year. The first Board meeting of each fiscal year shall be held immediately after the annual meeting of the Membership, for the purpose of electing Officers for the commencing fiscal year and any other business. At the first Board meeting of each fiscal year, the President shall announce a tentative calendar of monthly meetings for the remainder of the fiscal year. Any business may be transacted at any regular meeting of the Board. At least one (1) week's notice shall be given of the time and place of any regular meeting.

Section 5.08: Special Meetings of the Board. Special meetings of the Board of Directors may be called at any time for any purpose or purposes by the President, at his or her option, or upon the written request of at least five (5) members of the Board. Such request shall state the purpose or purposes of the meeting, as well as the date, time and location of the proposed special meeting.

Business transacted at all special meetings of the Board shall be confined to the purpose or purposes stated in the notice of the meeting. Except in the case of an emergency or other urgent circumstances (as determined by the President, in his or her discretion), the President shall give notice of each special meeting of the Board of Directors to each director, by mail, by telephone, or by electronic notice, at least two (2) days before the date of the proposed meeting; but such notice may be waived in writing by any director.

Section 5.09: Quorum. The presence in person of a majority of the Directors then-currently serving shall constitute a quorum for the transaction of business at all meetings of the Board. The Board may hold its meetings in person, by telephone conference or other similar electronic communication equipment, in accordance with the provisions of the Maryland Corporation law. A person shall be considered “present” at a meeting if such person is physically present at such meeting or, if not physically present, participates in such meeting by means of telephone conference or other similar electronic communication equipment.

Section 5.10: Conduct of Meetings. Board meetings shall be presided over by the President or, if not present, the Vice President or, if neither of said Officers is present, by a past president who is an ex-officio Director or other Officer. The President may, at his or 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. The chair of the meeting may appoint any person to act as secretary of the meeting for purposes or taking appropriate minutes of the proceedings. All meetings of the Board shall be closed except to Directors and guests of the Board; provided, however, that the Membership or the public may attend and observe Board meetings at the discretion of the President (or other presiding officer if the President is not present).

Section 5.11: Voting. Each Director shall have one vote; provided, however, that should an Area have two Area Co-Captains, the two Co-Captains shall have only one vote between them to cast together as members of the Board; half votes are not permitted. Should two Area Co-Captains fail to agree upon their one vote, then the vote of those Area Co-Captains shall be recorded as an abstention. Notwithstanding the provisions of Section 5.02, a Director shall not be eligible to vote if he or she is not then a Member and Resident. Except as otherwise expressly provided by applicable law, the Charter, or these Bylaws, an affirmative vote of a majority of those present and voting at a meeting of the Board shall be necessary for the passage of any resolution.

Section 5.12: Compensation of Directors. Directors shall not receive compensation in the form of a salary or otherwise for fulfilling their duties as members of the Board; however, each Director shall be entitled to receive from the Association reimbursement for any expenses as determined by a resolution passed by a majority of the present and voting members of the Board at a duly called meeting.

ARTICLE VI – OFFICERS

Section 6.01: Number and Title. The officers of the Association (the “Officers”) shall consist of a President; a Vice President; a Treasurer; and a Secretary. At the Board’s discretion, the

Association may also have one or more such other officers as the Board may consider necessary or appropriate from time to time for the proper conduct of the business of the Association. No two offices may be held by the same person. The President may appoint a Membership Secretary who, if appointed, shall serve as an Officer of the Association at the President's pleasure.

Section 6.02: Election; Qualification; Term of Office. All elected Officers except the President shall be elected annually by the Board at its first meeting following the annual meeting of the Membership, and shall serve for a period of one (1) year or until their successors are duly elected and qualify. The President shall be elected every two (2) years by the Board at its first meeting following the annual meeting of the Membership, and shall serve for a period of two (2) years or until his or her successor is duly elected and qualify. To be eligible for election to an office, a person must be a current At-Large Director. A person may serve an unlimited number of terms as an Officer of the Association. Each Officer of the Association shall hold office until he or she shall resign, be removed, is otherwise disqualified to serve, or until his or her successor is duly elected and qualifies.

Section 6.03: Removal and Resignation. Any elected Officer may be removed for any reason, with or without cause, by a majority of the Directors at any regular or special meeting of the Board (or, as to any assistant or subordinate Officer, by any Officer authorized by the Board). Any Officer may resign at any time by providing notice to the Board and any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.04: Vacancies. If any Officer position becomes vacant by reason of the death, resignation, removal, or disqualification of such Officer, the Board shall elect a successor who shall hold such office for the unexpired term and until his or her successor is duly elected and qualifies.

Section 6.05: President. The President is the chief executive officer of the Association, with all powers and duties incident to such office. The President may sign and execute all authorized contracts or other obligations 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 chairs;
3. Be an ex-officio member of all committees;
4. Chair all meetings of the Membership, the Board, and the Executive Committee;
5. Serve as the official spokesperson for the Association;
6. Perform all other duties assigned from time to time by the Board or the Executive Committee;
7. Perform all other duties necessary or incident to the general duties of the office.

Section 6.06: Vice President. The Vice President shall preside at all meetings in the absence of the President or during the President's inability to act. The Vice President shall have such other and further powers and shall perform such other and further duties as may be assigned by the Board or delegated by the President.

Section 6.07: Treasurer. The Treasurer shall have custody of the funds of the Association; may endorse on behalf of the Association for collection, checks, notes and other obligations; shall deposit the funds of the Association to its credit in such banks and depositories as the Board may from time to time designate; shall submit to the annual meeting of the Membership a statement of the financial condition of the Association; shall submit a financial report to the Board at least quarterly at a regular meeting of the Board and whenever required by the Board shall make and render a statement of accounts and such other statement as may be required; shall keep in books of the Association full and accurate account of all monies received and paid by the Association; and shall propose an annual budget to the Board of Directors for its adoption prior to the end of each fiscal year. The Treasurer shall also file or oversee the filing of any and all personal property tax returns and other tax returns required to be filed with any city, state or federal agency, on or before the date such tax return or returns are required to be filed. The Treasurer shall have such other and further powers and shall perform such other and further duties as may be assigned by the Board or delegated by the President. If the office of Membership Secretary be vacant, the Treasurer shall assume the powers and responsibilities of that office.

Section 6.08: Secretary. The Secretary shall keep minutes of the proceedings of the Board and of the Membership; shall be the custodian of the minute book of the Association; and shall be the custodian of the archives of the Association, including past correspondence files, and such other records as the Board may request. The Secretary shall: (i) send notices of all meetings of the Membership and of the Board; (ii) record or shall cause to be recorded in writing all the proceedings of the meetings of the Board and the Membership; and (iii) maintain records of attendance at all Board meetings for use by the Nominating Committee. The Secretary shall have such other and further powers and shall perform such other and further duties as may be assigned to him or her by the Board or the President.

Section 6.09: Membership Secretary. The Membership Secretary shall: (i) maintain the membership records of the Association; (ii) maintain records indicating the areas of interest in which Members and Associate Member have expressed a desire to participate; (iii) collect Membership dues and forward the same to the Treasurer, (iv) maintain records of the dues payment status of each Member and Associate Member; (v) maintain mailing lists of all Members, Associate Members, and Residents; (vi) coordinate membership drives and enrollment and shall confirm the status of persons attending any meeting of the Membership. The membership rolls and records of the Association shall be used only for purposes of the Association and such other purposes as the Board shall direct.

Section 6.10: Compensation of Officers. Officers shall not receive compensation in the form of a salary or otherwise for fulfilling their duties as Officers; however, each Officer shall be entitled to receive from the Association reimbursement for any expenses as determined by a resolution passed by a majority of the present and voting members of the Board at a duly called meeting.

ARTICLE VII – COMMITTEES

Section 7.01: Executive Committee. There shall be an Executive Committee consisting of the elected Officers and the past presidents of the Association who are ex-officio Directors. The Executive Committee shall: (i) generally manage the affairs of the Association between meetings of the Board; (ii) assist the President in preparing the agenda for the meetings of the Board; (iii) regularly report its recommendations to the Board; and (iv) 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. The Executive Committee shall meet at such times as the President may designate. Twenty-four (24) hours notice shall be given for any meeting called by the President, except in case of emergency.

Section 7.02: Other Standing Committees. In addition to the Executive Committee, the other standing committees of the Association and their functions shall be:

- a. The **Nominating Committee**, the functions of which are as provided in Section 5.04 of these Bylaws and as otherwise directed by the President or the Board.
- b. The **Zoning and Land Use Committee**, which shall: (i) monitor requests for zoning exceptions, conditional uses, variances and all requests for zoning changes; (ii) review plans for land use or development; (iii) review applications for building permits; and (iv) take such other action on behalf of the Association as directed by the President or the Board.
- c. The **Architectural Review Committee**, which shall: (i) review 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”) or any successor organization assuming the relevant duties of CHAP; (ii) review plans for any other improvements referred to the committee by the President; and (iii) take such other action on behalf of the Association as directed by the President or the Board.

Except as otherwise expressly provided in these Bylaws, the President shall annually appoint to each standing committee, for a one year term, a chair and the number of members the President deems necessary for its proper functioning.

Section 7.03: Special Committees. The Board may, at any time and from time to time, by resolution, designate one or more special or ad-hoc committees, each committee to be chaired by a member designated by the President and to include that number of members as designated by the Board.

Section 7.04: Committee Procedure. Committees shall make such investigations and recommendations, and take such actions, as directed in the resolutions establishing them or as directed in subsequent resolutions of the Board. Committees shall, from time to time, and whenever requested by the President, report to the Board on their activities, recommendations and actions. The committee chairs and members shall serve at the pleasure of the Board, subject to removal at any time by the majority vote of the Board of Directors. Committees shall be authorized to collect and

disburse funds subject to the oversight of the Treasurer. In addition, the chair of each committee may form one or more subcommittees, as needed, to enable that committee to perform its functions and achieve its goals. Each subcommittee shall be considered a “committee” for purposes of these Bylaws. The majority of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of those members of a committee present at a meeting at which a quorum is present shall be sufficient to pass any measure or resolution of the committee. Material decisions of each committee shall be communicated to the Board on or before the next scheduled meeting of the Board. Meetings of each committee may be in person or by teleconference. Meetings may be called at any time and from time to time by the chair of that committee.

ARTICLE VIII – INDEMNIFICATION AND INSURANCE

Section 8.01: General. The Association shall indemnify: (i) any individual who is a present or former director or officer of the Association; or (ii) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Association and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (each an “**Indemnified Person**”), to the full extent permitted under the Maryland General Corporation Law. The Association may, with the approval of the Board, provide such indemnification for any employee or agent of the Association.

Section 8.02: Advancement of Expenses. Reasonable expenses incurred by a director or officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Association, upon the approval of the Board, in advance of the final disposition of the proceeding upon receipt by the Association of: (i) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Association as authorized herein has been met; and (ii) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 8.03: Exclusivity. The rights of indemnification and advancement of expenses provided by the Charter or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Association, and such rights shall continue in respect of all events occurring while a person was a director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Association and each Director or officer of the Association who serves or served in such capacity at any time while this Article VIII is in effect. Nothing herein shall prevent the amendment of this Article VIII, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or

as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article VIII shall not in any way diminish any rights to indemnification or advancement of expenses of such director or officer or the obligations of the Association arising hereunder with respect to events occurring, or claims made, while this Article VIII, or any provision hereof, is in force.

Section 8.04: Insurance. The Association may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against and incurred by any Indemnified Person in any protected capacity or arising out of his or her position. The Association may purchase and maintain insurance on its behalf in respect of any liability it may incur to provide indemnification under its Charter, these Bylaws, or applicable law.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended by the affirmative vote of two-thirds of the Members present at an annual or special meeting of the Membership. Bylaws amendments may be proposed by the Board or by written petition of ten percent (10%) of the Members. To be valid, such written petition must: (i) clearly set forth the signature, name, and Physical Address of each of the Members signing the petition; and (ii) clearly state the amendments proposed. The validity of such written petition shall be determined by the President or his or her designee in his or her sole reasonable discretion. 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 X – SUNDRY PROVISIONS

Section 10.01: Conflict of Interest. Any Director or Officer having an interest in a contract or other transaction or determination presented to the Board or a committee of the Association for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contact, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

Section 10.02: Fiscal Year. The fiscal year of the Association shall be 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.

Section 10.03: 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.

Section 10.04: Notice. Whenever, under the provisions of these Bylaws, notice is required to be given, it shall not be construed to mean personal notice, but such notice shall be given in writing, which may be transmitted electronically, and which may be delivered personally, by commercial carrier, by facsimile with a machine-generated confirmation sheet, by certified United States mail, postage prepaid and return-receipt requested, or regular United States mail, postage prepaid, to such address, facsimile telephone number or e-mail address as appears on the books of the Association, or if no address or number should appear thereon, to the last known address or number of such person. Notice given personally or by commercial carrier or certified mail is effective upon delivery. Notice given by facsimile with a machine-generated confirmation sheet and by e-mail is effective upon sending. Notice given by regular United States mail is effective the third delivery day after the date of mailing. It shall be sufficient for any notice to a Member or Associate Member be addressed to "Mt. Washington Neighbor" or similar wording; that is, the address on the notice need not contain the Member's or Associate Member's name, as long as it is properly addressed to the Member's or Associate Member's address as it appears on the Association's records.

Section 10.05: Bonds. The Board may require any officer, agent or employee of the Association to give a bond to the Association, conditioned upon the faithful discharge of his or her duties, with one or more sureties and in such amount as may be satisfactory to the Board.

Section 10.06: Corporate Seal. If the Association is required to place its corporate seal on a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Association.

Section 10.07: 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 the Charter or 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.

Section 10.08: Definitions and Rules of Construction. In these Bylaws:

- a. "Bylaws" means these Amended and Restated Bylaws, as amended from time to time;
- b. "Person" means any natural person, sole proprietorship, partnership, corporation, or other legal business entity;
- c. "Majority" or "majority vote" means a simple majority of those present and qualified to vote on the matter being voted upon;
- d. "Two-thirds" or "two-thirds vote" means two-thirds of those present and qualified

to vote on the matter being voted upon;

- e. **“Includes”** and **“including”** are not limiting; and
- f. Unless otherwise required by the context, the use of either gender encompasses the other gender.

The foregoing are certified as the Amended and Restated Bylaws of Mount Washington Improvement Association, Inc., as adopted by the Members thereof on June 14, 2011.


Jennifer Mange, Secretary

EXHIBIT A

AREAS AND AREA BOUNDARIES

