

BYLAWS
of
Oakenshawe Improvement Association, Inc.

- 1. NAME AND PURPOSES:** The name and purposes of the Oakenshawe Improvement Association, Inc., (OIA) are in the Certificate of Incorporation.
- 2. PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of OIA will be designated by the Board of Directors (Board).
- 3. BOUNDARIES:** OIA will serve the area in the City of Baltimore encompassed by the following boundaries:
 - (a) Northern: The boundary is the south side of Southway.
 - (b) Southern:
 - Calvert Street to Guilford Terrace: The boundary is the north side of University Parkway.
 - Guilford Terrace to Abell Avenue: The boundary is the alley south of the buildings on the south side of University Parkway.
 - Abell Avenue to Barclay Street: The boundary is the north side of University Parkway.
 - Barclay Street to York Road: The boundary extends to the rear of the former Boulevard Theatre and the Waverly Branch of the Enoch Pratt Free Library.
 - (c) Eastern: The boundary extends to the rear of the commercial properties that face York Road.
 - (d) Western: The boundary is the east side of Calvert Street, except that it also includes the dwellings at 3512-3514 and 3516 North Calvert Street.
- 4. MEMBERSHIP:**
 - (a) Membership Requirements: The two membership categories are:
 - (1) Resident – A person must meet the following criteria:
 - Be at least 18 years of age
 - Reside within the Boundaries (as defined in Section 3 above)
 - Live in a household for which the annual dues are paid. A household is defined as one person, two or more related persons, or a group of not more than four unrelated persons living together in one dwelling.
 - (2) Non-Resident Owner – An owner of residential real property who does not occupy the property must meet the following criteria:
 - The property must be located within the Boundaries
 - Pay the annual dues
 - (b) Voting: There will be no proxy voting. Voting will be by membership category:
 - Resident – Each Resident Member will have one vote.
 - Non-Resident Owner – There will be one vote per residential real property that is not occupied by the owner. If there is more than one owner of the property, then the owners must designate which one of the owners may vote.
 - (c) Termination of Membership: A Member may terminate a membership if the Member sends written notice to the Board or the President. A membership will automatically be terminated if a Member no longer meets the Membership Requirements.

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- (d) Privileges: Membership will entitle Members to participate in the programs of OIA; to elect the Board of Directors of OIA; to amend these Bylaws; and to vote on those issues referred by the Board for a vote by the Membership.

5. BOARD OF DIRECTORS:

- (a) Role/Duties/Requirements: The management of OIA will be vested in a Board of Directors. The Board will have general charge of the affairs, property, and assets of OIA. The Board will carry out the mission and purposes of OIA. The Board will set the annual dues. Each Director must regularly attend Board Meetings and major functions of OIA. Directors must be Members of OIA.
- (b) Classes: There will be only one class of Directors.
- (c) Number/Composition: The Board will be comprised of no more than fifteen persons and no less than five persons.
- (d) Election/Vacancies: At each Annual Meeting, the Members will vote to fill open or expired terms of the Directors. Vacancies occurring between Annual Meetings may be filled for the balance of the term by a majority vote by the remaining members of the Board.
- (e) Term: Directors will serve for a term of two years or until they resign or are removed. There will be no term limits.
- (f) Voting: Each Director will have one vote. There will be no proxy voting.
- (g) Removal: A Director may be removed, with or without cause, as determined by a two-thirds vote of the Directors at any Board Meeting at which there is a quorum.
- (h) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. All resignations must be noted in the minutes of the Board Meeting next occurring after the resignation.

6. OFFICERS:

- (a) Election/Vacancies: The Officers will consist of a President, Secretary, and Treasurer and any other Officer position duly created by the Board. Only Directors are eligible to be elected as Officers. At each Annual Meeting, the Members will vote to fill open or expired terms of the Officers. The Board must fill any vacancy in any office from the current Directors and any Officer so elected must fulfill the term of his/her predecessor.
- (b) Term: Officers will serve for a term of two years and until their successors are elected, or until they resign or are removed. There will be no term limits.

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- (c) **Removal**: An Officer may be removed, with or without cause, as determined by a two-thirds vote of the Directors present at any Board Meeting at which there is a quorum.
- (d) **Resignation**: An Officer may resign only by submitting a written resignation to the President or to the other Officers, if the resigning Officer is the President. All resignations must be noted in the minutes of the Board Meeting next occurring after the resignation.
- (e) **Authority and Duties**: Officers will have the authority and responsibility delegated by the Board. Officers must perform the following duties as well as other duties that are ordinarily the function of the office:
 - (1) **The President** must preside at and conduct all meetings of the Members and Board. The President must sign all contracts and agreements in the name of OIA after the Board has approved them. The President must serve as the representative of OIA in meetings and discussions with other organizations and agencies, or appoint someone to act in his or her place.
 - (2) **The Secretary** must keep accurate minutes of all meetings of OIA, provide copies of minutes for Board approval, and maintain a file of all approved Board minutes. The Secretary must oversee delivery notices of meetings to those persons entitled to vote at such meetings. The Secretary must maintain a current list of all Members, with phone numbers and addresses (mail and email), and make the list available at all meetings where votes may be taken.
 - (3) **The Treasurer** must oversee the deposit of funds of OIA into the proper accounts of OIA and the recordation of all receipts and disbursements from such account or accounts. The Treasurer must oversee the preparation of: (i) the books and records of the finances of OIA, (ii) financial reports of the accounts for each Board Meeting, and (iii) filing of all year-end financial reports and federal and state tax reports.
 - (4) **Other Officers** holding positions created by the Board must perform such duties as specified by the Board or by Officers given authority over them.
 - (5) **Holding More Than One Office**: A person may hold more than one office but may not serve concurrently as both President and Vice President.

7. MEETINGS:

- (a) **Annual Meeting**: The Annual Meeting of the Membership will be held on such date and time as determined by the Board. At the meeting, the Members will vote to fill open or expired terms of the Board (Directors and Officers) and transact other business as necessary.
- (b) **Board Meetings**: Meetings of the Board will be held at least quarterly and may be scheduled more often by the President.

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- (c) **Special Meetings**: Special Meetings of the Board or Membership will be held when called by the President or by at least three Directors. Business transacted at Special Meetings must be confined to the purpose(s) of the meeting stated in the notice of the meeting.
 - (d) **Notice of Meetings**: Notice of Annual and Board Meetings must be in writing (includes electronic communications) and delivered at least seven days and not more than thirty days before the day of the meeting. Notice of a Special Meeting must state that it is a Special Meeting, note its purpose(s), and must be given orally or in writing (includes electronic communications) at least 48 hours prior to the meeting time.
 - (e) **Voting/Quorum**: Except as otherwise provided in these Bylaws, decisions will be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors will constitute a quorum at any meetings of the Board. Twenty-five Members will constitute a quorum at any meetings of the Membership.
- 8. ACTION WITHOUT MEETING**: Any action that may be properly taken by the Board assembled in a meeting may also be taken without a meeting. To do so, consent in writing (includes electronic communications) setting forth the action so taken must be signed by all of the Directors entitled to vote with respect to the action. Such unanimous consent will have the same force and effect as a vote of the Directors assembled and must be filed with the minutes.
- 9. COMMITTEES**: The Board may create such committees with such powers as it deems wise to have. The President must appoint persons to chair and serve on those committees. Chairperson may include persons who are not Directors of OIA. The committees must perform work specifically tasked by the Board and provide oral or written reports to the Board as requested.
- 10. CONFLICT OF INTEREST**:
- (a) **Duty to Disclose**: Any Director who becomes aware of a personal, financial, family, or other interest in any transaction, decision, or determination, of the Board or committees must disclose same to the Board so as to avoid any appearance of conflict of interest.
 - (b) **Actual Conflict**: If the Board concludes, by a majority vote, that the conflict is an actual conflict, the person may not vote on the matter, may not participate in any discussions on the matter (unless specifically requested by the Board to provide expertise), and must not use his or her influence or prestige to influence the vote.
- 11. INDEMNIFICATION**: OIA may indemnify Directors, Officers, employees, and agents of OIA to the fullest extent required or permitted by the General Laws of Maryland.
- 12. COMPENSATION**: The Directors and Officers of OIA will serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for direct expenses reasonably incurred on behalf of OIA.

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- 13. FISCAL YEAR:** The fiscal year of OIA will be from January 1st to December 31st.
- 14. AMENDMENT:** These Bylaws may be amended by a majority vote of the Members present and eligible to vote at any meeting at which there is a quorum. The proposed amendment(s) must be submitted to the Members in writing (includes electronic communications) with written notice (includes electronic communications) of the meeting to decide on the proposed amendment(s) at least ten days prior to the meeting date. Twenty-five Members will constitute a quorum.
- 15. NONDISCRIMINATION:** The organizations, Directors, Officers, employees and persons served by OIA must be selected in a non-discriminatory manner with respect to age, gender, race, skin color, national origin, sexual orientation, socioeconomic status, and political or religious opinion or affiliation.

Adopted by the Membership this 27 day of February, 2017.

I, the undersigned, being Secretary of OIA, certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Membership.

Rhonda VanRoekel
Secretary

February 27, 2017
Date