

By-Laws

of

The Old Catonsville Neighborhood Association, Inc.

ARTICLE I - NAME

Section 1. Name -- The name of this organization shall be The Old Catonsville Neighborhood Association, Inc.

ARTICLE II - PURPOSE

Section 1. Objectives -- The purpose of the Old Catonsville Neighborhood Association, Inc., hereinafter referred to as "Association", shall be to unite individuals in the community and to promote action on problems and issues affecting the area of the Association. The objectives shall be:

- (a) To stimulate interest in improving and maintaining the area encompassing the Association and Baltimore County in general.
- (b) To unite and communicate with various members on issues of Association area and countywide importance.
- (c) To foster understanding of the laws, customs, services and facilities of Baltimore County.
- (d) To promote and support constructive legislation affecting the Association area and Baltimore County.
- (e) To develop a community designed for safe, healthful and harmonious living.
- (f) To promote the collective and individual property and civic interest and rights of all persons, firms and corporations owning property in the area of the Association, as described in these By-Laws.
- (g) To promote and care for the improvements and maintenance of the community area, public easements, grass plots, parking areas, and any facilities of any kind dedicated to the community use and other open spaces, which now exist or which may be installed, procured, deeded or constructed in the future.
- (h) To exchange ideas and to consider all appropriate matters referred to it by its members.

(i) To carry out such other purposes which may be deemed necessary to achieve the aforementioned objectives.

Section 2. Nonpartisan/Affiliation--The Association shall be non-profit, non-partisan, nonsectarian and noncommercial.

Section 3. Activities -- The activities of the Association shall include:

- a. studies of needs, resources and problems.
- b. presentation of pertinent information to its members and to the general public.
- c. the holding of meetings for the discussion of problems and issues, determination of solutions most beneficial to the Association and the county and the initiation of action to attain these ends.
- d. social events for its members.
- e. neighborhood improvements.

ARTICLE III - MEMBERSHIP AND VOTING

Section 1. Association Area -- The Association area shall be bounded on the East by the properties on Melvin Avenue; on the South by the properties on the North side of Frederick Avenue; on the West by the Streetcar Path right of way; on the North by the properties on the South side of Edmondson Avenue.

Section 2. Membership -- Anyone owning, renting or otherwise occupying property within the Association area may be a member of the Association upon paying the Association dues. Individuals and organizations not eligible for membership may become Associate Members upon paying the Association dues.

Section 3. Classes of Membership -- The following are the classes of membership:

Voting Members -- Any member, 18 years of age and older, who resides or owns property in the Association area.

Non-Voting Member -- Any Member and Associate Member who does not reside in the Association area,

Section 4. Dues are: \$15/family or organization (up to two voting members)

\$10 individual

\$ 5 individuals older than 65 years of age

The dues year is December 1 to November 30.

Section 5. Voting -- Only Voting Members present may vote on any issue. Each Voting Member shall be entitled to one vote.

ARTICLE IV --GOVERNANCE

Section 1. Interpretation -- Any question as to the meaning and proper interpretation of any of the provisions of the By-Laws shall be resolved by the Board.

Section 2. Board of Directors -- The Association shall be governed by a Board of Directors, hereinafter referred to as the "Board", consisting at a minimum of five (5) people namely the elected officers plus the immediate past president. Additionally, the Board should, but is not required, to also consist of a Voting Member from each of the following blocks within the boundaries of OCNA: Melvin Avenue (beginning 2/16/2012), Beaumont Ave. (unit), Beaumont Ave. (100), Osborne Ave. (unit), Osborne Ave. (100), Wyndcrest (unit), Wyndcrest (100), Glenmore Ave., Beechwood Ave. (unit), Beechwood Ave. (100), Summit Ave., Rosewood /Birdwood, Smithwood Ave., Sugar Ct., and Edmondson Ave. plus past immediate officers, and up to five at-large board members, one of which will be a representative of the newsletter committee. The maximum board size is therefore 27. In the event of a contested election for the board position from any block only the Voting Members from that block may vote. In the event there are no candidates or volunteers from a particular block or insufficient volunteers to be at large Board Members, these positions shall be vacant until such time as there is a volunteer.

Section 3. Officers -- The officers of the Association shall be: President, Vice President, Treasurer, and Secretary.

Section 4. Term of Office -- Term of office shall normally be one year, from December 1 to November 30 of the following year.

Section 5. Vacancies -- The Board shall, by majority vote of the remaining directors, fill any vacancy in any elected office for the unexpired term, except that of the office of the President which shall be filled automatically by the Vice President, in elected order etc..(see Article IV, Section 3).

Section 6. Procedure -- In the event of a dispute as to procedure at any meeting, the latest version of Roberts Rules of Order shall apply.

Section 7. Emergency Expenditures -- Between Board meetings of the Association, emergency expenditures may be made by the President to the extent of one hundred (100) dollars without prior approval of the Board. All such expenditures shall be brought before the Board at the next Board Meeting.

Section 8. Compensation -- No part of the net earnings of the association shall inure to the benefit of any member, director or officer of the Association or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its objectives); no director or officer of the Association, or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Association. Compensation for services rendered shall be approved by a majority vote of the Board at a regular Board meeting. Compensation shall not be construed to prohibit reimbursement of appropriate expenses which may be paid by the President or Treasurer at any time.

ARTICLE V -- BOARD OF DIRECTORS AND MEETINGS

Section 1. Election of Officers -- All Officers must be voting members while serving as officers of the Association and at least one month prior to election.

Section 2. Chair -- The President of the Association shall be the Chair of the Board.

Section 3. Duties -- The Board shall:

- a. Transact business of the Association.
- b. Review plans and actions of the various committee chairs.
- c. Supervise the officers of the Association.
- d. Approve all expenditures of funds, except as provided in Article IV, Section 7.

Section 4. Board Meetings -- the Board shall meet at least every three months as determined by the Board and at such other times the Board deems necessary. An "additional" Board meeting must be called by the President (within 10 days) upon the written request of at least five Voting Members. Board members shall be notified of all meetings either verbally or in writing at least five days in advance; the outcome of voting at all Board

meetings shall be determined by a majority of members in attendance. Board meetings shall be open to all Voting Members. Board meetings and general meetings shall be held in the Catonsville area.

Section 5. Agenda at Regular Board Meetings - The agenda for regular Board meetings shall be:

- a. Call to order and introductions
- b. Reading and approval of minutes
- c. Treasurer's Reports
- d. Committee Reports
- e. Old Business
- f. New Business
- g. Announcements
- h. Nominations and elections (if appropriate) Date and time of next meeting
- j. Program (if any)
- k. Adjournment

Section 6. Public Meetings -- All Board and General Meetings of the Association are open to all its members. In October or November of each year a general meeting shall be held and officers elected. Other general meetings may be called and scheduled by the Board.

Section 7. Agenda at "Additional" Board Meetings -- The order of business at "additional" meetings shall be at the discretion of the President.

Section 8. Quorum -- One third of the Board members shall constitute a quorum. Vacant Board positions shall not be included in the calculations.

Section 9. Voting -- At General Meetings, each Voting Member is entitled to one vote which must be cast in person. No proxies are permitted. The out come of voting shall be determined by a simple majority of Voting Members present.

Section 10. Minority Position -- The Association shall have no minority position; the outcome of voting on any issue shall be the Association's only position.

ARTICLE VI -- OFFICERS

Section 1. Duties of Officers--

- a. President -- The President shall preside at all meetings of the members and the Board; shall be the chief executive officer and shall have general direction of the officers and business; shall appoint the chairs of all standing committees, and such special committees as he/she may deem necessary; shall have the authority to sign and execute in the name of the Association authorized deeds, commitments, contracts or other instruments, and shall perform such duties as are incident to the office or prescribed by these By-Laws.
- b. Vice President -- The Vice President shall have all the powers and perform all the duties of the President in case of the President's absence or incapacity. He or she shall perform such other duties as the President may from time to time direct.
- c. Treasurer -- The Treasurer shall have charge of and be responsible for all disbursements and for the collection of all funds and receipts; shall deposit in the name of the Association all monies in the depositories selected by the Board; shall maintain an up-to-date membership list; shall render whenever requested, an account of the financial condition of the Association; his or her books shall be audited as directed by the Board; and he or she shall perform such other duties as are incident to the office or prescribed by the President.
- d. Secretary -- The Secretary shall keep the minutes of all meetings of the members and the Board; shall send all notices in accordance with these By-Laws; shall carry on and keep correspondence; shall be the custodian of records; and shall perform such duties as are incident to the office or prescribed by the President.

Section 2. Nominations -- A nominating committee of three Voting Members shall be appointed by the Board prior to September 30; no member of the nominating committee may be nominated to be an officer; members of the Board shall be notified of the slate of candidates fifteen days prior to the election; nominations may also be made from the floor at the general meeting.

Section 3. Election of Officers -- Elections shall be held at the general meeting; voting shall be by ballot of those voting members represented at the meeting; voting may also be done by simple show of hands at the general meeting; a plurality of votes cast shall constitute election to any office.

Section 4. Term of Office -- The term of office shall normally be one year, from December 1 to November 30 of the following year. However, all officers shall hold office until their successors are elected.

Section 5. Limitations and Restrictions--

- a. The office of President may not be held by the same person for more than three consecutive full terms.
- b. Individuals elected to or seeking elected public office may not serve as an officer or member of the Board of the Association.

ARTICLE VII -- FINANCES

Section 1. Fiscal Year -- The fiscal year of the Association shall be the calendar year.

Section 2. Audit -- Books of the Association may be audited at any time by an individual or individuals selected by the Board and should be audited whenever a new Treasurer is installed and whenever it is required by insurance or regulatory agency.

Section 3. Dissolution of the Association -- In the event of the dissolution of the Association, and only in that event, after payment of all just obligations, any surplus remaining in the treasury shall be donated to a charity or charities as directed by the Board of Directors.

ARTICLE VIII-- COMMITTEES

Section 1. Creation and Dissolution -- There shall be such committees created by the Board as may be required to promote the objectives of the Association; the President shall appoint the Chair; committees may be dissolved or their function altered as prescribed by the Board; each committee shall have at least one Board Member as a member of the committee. The Board may delegate its powers to a committee to the full extent authorized by law.

Section 2. Committee Activities -- Chairs of all committees shall present plans of work to the Board and no major redirection of work shall be undertaken without approval of the Board; a committee shall not and cannot commit the Association without the approval of the Board; each committee shall report on its work at the regular Board meetings; the end of the term of all committees shall be the annual general meeting, but incumbents shall continue to serve until notified of their replacement by the President.

Section 3. Committee Accounting - Proposals of activities by any OCNA committee must be submitted in written form, including anticipated income and expenditures for Board approval prior to undertaking activities. OCNA funds approved for committee activities will be made available to each committee in a manner appropriate to the activities, as approved by the Board. Each committee chair will be accountable to the Board for requesting disbursement of organizational funds in a manner consistent with the Board-approved budget for that committee, and other provisions of these By-Laws. Statements of expenditures must be accompanied by receipts.

ARTICLE IX -- AMMENDMENTS TO BY-LAWS

Section 1. Proposed Amendments -- Proposed Amendments may be submitted to the Board in writing by any voting member of the Association; the Board shall note the proposal at the next meeting and shall notify at least five days prior to the meeting that a vote will be taken. Alternatively amendments may be proposed and approved at any general meeting.

Section 2. Approval -- Amendments to the By-Laws shall be approved by a two-thirds vote of the Board Members present and voting at a Board meeting which has a quorum of two-thirds of the Board. Alternatively, amendments may be proposed and approved by a two-thirds vote at a general meeting. An approved amendment shall become effective immediately.

OCNA By-Laws as amended in 2001; scanned in 3/02 from 1998 printed version; 2001 revisions, as approved at 11/01 General Meeting, added in 5/02.

Article VI, Section 5.a. amended to extend limit on consecutive full terms from two to three (approved by vote at November, 2008 General Meeting; posted 2/12/09).

Revised to include Melvin Avenue in the Association as of 2/16/2012, per Board vote on that date.