

**BYLAWS
Of
Bolton Park Neighbors, Inc.
Version 1.0**



The Bolton Park Neighbors, Inc., (BPN) is dedicated to preserving and enhancing the historic and cultural thread of our beautifully diverse community. We aim to foster continued growth in the overall health, wealth, and safety of our neighborhood by identifying and engaging residents and civic leaders in community based programs and projects. We support and promote historic redevelopment and beautification efforts and we tackle urban quality of life issues.

Bolton Park Neighbors: The Gateway to Baltimore's Urban Renaissance"

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1. **NAME AND PURPOSES:** The name and purposes of the Bolton Park Neighbors, Inc. (BPN) are set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of BPN shall be designated by the Board of Directors.
3. **Definitions:**
 - a. BPN includes residences located in the following blocks (see the attached BPN boundary map):
 - 1800-2000 Park Ave.
 - 700 Reservoir St.
 - 2100 Bolton St.
 - Even side 700 Lennox St.
 - b. Household is defined as a discrete mailing address
4. **MEMBERSHIP:**
 - a. Eligibility: Households eligible for membership in BPN shall meet the following criteria:
 - i. be located within BPN boundary.
 - ii. pay the annual membership dues as set by the Board of Directors.
 - b. Voting:
 - i. member Households shall have one (1) vote irrespective of how many persons live in a Household;
 - ii. there shall be no proxy voting;
 - iii. voting rights shall begin on the third month following membership.
 - c. Termination of Membership:
 - i. membership may be terminated if the member sends written notice to the Board of Directors;
 - ii. membership is automatically terminated if a member's dues are ninety (90) days past due;
 - iii. membership is automatically terminated if any member fails to meet the eligibility requirements.
 - d. Benefits: Members shall be entitled to participate in the programs of BPN and to participate in the election of the Board of Directors of BPN.
5. **DIRECTORS:**
 - a. Classes: There shall be only one class of Directors, known as the Board of Directors.
 - b. Role/Number/Composition: The management of BPN shall be vested in a Board of Directors which shall be composed of no more than seven (7) persons and no less than three (3) persons. The Board of Directors shall consist of the following positions with the following responsibilities:
 - i. President: presides at and conducts all meetings of the general members and Board of Directors. The President shall sign all Board approved contracts {expenditures} and agreements in the name of BPN. The President serves as the representative of BPN in meetings and discussions with other organizations and agencies, and otherwise performs all of the duties which are ordinarily the function of the office, or which are assigned by the Directors.

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- ii. Vice President: perform the duties of the President if the President is unable or absent; perform tasks as assigned by the Board; perform tasks at the request of the President; and assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall automatically become President.
 - iii. Secretary: keep accurate records and minutes of all BPN meetings; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes record of BPN
 - iv. Treasurer: oversee the following: the deposit of BPN funds into the proper accounts of BPN; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of BPN; the preparation of financial reports of the accounts for each Board meeting; and, the preparation and filing of all end of the year financial reports federal and state tax reports.
 - v. At Large Members: perform such duties as may be specified by the Board.
 - c. Election/Vacancies: At each annual meeting, the Directors to serve for the ensuing Term shall be elected by the existing voting members. In electing Directors to the Board, the member shall seek to maintain a diversity which is reflective of the population of BPN. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the membership.
 - d. Term: Each Director shall hold office for a term of two (2) years or until a successor is duly elected or until they are removed. No person shall serve more than two (2) consecutive full terms in the same role on the Board of Directors.
 - e. Voting: Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-half of the Directors then serving. Each Director shall have one vote. There shall be no proxy voting.
 - f. Removal: A Director may be removed, with or without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. Quorum shall be defined as a majority of the Board members eligible to vote.
 - g. Resignation: A Director may resign by submitting a written resignation to the Board of Directors.
- 6. MEETINGS:**
- a. Annual Meeting: The Annual Meeting of BPN shall be held in the month of October of each year to elect Board of Directors. The terms commence at the beginning of the following calendar year.
 - b. Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.
 - c. Special Meetings: Special meetings of the Board shall be held at any time, place, or method when called by the President or by a quorum of the Board. Business

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transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

- d. Notice of Meetings: Notice of regular general meetings, including the annual meeting, shall be in writing and delivered at least seven (7) days to BPN households. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 48 hours prior to the meeting time. All persons entitled to vote at the meeting must be e-mailed or otherwise delivered proper notice of the meeting.
 - e. Quorum: At any meeting, a quorum shall consist of fifty-one percent (51%) of the Directors then serving, present in person. A majority vote shall consist of 51 percent of those present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.
7. **CONFLICT OF INTEREST:** Any Board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of BPN for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its acting on such contract or transaction.
- The Board of Directors shall 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 found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of the issue (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract, 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.
8. **INDEMNIFICATION:** BPN may indemnify Directors, officers, employees, and agents of BPN to the fullest extent required or permitted by the General Laws of Maryland.
 9. **COMPENSATION:** The members of the Board of Directors shall serve without compensation for their services as Board members or officers. Directors may be reimbursed for all expenses reasonably incurred on behalf of BPN.
 10. **FISCAL YEAR:** The fiscal year of BPN shall coincide with the calendar year. An annual report will be presented to the body by the Treasurer.
 11. **CAPITAL/EXPENSE AUTHORIZATION:** The Board may, on a case by case basis, and at its discretion, authorize spending for community related affairs at the followings levels:
 - The President has the ability to authorize spending up to \$100.
 - The Board, with majority vote, has the ability to authorize up to \$500.
 - Any amount greater than \$500 must be presented at a general body meeting prior to disbursement of funds.

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All money transactions shall be transparent to the general body and open for discussion at general body meetings.

12. **ACTION WITHOUT MEETING:** Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
13. **AMENDMENTS:** These bylaws may only be amended by a majority vote of the membership. Proposed amendments shall be presented to the Board of Directors for approval. Approval shall be by a majority of the Board of Directors. Following Board approval, the proposed amendment will be presented to the membership.
14. **NONDISCRIMINATION:** The organizations, officers, directors, employees and persons served by BPN shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, gender identity and political or religious opinion or affiliation.

Adopted by the Board of Directors this Tenth day of August, 2010.

Signatures:

_____	_____
President	Date
_____	_____
Vice-President	Date
_____	_____
Treasurer	Date
_____	_____
Secretary	Date

I, the undersigned, being Secretary of the BPN, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

_____	_____
Secretary	Date