



RESERVOIR HILL ASSOCIATION

BY LAWS AND ARTICLES OF INCORPORATION

October 1, 2020

DRAFT **BY LAWS**

ARTICLE I -- NAME

The name of the organization will be the Reservoir Hill Association Corporation. It is herein and otherwise referred to as the “Reservoir Hill Association,” “RHA,” or “Association.”

ARTICLE II -- MISSION STATEMENT

The following Mission Statement was approved by a unanimous vote of all those who were in attendance at the December (*to be determined*), 2020 meeting of what was to become the Reservoir Hill Association.

The Reservoir Hill Association is a community organization that was founded by residents of Reservoir Hill that seeks to unite all who reside, own property, or operate a business in Reservoir Hill to improve the quality of life for all residents and support and protect the interests of all residents, non-resident owners, and businesses to make Reservoir Hill a leading thriving urban neighborhood in Baltimore.

ARTICLE III -- MEMBERSHIP AND FEE

Section 1

Members are those who endorse the efforts, pursuits, and activities of the Reservoir Hill Association.

Section 2

No criteria/criterion other than age will be cause for exclusion from RHA Membership. Association Membership shall be limited to persons sixteen years of age or older.

Section 3

No RHA Member shall, in his or her capacity as a Member of the Association, support any political candidate or official. However, no RHA Member shall be precluded from supporting a political candidate or official in his or her own individual and personal capacity.

Section 4

RHA does not condone or support discrimination on the grounds of race, color, creed, National origin, physical ability, sex, age, religion, ethnic identity, sexual orientation, residence, economic status, or political party affiliation.

Section 5

There shall be three categories of Membership: **Members, Active Members, and Associate Members.**

- a) Members are required to pay an annual Membership Fee (except in cases of financial hardship) and to provide a residence address in Reservoir Hill, ownership address in Reservoir Hill and postal address for non-resident owners, or business address in Reservoir Hill, telephone number (if available), and email address (if available).
- b) Active Members are those who are considered Members in good standing and who, once the RHA’s first calendar year has passed, have attended at least 50% of the Membership Meetings in the preceding 12 months in person or visible on teleconference.
- c) Associate Members are all those who support the RHA but do not reside, own property in, or conduct business in Reservoir Hill.
- d) Only recognized Active Members will be eligible to vote on issues that shall be brought forward at Membership Meetings or serve as an Officer or Director
- e) Those who are additionally designated as “Founding” Members are those who will have joined RHA as it was launched prior to or during the year 2021.



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ARTICLE III -- MEMBERSHIP AND FEE, *continued*

Section 6

The Membership Fee shall be the dollar amount that shall be recommended by the Board of Directors and shall be subsequently approved by a vote of RHA Members. The Membership Fee shall be due on December 1 of each calendar year or when a Member joins RHA and will not be prorated. Any Member who joins the RHA after September 1 shall not be expected to pay the Membership Fee until the December 1. The Membership Fee shall be waived for those cases of self-determined financial hardship as communicated by the Member to the President or Vice President.

Section 7

There are four categories of Membership Fees: 1) Member, II) Associate Member / Student Member, III) Household Member, and IV) Sustaining Member.

- I. Member and Active Member: individual who shall be considered in good standing and shall have paid the annual Membership Fee.
- II. Associate Member: Member who does not reside in, own property in, or operate a business in Reservoir Hill and who shall, at the discretion of the Board of Directors, be deemed Associate Member of RHA.
Student Member: Member no older than 25 years of age who is actively engaged in study.
- III. Household Member: Member who resides together at the same residential address with at least one other Member.
- IV. Sustaining Member: Member who contributes funds well in excess of the individual Membership Fee in order to encourage the sustenance of RHA. A Sustaining Member contributes an amount equal to or exceeding ten times the Membership Fee. Sustaining Members shall be recognized as such going forward assuming that Sustaining Member's Membership remains current.

Section 8

Members who do not use the Internet, and therefore do not have access to the RHA's web site or email as a means of correspondence, shall be asked to pay a modest annual Postal Fee to supplement their Membership Fee to compensate for the cost of printing and postage. These Members shall receive Meeting Minutes, Agendas, Directories, Financial Reports, and any other documentation that shall be circulated to Members; these items shall be mailed via U.S. Postal Service within one week of the date the emails are otherwise circulated to Members. If a telephone call shall be used to communicate with a Member due to time constraints, the written notice shall nevertheless be mailed.

Section 9

The Postal Fee shall be the dollar amount that shall be recommended by the Board of Directors and is subsequently approved by a vote of RHA Members. The Postal Fee is due on December 1 of each calendar year or when a Member joins RHA and shall not be prorated. The Postal Fee shall be waived for those cases of self-determined financial hardship as communicated by the Member to the President or Vice President.

ARTICLE IV -- GENERAL MEMBERSHIP MEETINGS

Section 1

A general RHA Membership Meeting shall be held at least once per quarter of the calendar year, ideally monthly. Membership Meetings shall not be cancelled more than three times within a calendar year and in no event shall more than two Meetings be cancelled in succession.

Section 2

The Meetings shall be called and Chaired by the President. If the President is unable to chair the Meetings, the Vice President shall do so in the President's absence; in the Vice President's absence, the Secretary shall do so in the Vice President's absence; in the Secretary's absence, the Treasurer shall do so in the Secretary's absence.

Section 3

Advance notice of any Meeting, including date, time, location, and Agenda, shall be posted on the RHA's web site and provided via email, U.S. Postal Service, or telephone message to all Members of record at least seven (7) days in advance of such Meeting accompanied by a copy of the Meeting's Agenda (or verbal summary thereof if communicated via telephone message).



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ARTICLE IV -- GENERAL MEMBERSHIP MEETINGS, *continued*

Section 4

The President shall set the Agenda for each Meeting in collaboration with the Officers and the Secretary shall circulate the Agenda. Each Agenda must contain “New Business” in order to provide any Member the opportunity to propose items for consideration at least.

Section 5

At each Meeting, everyone shall be asked to sign into the official record of attendance at that Meeting from which Active Membership, quorum confirmation, and, thereby, Member voting rights shall be documented. The sign-in sheets shall be maintained and recorded by the Secretary in the Minutes illustrating who signed in as in attendance.

Section 6

A Member shall be permitted to participate in a Meeting via electronic means, such as a teleconference. Only by method through which they are physically identifiable and visually aware on the teleconference (i.e. not by blank/photo screen or telephone) shall the Member be considered present for measurement of Active Membership/voting and/or included as part of the quorum. Anyone who shall attend by valid electronic means shall be noted as doing so by the Secretary on the attendance record.

Section 7

Additional meetings may be called by the President or two-thirds (67%) of the Board of Directors at such times as deemed necessary by the respective party.

Section 8

Minutes of each Meeting, within 10 days following that meeting, shall be posted on the RHA’s web site and distributed via email to all those on record and shall be voted upon for approval, or amendment (if necessary) and later approval, at the following Meeting.

Section 9

All Meetings shall be conducted by Robert’s Rules of Order (summary of which is attached. Robert’s Rules of Order may be found at <https://www.robertsrules.com>).

ARTICLE V -- BOARD OF DIRECTORS

Section 1

Each Member of the Board of Directors shall be a Member of the Corporation.

Section 2

Only a recognized Active Member shall be eligible to serve as a Director on the Board of Directors.

Section 3

The Board of Directors shall be the governing body of the RHA and shall develop the policies designed to achieve the goals stated in this Articles of Incorporation and in the By Laws of RHA.

Section 4

The Board of Directors shall consist of:

- The six (4) Officers: President (who shall be Board of Directors Chairperson), Vice President, Secretary, and Treasurer
- The Immediate Past President of RHA, if he or she does not hold another Board of Directors position, shall serve as an ex officio, non-voting member of the Board of Directors.
- All RHA Committee Chairpersons and the President of each Historic District (or Representative as the Historic Districts shall designate) shall be Directors
- Any other Board appointments as deemed necessary by the President and approved by the Board of Directors. This new Director’s duties must be outlined before the position is filled.



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ARTICLE V -- BOARD OF DIRECTORS, *continued*

Section 5

The Board of Directors shall:

- a) control and manage the affairs and business of the Corporation;
- b) be empowered to act on important matters requiring immediate attention; and
- c) approve the President's appointment of Committee Chairpersons

ARTICLE VI -- BOARD OF DIRECTORS MEETINGS

Section 1

The President shall Chair all Board of Directors Meetings unless he or she shall be absent or unable to do so. Should the President be unable to Chair a Meeting, the Vice President shall do so. Should the President and Vice President be unable to Chair a Meeting, the Secretary shall Chair said Meetings. Should the President, Vice President, and Secretary be unable to Chair a Meeting, the Treasurer shall Chair said Meetings. Should the President, Vice President, Secretary, and Treasurer be unable to Chair a Meeting, the Meeting shall not be held.

Section 2

The Board shall meet at during each quarter of the calendar year, ideally at least twice per each quarter of the calendar year, at the call of the President or two-thirds (67%) of the Board. A sign-in sheet shall be provided at each Board Meeting and everyone in attendance shall be asked to sign it as the official record of attendance at that meeting.

Section 3

No meeting of the Board of Directors shall be official without a quorum of the Board in attendance. A quorum shall consist of no less than two-thirds (67%) of the Board.

- a) Any Meeting at which a quorum is not present shall be deemed a committee of the whole.
- b) Decisions made by a committee of the whole shall be non-binding and shall not be implemented until approval of the Board at the next Board Meeting at which a quorum is present.
- c) A Director shall be permitted to participate in Board Meetings via electronic means, such as a teleconference where they are physically identifiable and visually aware on the teleconference (i.e. not by blank/photo screen or telephone), and thereby be considered present at said Meeting and included as part of the quorum. Anyone who shall attend a Meeting by valid electronic means shall be noted as doing so by the Secretary on the attendance record. The Secretary shall call the role at the beginning of each Board Meeting and shall record business of each Meeting.
- d) Vote by proxy shall not be permitted.

Section 4

Directors shall be provided at least seven (7) days written notice of a Board Meeting, via email or telephone (if no email exists), providing the date, time, and location of such Meeting.

Section 5

Additional Meetings may be called by the President or two-thirds (67%) of the Board at such times as deemed necessary by the respective party.

Section 6

All other RHA Members who have submitted to the President or Vice President notice requesting to be informed of Board Meetings shall be given notice of the Board Meetings.

Section 7

All decisions, votes, or other acts of the Board of Directors at any Meeting shall be accomplished by a simple (51%) majority of the quorum present at that Meeting, unless otherwise specified in the Articles of Incorporation or By Laws.

Section 8

Minutes of each Meeting shall be distributed within 10 days following each meeting and shall be voted upon for approval, or amendment (if necessary) and later approval, at the following Meeting.



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ARTICLE VI -- BOARD OF DIRECTORS MEETINGS, *continued*

Section 9

All Directors must attend at least two-thirds (67%) of the annual Board Meetings to be considered in good standing.

Section 10

Chairpersons of standing committees may be periodically unable to attend Board Meetings and shall be expected to send a respective Committee representative or report.

Section 11

All Meetings shall include a Treasurer's Report of the RHA's then-current financial status within thirty (30) days prior to the report. The Annual Report, including the most recent bank statement, shall be posted on the RHA web site annually within fifteen (15) days of its submission to the State and Internal Revenue Service.

Section 12

All Meetings shall be conducted by Robert's Rules of Order.

ARTICLE VII -- OFFICERS

Section 1

A Steering Committee evolved from those who attended open meetings in 2020 and who chose to be part of the Steering Committee to form RHA. The Steering Committee Members shall serve as the representative body of the RHA in Interim Officer or Director positions until the first election when they shall assume their roles among the elected Officers and Directors. The first election shall be held to elect the Officers and Directors, other than those filled by the Steering Committee Members, for scattered initial terms. Steering Committee Members shall remain in their respective Officer or Director positions for three years effective upon the election of remaining elected positions. After the initial election, future elections will be held as described herein.

Section 2

Only recognized Active Members in good standing shall be eligible to serve as an Officer of RHA. Officers shall be as follows: President, Vice President, Secretary, and Treasurer.

Section 3

Should any Officer miss two (2) consecutive Board Meetings or three (3) such Meetings within the calendar year without being excused, such act shall be considered an official act of resignation of that Officer's position.

Section 4

A vacancy in the office of President shall be filled by the Vice President who shall serve as President until the next scheduled election. A vacancy in any Board of Directors position other than the President shall be filled by appointment of the President, subject to the confirmation by the Board, until the next election.

Section 5

In the event that any Officer other than President, due to absence, death, resignation, removal, or other reason, cannot fulfill the duties of the Office, the vacancy shall be filled by an Active Member who shall be recommended by the President and approved by the Board of Directors within 30 days of the vacancy.

Section 6

The duties of the Officers shall be as follows:

The **President** shall:

- 1) be the chief administrative Officer of RHA and, as such, Chair all Meetings of the RHA and its Board
- 2) direct the implementation of the policies adopted and authorized by the Board
- 3) serve as an ex-officio Member of all RHA Committees
- 4) represent RHA, in consultation with the Board, in public to the media and at any other appropriate level within the local, State, or National member organization unless he/she designates another Officer as circumstances may warrant
- 5) report on his or her activities at each Board Meeting
- 6) be responsible for RHA administrative affairs, including maintaining organizational files and records in a safe and orderly manner
- 7) maintain correspondence with National, State, and local organizations in conjunction with the Secretary



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ARTICLE VII – OFFICERS, *continued*

- 8) from time to time, appoint Directors or special Committee Chairpersons, subject to confirmation by the Board, to assist in the execution of RHA administrative duties
- 9) review anything produced by, or on behalf of, the RHA for public consumption and oversee the use of the RHA logo and letterhead
- 10) authorize expenditures up to the Petty Cash Amount (dollars) as approved by Membership for the President's expenditure without further approval
- 11) perform such other duties as assigned by the Board of Directors

The **Vice President** shall:

- 1) assist the President in the performance of the President's duties and such other duties as assigned by the President or the Board of Directors
- 2) in the event that the President, due to absence, death, resignation, removal, or other reason, cannot fulfill his or her duties, the Vice President shall act as the Interim President until the next election
- 3) perform such other duties as assigned by the President or Board of Directors

The **Secretary** shall:

- 1) be responsible, under the direction of the President, for transmitting all notices and for receiving and answering communications addressed to RHA
- 2) in conjunction with the President, maintain correspondence with National, State, and other local entities as seems in the best interest of RHA or as determined by the Board.
- 3) record and distribute minutes of all Board of Directors Meetings and general Membership Meetings
- 4) actively maintain, and distribute annually by December 31, the then-current Membership Directory with Members names, addresses, phone numbers, and emails as provided and a list of Officers and Board of Directors
- 5) coordinate general Membership correspondence including notification of Meetings and/or events and circulation of Meeting Agendas
- 6) in conjunction with the Media Committee and Webmaster, oversee the maintenance and improvement of RHA Domain web site, Facebook web site, Wikipedia web site, and other related media
- 7) from time to time, appoint persons, subject to confirmation by the Board, to assist in the execution of RHA internet-based duties
- 8) perform such other duties as assigned by the President or Board of Directors

The **Treasurer** shall:

- 1) actively maintain, in balance; prepare; and submit all financial records of all receipts and disbursements of RHA funds in accordance with all Federal, State, and local laws and regulations
- 2) Chair RHA Finance Committee
- 3) report financial activity since the last meeting at each Board Meeting, Membership Meeting, and at such other times as the President or Board directs
- 4) pay the RHA bills for expenditures as authorized by the general Membership
- 5) maintain all RHA bank accounts as co-signer with the President and one additional Board of Directors Member as designated in Article X (3)
- 6) Prepare and distribute an Annual Financial Statement to the Membership at the Meeting following the close of the fiscal year
- 7) Prepare, distribute, and submit to the State of Maryland and Internal Revenue Service, and provide to the Secretary to be posted to the web site, the RHA's Annual Report and any other reports or receipts that are required by the State or Federal Government or donor source to be provided by the RHA.
- 8) perform such other duties as assigned by the President or Board of Directors



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ARTICLE VIII – STANDING COMMITTEES

Section 1

There shall be standing Committees, whose membership shall consist of Members who have elected to be Members of those Committees. All Committees, with the exception of the Finance Committee, shall have a Chairperson as appointed by the President if the Committees do not elect their Chairperson and notify the President.

Section 2

The President may, at his or her discretion, form such other Committees as shall be deemed necessary by the President or the Board of Directors and shall appoint said Committee Chairperson.

Section 3

The President may, at his or her discretion, if Committees appear encumbered by insufficient or surplus members, recommend to Committee Chairpersons that members of their respective Committees consider serving on other committees to more equitably assist in managing the RHA.

Section 4

The standing Committees shall be:

- a) Architecture & Historic Districts Committee (historic preservation | code enforcement | each Historic District member with independent oversight of its District)
- b) Events & Logistics Committee (including Speakers & Panels subcommittee)
- c) Finance Committee (fundraising, grants, Garden & Home Tour subcommittees)
- d) Green Committee (parks | recreation | landscaping | trees | recycling | waste collection)
- e) Issues & Education Committee (including schools)
- f) Media Committee (including Webmaster, marketing, Newsletter Subcommittee, social media, public relations)
- g) Planning & Development Committee (zoning | real estate | infrastructure | roadways | parking | utilities)
- h) Social Committee (including membership | welcoming | neighborhood organization coordination (see attached list of known organizations) | project coordination)

Section 5

The following is a description of the standing Committees and Subcommittees (in alphabetical order):

- a) **Architecture & Historic Districts Committee (historic preservation | code enforcement | each Historic District member with independent oversight of its District)** shall be responsible for working with the City to ensure building Code enforcement, assisting Historic Districts with CHAP Guidelines enforcement, and monitoring City zoning enforcement. The Committee shall work in tandem with other committees to assist with preparation for presentation at hearings and attend them when possible.
- b) **Events & Logistics Committee (including Speakers & Panels Subcommittee)** shall be responsible for securing locations for Membership Meetings and RHA presentations and planning functional details of such events and assisting the Board in planning and executing special events. The Logistics Chair shall work closely with all Committees that plan events.
- c) **Finance Committee (fundraising, grants, Garden & Home Tour subcommittees)** shall be Chaired by the Treasurer and shall be responsible for coordinating all fundraising and membership-building activities and events. The Finance Committee shall assist the Treasurer in filing reports and meeting deadlines. The Fundraising and Grants Subcommittees shall assist the Board in raising funds by tracking donors and finding new sources of funding for the organization. The Garden & Home Tour subcommittee will oversee the annual fundraising and marketing event and shall coordinate with the Media Committee and Social Committee.



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ARTICLE VIII – STANDING COMMITTEES, *continued*

- d) **Green Committee (parks | recreation | landscaping | trees | recycling | waste collection)** shall coordinate with the Issues & Education Committee regarding all major projects of interest.
- e) **Issues & Education Committee** shall be responsible for schools, community education, promoting voting, and assisting the Board in tracking elections, candidates, appointments, and any legislative issues of interest to RHA. The Planning & Development Committee shall coordinate with the Green Committee regarding all major projects of interest.
- f) **Media Committee (including Webmaster, marketing, Newsletter Subcommittee, social media, public relations)** shall be responsible for assisting the Board in media outreach, messaging, assuring consistent branding and visual messaging, and distributing information to the Membership and general public. The Media Chair shall work closely with the Secretary to ensure consistent and adequate messaging, including maintenance of the website and other established “social media.” The Media Committee shall include the Editor of any newsletter. The Media Chair shall be responsible for working with the Membership Chair to assist the Board in implementing new and efficient ways to communicate with Members and prospective Members.
The Webmaster shall:
- 1) implement the policies adopted and authorized by the Board as they affect the web presence
 - 2) oversee maintenance and improvement of RHA internet (web)-based affairs, including maintaining organizational and social records in a safe and orderly manner
 - 3) in conjunction with the Secretary and Media Committee, oversee the maintenance and improvement of RHA Domain web site, Facebook web site, Wikipedia web site, and other related media
- g) **Planning & Development Committee (zoning | real estate | infrastructure | roadways | parking | utilities)** shall coordinate with the Safety & Security Committee and the Parks & Recreation Committee. Projects immediately followed shall include Residents Against the Tunnel (RATT) | Druid Hill Park Project | Madison Park North 700 W. North Ave. (MPN) | Katharine of Alexandria 600 W. North Ave. (KOA) | Development of Druid Park Lake Drive).
Safety & Security Committee (technology)
- h) **Social Committee (including membership | welcoming | neighborhood organization coordination (see attached list of known organizations) | project coordination)** shall be responsible for welcoming new Reservoir Hill residents, non-resident owners, and businesses, recruiting Members, and coordinating with the Secretary, Media and Communications Committee, and Newsletter Subcommittee to assure consistent RHA branding and messaging. Shall coordinate with Events & Logistics Committee and Media committees.
- i) **Safety** shall frame, shape, and reach consensus on how Reservoir Hill residents, owners, and businesses attempt to tackle public safety challenges

ARTICLE IX – ELECTIONS AND ANNUAL MEETING

Section 1

Elections shall take place at the November Meeting (or, if the November Meeting is cancelled, at the next Meeting), and the respective terms of office shall begin on January 1st of the following calendar year. Voting shall be by written ballot or ballot cast via teleconference by those in attendance at the election Meeting.



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ARTICLE IX – ELECTIONS AND ANNUAL MEETING, *continuing*

Section 2

A quorum is required to hold elections. A quorum of RHA Active Members shall consist of one-third (33%) of recognized Active Members. A simple majority (51%) of cast votes shall be necessary to elect any Board of Directors Member. If no candidate for any position receives a majority of votes for that position, a ballot between the candidates receiving the two highest totals shall be cast until one candidate receives a simple majority of the votes cast.

Section 3

Those permitted to vote shall be recognized Active Members present for the vote who were also present at the Meeting immediately preceding the Meeting in which the vote shall be conducted.

Section 4

Each Steering Committee Member who serves as an interim Officer or Director shall initiate a three-year term upon the effective date of all remaining, elected Officers and Directors; subsequent terms shall be three years. The Officers and Directors who are elected at the first election shall initiate a two-year term upon the effective date. An Officer may not serve more than two consecutive terms in the same position but is not limited as to the number of terms that can be served.

Section 5

The initial term of each Officer or Director who shall be elected in 2020 shall be two years beginning January 1, 2021; subsequent terms shall be two years. A Director, who is not an Officer, may not serve more than two consecutive terms in the same position but is not limited as to the number of terms that can be served.

Section 6

Nominations for the Officers and Directors whose positions shall be elected at each election shall be accepted beginning at the September meeting of the election year.

ARTICLE X – FINANCES

Section 1

The Fiscal Year of the RHA shall end annually on December 31.

Section 2

The Board of Directors shall, through simple majority (51%) vote of the quorum who are present at a particular meeting, have the power to manage RHA's financial assets in a manner that is consistent with the goals and principles stated in the RHA's By Laws.

Section 3

The President and Treasurer shall establish bank and/or investment accounts as deemed necessary by vote of the Board of Directors. RHA bank/investment accounts shall be maintained by the Treasurer with access granted to the President, Treasurer, and one additional Board of Directors Member, as designated by the President.

Section 4

Any withdrawals or checks issued by RHA or withdrawals of any kind shall require two signatures.

Section 5

The President shall have independent authority to authorize the disbursement of funds up to a limited dollar Petty Cash Amount without requiring a vote of Membership or Board of Directors. This amount shall be as designated at the Petty Cash Amount in a Membership vote and shall be revised as necessary from time to time.

Section 6

The Treasurer shall report financial activity since the last Meeting at each Board Meeting and Membership Meeting, and at such other times as the President or Board directs. A complete financial record shall be prepared by the Treasurer and distributed at the Meeting and on the web site following the close of the fiscal year.

Section 7

The President shall have the authority, with confirmation of the Board, to establish fundraising events as shall be deemed necessary by the Board of Directors.



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ARTICLE XI – VOTING

Section 1

Each recognized Active Member, who attended the Meeting preceding the one in which a vote is to be taken and was a recognized Active Member at that Meeting, shall be entitled to one vote.

Section 2

A quorum of RHA for the transaction of business shall consist of one-third (33%) of the recognized Active Members.

ARTICLE XI – VOTING, *continued*

Section 3

A simple majority (51%) of cast votes shall decide any vote, unless otherwise required herein. If no option for any vote receives a majority of votes for that decision, a ballot between the issues receiving the two highest totals shall be cast until one of the options receives a simple majority of the votes cast.

Section 4

A Member shall be permitted to arrange to participate in a Meeting via electronic means, such as a teleconference call or phone via teleconference call, and thereby shall be considered present at said Meeting and included as part of the quorum. Vote by proxy shall not be permitted.

Section 5

A record of attendance sheet shall be provided at each Meeting and everyone in attendance shall be asked to sign it as the official record of attendance. Anyone attending by valid electronic means shall be noted by the Secretary as doing so on the attendance sheet.

Section 6

Votes shall be cast by closed, written ballot for elections and similarly for other votes unless deemed unnecessary by the President.

Section 7

Any issue that pertains solely to properties within an Historic District shall be voted upon by Owners of the properties that are located within that Historic District and under the management of that Historic District's Board and CHAP Representative.

Section 8

Only property owners shall have the right to vote on an issue that the City or State designates as pertaining to, or the Board sees as pertaining to, property ownership or City, State, or Federal laws or policies related to property ownership or issues that are expected to directly impact property values or financial or other requirements imposed on property owners.

ARTICLE XII – REMOVAL OF OFFICERS AND OTHER DIRECTORS

Section 1

The process for the removal of any Officer or other Board of Directors Member shall be as follows:

- a) Grounds for removal shall be misfeasance, malfeasance, or nonfeasance in the performance of a Director's duties.
- b) A summary of the Motion for Removal shall be submitted in writing and the Author of the Motion shall be asked to attend the next Board Meeting. The Agenda of the Membership Meeting immediately following such Board Meeting shall include a summary pertaining to the Motion for Removal of (name of Director) and the election of an Ethics Committee.
- c) The Director who shall be the subject of the Motion shall be notified in writing at least fifteen (15) days prior to the Board Meeting at which the Motion for Removal shall be first discussed, shall be given the opportunity to respond to the Motion before and/or at the Board Meeting at which the Motion shall be first considered, and shall have the right to speak at the Board and Membership Meeting/s at which the Motion shall be discussed.



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ARTICLE XII – REMOVAL OF OFFICERS AND OTHER DIRECTORS, *continued*

- d) Charges that pertain to the Motion for Removal shall be referred to an Ethics Committee consisting of three (3) Active Members, chosen by a vote of Members during the Meeting at which the Motion shall be discussed. The Ethics Committee shall investigate the charges and shall, if requested by the person/s submitting the Motion, any Director, or the Director against whom the charges have been brought, hold hearings regarding the Motion for Removal. The Director against whom charges have been brought shall have the opportunity to confront the person who submitted the Motion; to contact, examine, and cross examine witnesses in connection with the Motion; to make arguments on his or her behalf; and to be represented by counsel.
- e) The President or, if the charges are being brought against the President, the Vice President, shall be a non-voting, ex-officio Member of the Ethics Committee and shall chair any hearings.
- f) Once the Ethics Committee has completed its investigation, it shall summarize its findings and make a recommendation as determined by a simple majority (51%) vote of the Ethics Committee.
- g) If the Ethics Committee shall find that the charges are without merit and should not be sustained and the Director should not be removed, said charges shall be immediately dropped and struck from the record without further action. The Board shall note it as such and shall notify Members of the Ethics Committee's decision and the Motion's consequent dismissal at the following Membership Meeting.
- h) If the Ethics Committee shall find that the charges are valid and sustains the Motion for Removal and recommends that the Director be dismissed and removed from his or her position, such findings and accompanying recommendation shall then be forwarded by the Board to Members in the form of a confirmed Motion for Removal on the Agenda of the next RHA Membership Meeting, which shall be held no more than sixty (60) days following the day that the Ethics Committee shall have been chosen.
- i) A vote shall be taken at the Membership Meeting at which the Motion for Removal shall have been listed on the Agenda and circulated at least 15 days in advance of the Meeting. Removal of the Director shall be accomplished by a two-thirds (67%) affirmative vote of Active Members present at the Meeting. Only those Members who were Active Members before relevant charges were brought to the Board shall be eligible to vote on the Motion for Removal.
- j) If the Motion for Removal shall have been sustained by the Ethics Committee and shall be put before the Membership, the final decision to sustain or dismiss the Motion for Removal shall be decided by a vote at the Meeting mentioned in XII(i).

ARTICLE XIII – AMENDMENT OF ARTICLES OF INCORPORATION AND BY LAWS

Section 1

An amendment to the Articles of Incorporation and By Laws that shall be proposed for adoption by Membership must be presented in writing to the Board of Directors at least fourteen (14) days prior to the Board of Directors Meeting at which such amendment shall be considered. The Board of Directors shall consider the proposed Amendment and shall vote as to whether to announce the dismissal of the Amendment proposal or to appropriately propose the Amendment at the next Membership Meeting. Such vote shall require a three-fourths (75%) affirmative vote of the Board of Directors at the next Board Meeting at which a quorum is present.

Section 2

An Amendment to these Articles of Incorporation and By Laws shall be adopted only by a two-thirds (67%) affirmative vote of the Members.

Section 3

Amendments shall become effective immediately after the adjournment of the Meeting at which they shall be adopted unless otherwise designated at the time of the Amendment vote.

Section 4

Members shall be informed by the relevant Meeting Agenda that an Amendment is to be considered and voted upon at the respective Meeting and must be given at least fourteen (14) days advance notice of such item on the Agenda.



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ARTICLE XIV – CONFLICT OF INTEREST

Section 1

Any Board member, Officer, employee, or Committee member who has an interest in a contract, other transaction, or related determination that is presented to the Board of Directors or a Committee of the RHA 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, transaction, or determination.

Section 2

The Board of Directors shall determine, by majority vote (51%), whether the disclosure indicates that a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest is deemed to exist, such person as pertains to the conflict of interest shall not vote on, nor use his or her personal influence on, nor participate in the deliberations with respect to (other than to present factual information or to respond to questions) 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 relevant Meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and related participation pertaining to such contract, transaction, or determination, and whether a quorum was present.

ARTICLE XV – INDEMNIFICATION

The Reservoir Hill Association shall indemnify its Directors and Officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the RHA Board of Directors (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; provided, however, that such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE XVI – DISSOLUTION

Section 1

In the event that RHA is disbanded or dissolved, all assets of RHA and its Committees shall be disbursed as voted by the Active Members or, if a Membership vote cannot be held, by the Board of Directors.

ARTICLE XVII – POLITICAL ENDORSEMENT

The RHA does not endorse political candidates. The RHA may present speakers and conduct forum conversations in an effort to improve citizen familiarity with local, City, State, and National representatives and thereby improve topical dialogue between voters and their appointed and elected officials. All events are open to the public and RHA encourages attendance.

ARTICLE XVIII – FREQUENCY OF MEETINGS AND NOTICE REQUIRED

FREQUENCY OF MEETINGS

Board of Directors	Minimum is 1 time per quarter, ideally monthly; quorum is two-thirds (67%)
Membership:	Minimum is 4 times / year, ideally monthly; quorum is one-third (33%) of Active Members
Vote:	Board of Directors and Membership: 51% of those in attendance (quorum confirmed) Amendments to Articles of Incorporation/By Laws: 75% of Board and 67% of Members
Annual:	Review: Membership Fee (4 categories) due annually by December 1 Postal Fee (for Members who do not have email access) Petty Cash Limit
Triennial:	General Elections: Officers and Directors



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ARTICLE XVIII – FREQUENCY OF MEETINGS AND NOTICE REQUIRED, *continued*

NOTICE REQUIRED

Minutes: Distributed within 10 days after relevant Meeting
Distributed by mail to those who do not have email access within 48 hours of email to Members
Amended, corrected, or voted into the record at the subsequent meeting

Agenda & Notice: Distributed at least 7 days preceding relevant Meeting

Notice re: Vote: Information pertaining to item upon which vote will be taken shall be distributed at least 14 days prior to vote