



RESERVOIR HILL ASSOCIATION

BYLAWS

NOVEMBER 9, 2021
FINAL

ARTICLE I -- NAME

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

ARTICLE II -- MISSION STATEMENT

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

There shall be two categories of Membership: General Member and Associate Member.

- a) General Members are required to pay an annual Membership Fee (waived in cases of financial hardship and in the initial year of Membership) and to provide a residence address in Reservoir Hill, ownership address in Reservoir Hill or postal address for non-resident owners, or business address in Reservoir Hill, telephone number (if available), and email address (if available).
- b) Associate Members are all those who support the RHA but do not reside, own property in, or conduct business in Reservoir Hill.

Section 2

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

Section 3

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

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

Members are considered active and in good standing who have attended at least 50% of the Membership Meetings in the preceding 12 months in person or confirmed on teleconference. Anyone eligible for membership and who has attended an RHA meeting through year-end 2021 are considered Active Members.

- a) Only members considered active and in good standing shall be eligible to vote on issues brought forward at Membership Meetings or serve as an Officer or Director.
- b) For purposes of deciding annual membership fees and voting rights, the U.S. Census definition of "Household" herein applies. "A household consists of all the people who occupy a housing unit. A house, an apartment or other group of rooms, or a single room, is regarded as a housing unit when it is occupied or intended for occupancy as separate living quarters; that is, when the occupants do not live with any other persons in the structure and there is direct access from the outside or through a common hall." See



<https://www.census.gov/programs-surveys/cps/technical-documentation/subject-definitions.html#household>

Section 6

The Membership Fee shall be the dollar amount recommended by the Board of Directors and subsequently approved by a vote of RHA Members. The fiscal year runs January 1 to December 31. The Membership Fee is due annually by January 1 or upon joining. Any Member who joins the RHA after September 1 shall not be expected to pay the Membership Fee until the following January 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. The Membership Fee may be waived for any Member's first year to encourage membership and involvement.

Section 7

Meeting Minutes, Agendas, Directories, Financial Reports, and any other documentation shall be posted on the RHA website and distributed via email and other electronic means when appropriate. These items will be made available in printed form upon request.

ARTICLE IV -- GENERAL MEMBERSHIP MEETINGS

Section 1

A General Membership Meeting shall be held at least once per quarter of the calendar year, ideally monthly, and is open to the general public. Membership Meetings should not be cancelled more than three times within a calendar year, nor should more than two Meetings be cancelled in succession.

Section 2

General Membership Meetings may be called by the President or two-thirds (67%) of the Board of Directors. Meetings shall be chaired by the President. If the President is unable to fulfill this role, the Vice President, Secretary, and Treasurer shall assume this role in order of precedence.

Section 3

Advance notice of any Meeting, including date, time, location, and agenda (or verbal summary thereof if communicated via telephone message), shall be posted on the RHA's website and provided via email or telephone message to all Members of record at least seven (7) days in advance of such meeting. Additional notice designed to encourage attendance by the general public may be provided for a General Membership Meeting in a variety of forms at RHA's discretion and such notice need not meet the fourteen-day advance notice requirement.

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.

Section 5

At each Meeting, attendees 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.

Section 6

A Member shall be permitted to participate in a Meeting via electronic means, such as a teleconference. Only by a method through which they are identifiable and responsive on the teleconference shall the Member be considered present. Members attending by valid electronic means shall be noted by the Secretary on the attendance record.

Section 7

Minutes of each Meeting shall be posted on the RHA website and distributed via email within twenty-one (21) days following the meeting to all those on record.

Section 8

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 must be a recognized Active Member of the Association.

Section 2

The Board of Directors shall be the governing body of RHA and shall abide by the Articles of Incorporation and Bylaws.

The Board of Directors shall consist of:

- The four (4) Officers: President (who shall be Board of Directors Chairperson), Vice President, Secretary, and Treasurer;
- The Immediate Past President of RHA, as an ex officio, non-voting Director;
- All RHA Committee Chairpersons;
- Any Appointed Director as approved by the Board of Directors. An appointed Director's duties must be outlined before the position is filled.

ARTICLE VI -- BOARD OF DIRECTORS MEETINGS

Section 1

Board of Directors Meetings shall be called and chaired by the President. If the President is unable to fulfill this role, the Vice President, Secretary, and Treasurer shall assume this role in order of precedence. Should the President, Vice President, Secretary, and Treasurer be unable to Chair a Meeting, the Meeting shall not be held.

Section 2

The Board of Directors shall meet during each quarter of the calendar year, at the call of the President or two-thirds (67%) of the Board of Directors. A sign-in sheet, or equivalent, shall be provided at each Board of Directors 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 in attendance. A quorum shall consist of no less than two-thirds (67%) of the Board of Directors.

- 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 a quorum at the next Board of Directors Meeting.
- c) A Director shall be permitted to participate in Board of Directors Meetings via electronic means, such as a teleconference. Only by a method through which they are identifiable and responsive on the teleconference shall the Director be considered present. Directors attending by valid electronic means shall be noted by the Secretary on the attendance record. The Secretary shall call the roll at the beginning of each Board of Directors Meeting and shall record the business of each Meeting.
- d) Vote by proxy shall not be permitted.

Section 4

Directors shall be provided at least fourteen (14) days' written notice of a Board of Directors Meeting, via email or telephone, 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 of Directors at such times as deemed necessary by the respective party.

Section 6

All other RHA Members who have requested notice of Board of Directors Meetings from the President or Vice President shall be provided said notice.



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, unless otherwise specified in the Articles of Incorporation or Bylaws.

Section 8

Minutes of each Meeting shall be distributed to the Board of Directors within twenty-one (21) days of each meeting and shall be approved at the following Meeting.

Section 9

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

Section 10

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

Section 11

Each Meeting shall include a Treasurer's Report of RHA's current financial status updated since the last report. The Annual Report, including the most recent bank statement, shall be posted on the RHA website within twenty one (21) days of its submission to the State and Internal Revenue Service.

Section 12

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

Section 13

With advance notice, Members may observe the Board of Directors Meetings. The general public may request in advance to observe Board of Directors Meetings at the Board's discretion. All speakers must be recognized by the meeting chair.

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 RHA in positions as Interim Officer or other Director on the Interim Board of Directors beginning on the date when the Bylaws are ratified, until the first election date when they shall assume their respective roles among the elected Officers and other Directors.

Section 2

The first election ("Election Cycle 1") shall be held November 2022 to elect the Officers and other Directors, other than those assumed by the Steering Committee Members, for staggered initial terms. Steering Committee Members shall remain in their respective positions for three years effective upon the initial election of remaining elected positions. After the initial election, future elections will be held in two cycles as described herein – Election Cycle 1 and Election Cycle 2.

- a) Election Cycle 1 begins with candidates announcing intention to run in September 2022 followed by the vote in November 2022. These elected Officers and Directors shall serve three calendar years, from January 2023 to December 2025. Election Cycle 1 includes President and Secretary and other Directors as decided by the Board of Directors prior to September 2022.
- b) Election Cycle 2 begins with candidates announcing intention to run in September 2023 followed by the vote in November 2023. These elected Officers and Directors shall serve three calendar years, from January 2024 through December 2026. Election Cycle 2 includes Vice-President and Treasurer and other Directors as decided by the Board of Directors prior to September 2023.
- c) 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 of Directors 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 other Director position shall be filled by an Active Member who shall be recommended by the President, approved by the Board of Directors within 30 days of the vacancy, and serve until the next scheduled election.

Section 5

The **Officers** shall:

- 1) control and manage the affairs and business of the Association; and
- 2) be empowered to act on important matters requiring immediate attention.

The **President** shall:

- 1) be the Chief Administrative Officer of RHA and, as such, chair all General Meetings of RHA and its Board of Directors
- 2) direct the implementation of the policies adopted and authorized by the Board of Directors
- 3) serve as an ex-officio Member of all RHA Committees
- 4) represent RHA, in consultation with the Board of Directors, in public to the media and at any other appropriate level within outside organizations unless they designate another Officer as circumstances may warrant
- 5) report on their activities at each Board of Directors Meeting
- 6) be responsible for RHA administrative affairs, including maintaining organizational files and records in a safe and orderly manner
- 7) maintain correspondence with outside organizations in conjunction with the Secretary
- 8) from time to time, appoint Directors or special Committee Chairpersons, subject to confirmation by the Board of Directors, to assist in the execution of RHA administrative duties
- 9) review anything produced by, or on behalf of, RHA for public consumption and oversee the use of the RHA logo and letterhead
- 10) authorize expenditures up to the amount approved by the Membership
- 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 their duties, 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 outside entities as determined by the Board of Directors
- 3) record and distribute minutes of all 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's Domain website, Facebook website, Wikipedia website, and other related media



- 7) from time to time, appoint persons, subject to confirmation by the Board of Directors, 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 of Directors Meeting, Membership Meeting, and at such other times as the President or Board of Directors directs
- 4) pay 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 website, the RHA Annual Report and any other reports or receipts that are required by the State or Federal Government or donor source
- 8) perform such other duties as assigned by the President or Board of Directors
- 9) define a financial procedure that shall be approved by the Board of Directors and presented to RHA Members

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 within the earlier of sixty (60) days of a vacancy or three (3) meetings and notify the President.

Section 2

The President may, at their 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 their 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 assist in more equitably managing RHA.

Section 4

Committees are responsible for gathering information, educating RHA Membership by conveying that information, and gathering relevant input from the Membership topics as the position of Reservoir Hill Association on such topic/s.

Section 5

Decisions that do not substantially impact Reservoir Hill overall may be decided upon by the Committee Members only if the Committee vote is geographically equitably distributed within Reservoir Hill per the Quadrant Map that relates to population and household distribution.

Section 6

Each Committee meeting is open to all Association Members and Committee members, subject to venue size limitations. If a minimum or maximum is deemed necessary, it shall be decided by that Committee.

Section 7

Each Committee must have a minimum of three (3) members.

Section 8

The following is a description of the standing Committees and Subcommittees (in alphabetical order). The Committees shall work in tandem with other related committees to join forces in appropriately and effectively representing RHA.



- 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) **Finance Committee (fundraising, grants)** 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 Committee shall assist the Board of Directors in raising funds by tracking donors and finding new sources of funding for the organization. The Garden & Home Tour Subcommittee shall oversee the annual fundraising and marketing event and shall coordinate with the Social Committee.
- c) **Green Committee (parks | recreation | landscaping | trees | recycling | waste collection)** shall coordinate with the Issues & Education Committee regarding all major projects of interest.
- d) **Issues & Education Committee** shall be responsible for schools, community education, promoting voting, and assisting the Board of Directors in tracking elections, candidates, appointments, and any legislative issues of interest to RHA.
- e) **Planning & Development Committee (“PDC”) (zoning | real estate | infrastructure | roadways | parking | utilities)** shall be responsible for educating its Members and RHA general Membership on pertinent City planning and real estate development issues, policies, and events. The PDC Chairperson (or designee of the Chairperson) may represent Reservoir Hill Association at functions and hearings. Any position voiced on behalf of Reservoir Hill Association shall be based on a vote of RHA Members or Committee as determined by the Committee and Board of Directors Members based on the impact of the issue’s decision. In cases of urgency in which a general membership vote is not possible, the Chairperson may represent Reservoir Hill Association.
- f) **Safety Committee** shall frame, shape, and reach consensus on how Reservoir Hill residents, owners, and businesses attempt to tackle public safety challenges.
- g) **Social Committee (including membership | welcoming | neighborhood organization coordination | project coordination)** shall be responsible for welcoming new Reservoir Hill residents, non-resident owners, and businesses, recruiting Members, and coordinating with the Secretary to assure consistent RHA branding and messaging.
The Webmaster shall be appointed by the Board of Directors and shall:
 - 1) implement the policies adopted and authorized by the Board of Directors 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, oversee the maintenance and improvement of RHA Domain web site, Facebook web site, Wikipedia website, and other related media

Section 9

The duties of the Standing Committee Chairs shall be as follows:



The Committee Chairpersons shall lead and chair their respective committees, report committee activity to the Officers, serve as the committee expert, give updates, and make recommendations to the Board of Directors.

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 anonymous, closed written ballot, on-line ballot, or ballot cast via teleconference by those in attendance at the election Meeting.

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. 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

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.

Section 7

Refer to Article VII for additional election details pertaining to specific elected positions.

ARTICLE X – FINANCES

Section 1

The Fiscal Year of RHA shall run from January 1 to 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 RHA's Bylaws.

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 Board of Directors.

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



designated as 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 of Directors Meeting and Membership Meeting, and at such other times as the President or Board of Directors directs. A complete financial record shall be prepared by the Treasurer by the Tax Deadline for each fiscal year and distributed at the Meeting and on the website immediately following the Tax Deadline.

Section 7

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

Section 8

Any fundraising event or funds-oriented activity shall be managed by the Treasurer and using the RHA bank account. Each regular event shall have a sub-account in the accounting records to illustrate relevant accounting.

ARTICLE XI – VOTING

Section 1

Each Active Member is entitled to one vote. In certain cases, as deemed necessary by the Board of Directors and confirmed by the membership, each household with a member who is active and attended the meeting preceding a vote, shall be entitled to one vote. From time to time, the Officers may choose to limit voting rights to specific members or groups thereof based on the issue that may be determined as being pertinent to a specific sector or audience of the neighborhood.

Section 2

A quorum of RHA for the transaction of business shall consist of one-third (33%) of the recognized Active Members. The quorum requirement is waived until it shall be voted upon during the June 2022 Membership Meeting and shall be effective immediately thereafter. If the quorum requirement is not met in two consecutive Membership meetings, the issue upon which the vote is to be taken shall be decided in the next meeting of the Board of Directors in which a quorum is confirmed. If two consecutive Board of Directors meetings are without a quorum, the issue upon which the vote is to be taken shall be decided in the next meeting of the Officers by a vote of two-thirds (67%).

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, or equivalent, 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

RHA shall defer to the recommendation of the Historic District's Board of Directors and CHAP Representative on any issue that pertains solely to properties within a CHAP Historic District.

Section 8

The Quadrant Map that relates to population and household distribution shall be used to assure that Committee voting is geographically equitably distributed within Reservoir Hill.



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 of Directors Meeting. The Agenda of the Membership Meeting immediately following such Board of Directors 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 of Directors 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 of Directors Meeting at which the Motion shall be first considered, and shall have the right to speak at the Board of Directors and Membership Meeting/s at which the Motion shall be discussed.
- 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 their 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 of Directors 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 their position, such findings and accompanying recommendation shall then be forwarded by the Board of Directors 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 of Directors shall be eligible to vote on the Motion for Removal.
- j) If the Motion for Removal has been sustained by the Ethics Committee and has been 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 BYLAWS

Section 1

An amendment to the Articles of Incorporation or Bylaws that shall be proposed for adoption by the 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 to dismiss the Amendment proposal or to propose the Amendment at the next Membership Meeting. Such a vote shall require a three-fourths (75%) affirmative vote of the Board of Directors at the next Board of Directors Meeting at which a quorum is present.

Section 2

An Amendment to the Articles of Incorporation or Bylaws shall be adopted only by a two-thirds (67%) affirmative vote of the Members. If no quorum is met in two consecutive meetings, the Articles of Incorporation and Bylaws shall not be altered.

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.

ARTICLE XIV – CONFLICT OF INTEREST

Section 1

Any Board of Directors 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 RHA for recommendation, authorization, approval, or ratification shall give prompt, full, and frank disclosure of their 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 their 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 RHA) made in accordance with applicable statutory standards. Such indemnification shall only be to the extent permitted of organizations that 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

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 within one (1) calendar year after the last active Membership Meeting. In any case, dissolution must comply with section 501(c)(3) of the IRS code and disbursements shall be to fund improvements to Reservoir Hill in geographically distributed areas of the neighborhood. Refer to IRS Section 501(c)(3) <https://www.irs.gov/charities-non-profits/charitable-organizations/organizational-test-internal-revenue-code-section-501c3>



ARTICLE XVII – POLITICAL ENDORSEMENT

In accordance with IRS regulations for nonprofits, RHA does not endorse political candidates. 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.

No RHA Member shall, in their 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 their own individual and personal capacity.

ARTICLE XVIII – FREQUENCY OF MEETINGS, QUORUM REQUIREMENTS, NOTICE REQUIRED, AND VOTING

Board of Directors: Minimum is 1 time per quarter, ideally monthly; quorum requirement is two-thirds (67%) of Board of Directors Members

Membership: Minimum is 4 times / year, ideally monthly; quorum requirement is one-third (33%) of Active Members.
Quorum requirements are waived until they shall be voted upon during the June 2022 Membership Meeting and shall be effective immediately thereafter.
If the quorum requirement is not met in two consecutive Membership meetings, the issue upon which the vote is to be taken shall be decided in the next meeting of the Board of Directors in which a quorum is confirmed. If two consecutive Board of Directors meetings are without a quorum, the issue upon which the vote is to be taken shall be decided in the next meeting of the Officers by a vote of two-thirds (67%). If the quorum requirement is not met in the meeting of the Officers, the item shall be tabled for future consideration.

Notice: Announcement of any meeting or Vote shall be made at least fourteen (14) days preceding such meeting or vote.

Minutes: Minutes shall be distributed within twenty-one (21) days following the relevant Meeting. Minutes shall be distributed within 48 hours of the email distribution to Members by U.S.P.S. mail to those who do not have email access and have requested such distribution. Minutes shall be amended, corrected, or voted into the record at the subsequent meeting.

Agenda: Any agenda shall be distributed at least 7 days preceding the relevant Meeting.

Notice re: Vote: Information pertaining to items upon which a vote shall be taken shall be distributed at least 14 days prior to the vote.

Vote: *Board of Directors: 51% of those in attendance (67% quorum confirmed)*
Amendments to Articles of Incorporation/Bylaws: 75% of Board of Directors (67% quorum confirmed) AND 67% of Members (33% quorum confirmed)
General Membership Topics – considered as not having material effect on RHA, its Members, nor Reservoir Hill: 51% of those in attendance (quorum not required)
Digital voting, with unreported and anonymous tally to avoid tampered voting, shall be open for a period of two (2) weeks following an initiated vote unless the Officers deem an emergency vote as necessary.

Annual Items: Review: Membership Fee (three (3) categories) due annually by January 1
Postal Fee (for Members who do not have email access)
Petty Cash Limit

Triennial Items: General Elections: Officers and Directors