

**BYLAWS of the
PATTERSON PARK NEIGHBORHOOD ASSOCIATION, Inc.**

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BYLAWS
Patterson Park Neighborhood Association, Inc.

ARTICLE I – MISSION, VISION, AND GUIDING PRINCIPLES

Section 1. Mission statement

The mission of the Patterson Park Neighborhood Association (PPNA) is to nurture diversity and empower residents to work together toward a healthy future for our neighborhood.

Section 2. Vision statement

The PPNA seeks to cultivate our neighborhood's unique character in order to promote equitable development, maintain diversity, improve environmental assets, and make Patterson Park a fun, sustainable, and fulfilling place to live, work, and grow.

Section 3. Guiding Principles

The guiding principles of the PPNA support its mission and are derived from expressed aspirations and priorities of residents. PPNA guiding principles are to:

- Increase community spirit and involvement;
- Advocate on behalf of all community members;
- Provide a forum and vehicle for discussion and empowerment;
- Optimize the health and well-being of community residents;
- Foster diverse and well-maintained community and environmental assets;
- Build collaborative relationships with other organizations and institutions; and
- Strengthen organizational effectiveness.

ARTICLE II – FISCAL YEAR

The fiscal year shall begin on January 1st and end on December 31st or such other dates as may be required by law.

ARTICLE III – MEMBERSHIP

Section 1. Eligibility

Membership is open to those individuals who are property owners and/or residents of Baltimore City, Maryland, who reside in and/or own real property within the boundaries of the neighborhood.

The neighborhood is defined by the following boundary: beginning at the southeast corner of Patterson Park Avenue and Orleans Street, and running along the east side of Patterson Park Avenue to the north side of E. Baltimore Street; running along the north side of E. Baltimore Street to the east side of S. Linwood Avenue; running along the east side of S. Linwood Ave to the north side of E. Pratt Street; running along the north side of E. Pratt Street to the west side of S. Highland Avenue; running along the west side of S. Highland Avenue to the south side of E. Fayette Street; running along the south side of E. Fayette Street to the west side of S. Ellwood Avenue; running along the west side of S. Ellwood Avenue to the south side of Orleans Street; running along the south side of Orleans Street to the east side of N. Lakewood Avenue; running along the east side of N. Lakewood Avenue to the south side of E. Fayette Street; running along the south side of E. Fayette

Street to the west side of N. Milton Avenue; running along the west side of N. Milton Avenue to the south side of Orleans Street; and running along the south side of Orleans Street to the original point at the southeast corner of Patterson Park Avenue and Orleans Street.

Section 2. Rights & Benefits

Each Member shall be entitled to:

- One vote, subject to Article IX, Section 5, and provided that proxy votes are not allowed at any meeting of the Association;
- Participate in all activities undertaken by the PPNA;
- Nominate candidates to elected or appointed office;
- Be nominated to elected or appointed office;
- Submit agenda items for consideration at the General Meeting;
- Propose or request a Special Meeting (see Article IV, Section 3); and
- Attend any Board of Directors meeting, subject to Article III, Sections 1 and 3; and Article IX, Section 5.

ARTICLE IV – MEETINGS

Section 1. General Meeting

The General Meeting shall be held on a monthly basis. The date of the General Meeting shall be the second Monday of every month unless that day is a federal holiday in which case the General Meeting shall take place on the following Monday. The purpose of the General Meeting is to conduct general Association business and provide a forum for discussion of matters of general interest. Voting on matters of general interest can also take place at the General Meeting, subject to Article IX, Section 5.

Section 2. Annual Meeting

The Annual Meeting should be held in February. The purpose of the Annual Meeting is to conduct Officer elections. General Association business may also be conducted.

Section 3. Special Meetings

Special Meetings are the mechanism by which Members may convene the entire membership on short-notice in order to address matters of urgent concern.

Special Meetings may be proposed or requested in writing by any Member. A request for a Special Meeting shall state the purpose of the meeting and the matters proposed to be acted on at it.

The Secretary of the Board will give Members written notice of the Special Meeting not less than 14 days before the meeting. Notice shall state the time, place and purpose of the meeting.

Unless requested by at least ten members, a Special Meeting need not be called to consider any matter that is substantially the same as a matter considered at any other Special Meeting held within the preceding 12 months.

Those Members present at any Special Meeting shall constitute a quorum for the

transaction of business.

Section 4. Quorum; Transaction of Business

Those Members present at any General or Annual Meeting shall constitute a quorum for the transaction of business.

Any business may be considered at a General or Annual Meeting without the purpose of the meeting having been specified in the notice.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Role

The business of the Association shall be managed under the direction of a Board of Directors.

Section 2. Board Composition

The individuals holding the following offices from time to time shall serve as Directors of the Association for the length of their terms as Officers: President, Vice President(s), Treasurer, and Secretary.

Section 3. Term

All Board Members shall hold their office until their successors are duly elected and qualified, unless that Board Member resigns or is removed.

Section 4. Board Leadership

By virtue of his or her office, the President of the Association shall function as Chairperson of the Board of Directors.

Section 5. Board Meetings

The Board meetings shall be held on a monthly basis. The date of a Board meeting shall be the Wednesday before the second Monday of every month.

Section 6. Board Quorum & Decision Making

Board meetings shall run by Robert's Rules of Order. Fifty percent of Directors shall constitute a quorum for the transaction of business. A simple majority of the Board will determine the Board's decisions. Votes may be called either in person or online. A vote cast by text message or email shall have the same weight and effect as if it was cast in person.

Section 7. Vacancies

A majority of the remaining Directors, whether or not sufficient to constitute a quorum, may fill any vacancy resulting from any cause.

Section 8. Absences & Removal

A Board Member may be removed from the Board if he or she misses more than three Board meetings during the course of the fiscal year without providing advance notice of such absences to the Board. A Board Member may be removed for other reasons by a majority vote of the entire Board of Directors.

ARTICLE VI – CONFLICT OF INTEREST

Section 1. Definitions

1. **Financial interest** — A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which PPNA has a transaction or arrangement,
 - A compensation arrangement with PPNA or with any entity or individual with which PPNA has a transaction or arrangement, or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which PPNA is negotiating a transaction or arrangement.
2. **Nonfinancial interest** — is a nonfinancial interest that might influence an officer's, participation or vote in an action of the officer's duties. These include:
 - The person's relationship as an unpaid volunteer, officer or director of an organization that may be affected, directly or indirectly, by action to be taken, or not taken, by PPNA;
 - The person's personal, political, religious, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by PPNA

Section 2. Procedures

1. **Duty to Disclose** — In connection with any actual or possible conflict of interest, a Board member must disclose the existence of any financial or nonfinancial interest and be given the opportunity to disclose all material facts to the Board.
2. **Recusal of Self** — An member of the Board may recuse himself or herself from involvement in any decision or discussion in which the member of the Board believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. **Determining Whether a Conflict of Interest Exists** — After disclosure of the financial interest all material facts will be disclosed and reviewed, including discussion with the interested person. Upon request by a Board member the material facts of a nonfinancial interest will be reviewed, including discussion with the interested party. Then the potentially conflicted Member shall leave the Board or meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or members shall decide if a conflict of interest exists.

4. Procedure for Addressing a Conflict of Interest

- a. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or other matter involving the possible conflict of interest.
- b. After exercising due diligence, the Board shall determine whether PPNA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a financial conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a financial conflict of interest, the Board shall determine by a majority vote whether the transaction or arrangement is in PPNA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of Conflict of Interest Policy

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE VII – OFFICERS

Section 1. Definition

Officers are individuals duly elected by the General Membership (see Article IX). By virtue of their office, all Officers shall be members of the Board of Directors.

Section 2. Number

There shall be the following Officers: President, Vice President(s), Treasurer, and Secretary. There may be any such Assistant Treasurers and/or Assistant Secretaries as the Board may endorse (see Article VIII, Sections 3 and 4).

Section 3. Eligibility

Officers must be Members of the Association (see Article III, Section 1). Candidates for Vice President must be residents of the Sector.

Members who are actively engaged in politics are not eligible to hold elected office in the Association. “Actively engaged in politics” shall be defined as any person currently holding, or campaigning for public office.

In order to avoid potential conflict of interest, members who hold elected office in other similar neighborhood organizations are not eligible to hold elected office in the PPNA.

ARTICLE VIII—OFFICER POSITION DESCRIPTIONS

Section 1. President

a. Role

Assumes general charge of the day-to-day administration of the Association.

b. Responsibilities

- Community
 - Serves a spokesperson for the PPNA and the Board of Directors in most matters relating to general Association business.
- Meetings
 - Presides at and prepares agendas for General, Special, and Board of Directors meetings.
 - Leads orderly discussions by enforcing rules that offer every member a chance to speak for or against a motion.
- Committees
 - Is an ex-officio member of all committees, except the Nominating Committee.
 - Appoints all Committee Chairpersons, after nomination and endorsement by the Board of Directors.
- Board Affairs
 - Serves as Chairperson of the Board of Directors.
 - Cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

Section 2. Vice Presidents

a. Role

Represents the concerns and interests of residents within his or her sector of the neighborhood.

b. Number

There shall be five (5) Vice Presidents, each representing one of the five geographic sectors of the neighborhood, namely: Vice President North, Vice President East, Vice President West, Vice President South, and Vice President Patterson Place.

c. Responsibilities

- Community
 - Serves as the point of contact for sector residents who have concerns regarding quality of life issues.
 - Works with sector residents who wish to complete a project. If the project involves grant funding, the Vice President of the sector monitors the finances and ensures that procedures for obtaining and executing the grant are followed properly.

- Board Affairs
 - Is a Member of the Board of Directors.
 - During the absence or disability of the President, one of the Vice Presidents— designated by the Board—shall exercise all the functions of the President.
 - Cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

Section 3. Treasurer

a. Role

Manages financial affairs of the Association.

b. Responsibilities

- Community
 - Ensures that financial information is accessible.
- Meetings
 - Shall make a report at each Board meeting.
- Committees
 - Serves as Chairperson of the Finance Committee.
- Board Affairs
 - Is a Member of the Board of Directors.
 - May nominate an Assistant Treasurer to assist with relevant duties, however, this nominee must first be endorsed by the Board.
 - Ensures development of the PPNA annual budget.
 - Maintains accurate financial records.
 - Ensures proper recording of monetary donations, donated materials and other revenues.
 - Ensures deposit of money, drafts and checks in the name of and to the credit of the Association in banks and depositories designated by the Board.
 - Endorses for deposit notes, checks and drafts received by the Association as ordered by the Board, making proper vouchers for deposit.
 - Ensures disbursement of funds as ordered by the Board.
 - Upon request, provides the President and Board with an account of transactions and financial conditions of the Association.
 - Oversees fiscal sponsorship of funds for committees or neighborhood projects, along with Vice President(s)
 - Allocates reimbursement amounts as appropriate
 - Cannot, without specific Board approval, borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

Section 4. Secretary

a. Role

Manages information to support sound management and effective decision making by the Board of Directors and other Officers.

b. Responsibilities

- Community
 - Records and issues minutes to the community from General Meetings in a timely and accessible manner.
 - Coordinates with website manager(s) to ensure relevant information is posted online.
- Board Affairs
 - Is a Member of the Board of Directors.
 - May nominate an Assistant Secretary to assist with relevant duties, but this nominee must first be endorsed by the Board.
 - Maintains a permanent, accurate record of meeting minutes and proceedings.
 - Ensures that all correspondence is filed and accessible.
 - Ensures that forwarded to recipients in timely manner.
 - Determines whether or not a quorum is present to conduct business.
 - Cannot, without specific Board approval, borrow funds in the name of PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors.

ARTICLE IX – OFFICER ELECTIONS

Section 1. Overview of Procedures

Officers shall be elected by the Members of the Association, subject to Article IX, Section 5. The elections process includes four basic steps, namely: 1) Nomination of candidates; 2) Selection of candidates; 3) Presentation of Slate; and 4) Voting.

Section 2. Nomination of Candidates

The call for nominations opens at the start of the fourth quarter of the fiscal year. The call for nominations should be publicized through as many media as possible, including, but not limited to, the Association website and social media channels.

Any member of the Association may submit nominations. Nominations may be submitted in writing, electronically and/or verbally, at any time from the date on which the call for nominations opens, up to and including the day of the Annual Meeting. Nominations may be accepted from the floor on the day of the Annual Meeting.

Section 3. Selection of Candidates

The slate of candidates will be based on nominations. To give Members of the Association a choice when electing their Officers for the coming year, there should be a plural slate for each position. If there is only one declared candidate for a position, the ballot shall include a space for voters to write in a name.

The selection of candidates involves evaluating the eligibility and qualifications of each nominee for the particular office (see Article VII, Section 3).

Finally, the nominees must confirm their willingness to stand for election. Nominees who

are found to meet basic eligibility and qualification criteria, and who have also affirmed their willingness to stand for election, will be considered selected to the slate.

slate.

Section 4. Presentation of Slate

The Board will confirm the slate of candidates before the end of the fiscal year. The slate will include each nominee's name and the position for which the nominee wishes to be considered.

Section 5. Voting

Voting shall take place during the Annual Meeting (Article IV, Section 2). Members of the Association are entitled to vote for election of Officers.

Ballots displaying the name of, and the office sought by, each candidate shall be provided. Members of the Association entitled to vote shall indicate their selection directly on the ballot. If there is a nomination from the floor on Election Day, then space will be provided on the ballot so that that candidate's name may be included. Each Member of the Association may only vote for one candidate for each position.

Ballots shall be cast at the Annual Meeting, in-person or electronically. The Board may decide an appropriate window of time for accepting ballots.

The candidate who has received the highest number of votes shall be declared elected to the position.

ARTICLE X- COMMITTEES

Section 1. Purpose

Committees shall carry out activities that further the mission and goals of the Association.

Section 2. Establishment

The Board of Directors shall establish such Committees as it deems necessary and advisable. The Board has the authority to disband a committee if deemed necessary by a majority vote of the board.

New committees are required to submit a proposal for Board approval.

Section 3. Types

The Board of Directors may establish the following types of Committees: 1) Standing Committees; 2) Special/Ad Hoc Committees; and 3) Project Committees.

Standing Committees are permanent bodies that make recommendations to the Board regarding long-term strategic, legal, fiduciary, and/or organizational importance.

Special/Ad Hoc Committees are short-term bodies that are activated intermittently in order to address a specific objective, or to carry out defined activities, for a brief time period.

Project Committees exist to fulfill a specific objective, by carrying out defined activities for a medium or long-term period.

Section 4. Powers

All Committees act at the discretion of the Board.

Committees may make recommendations to the Board and correspond on behalf of the Committee itself; however, Committees may not correspond on behalf of the Board.

Committee fundraising activities must be pre-approved by and reported to the Board. Funds raised become part of the operating funds of the PPNA and are held in the PPNA account. No committee will have its own bank account, nor raise or expend funds without approval of the Board.

Committees shall submit budgets to the Board for approval and inclusion in the annual budget. Committees may request funds from the Board of Directors for specific projects throughout the year.

ARTICLE XI—COMMITTEE CHAIRPERSONS

Section 1. Definition

Committee Chairpersons ensure efficient functioning of the Committee. By virtue of the office, Standing Committee Chairpersons, Special/Ad Hoc Committee Chairpersons, and Project Committee Chairpersons may participate in an advisory group that presents recommendations to the Board on a regular basis.

Section 2. Number

There shall be at least one Committee Chairperson for each Committee.

Section 3. Term

Committee Chairpersons shall serve as long as they are serving the needs of the Committee and the Association. Appointment or removal of a Committee Chairperson is subject to Board approval.

Section 4. Nomination & Endorsement

Any Member of the Association may nominate Committee Chairperson candidates for any Committee at any time. Nominees shall be endorsed by a majority of the Board.

Section 5. Responsibilities

Committee Chairs hold the following responsibilities:

- Report to Board on a monthly basis coinciding with regular Board meetings;
- Continually work towards accomplishing the Committee goals;
- Encourage active participation of Committee Members;
- Delegate tasks fairly and equitably;
- Expend and commit funds only as authorized by the Board;
- Neither Committee Chairperson(s) nor Committee Members may speak on behalf of the PPNA without prior Board approval;

- Submit an annual budget for approval of the Board;
- Cannot, without specific Board approval, raise, spend or borrow funds in the name of the PPNA or otherwise act beyond the scope of the authority established by Association documents and Board of Directors; and
- Cannot submit grant or funding applications without approval of the Board.

ARTICLE XVI – Indemnification

The Association shall indemnify its Directors and Officers to the full extent permitted by law, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this document.

In addition to indemnification of Directors & Officers as provided in the Association's Articles of Incorporation, the Association shall indemnify Committee Chairpersons and Members to the same extent; provided, however, 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 United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the United States Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XVII – Amendment of Bylaws

Bylaws of the Association may be amended by the Board of Directors. Input from Members of the Association may be solicited and incorporated, as appropriate. Copies of revised bylaws will be made available at the subsequent General Meetings, and upon request. Amended bylaws shall be adopted by a vote of the majority of the Board of Directors.