

BYLAWS  
OF  
HISTORIC MOUNT ROYAL IMPROVEMENT ASSOCIATION, INC.

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation shall be as designated by the Board of Directors.

3. **MEMBERSHIP:**

01. - **Classes:** There shall be only one class of Members.

02. - **Eligibility:** Any resident residing in the area bounded by North Avenue, Park Avenue, and Mount Royal Terrace may become a Member of the Corporation.

03. - **Requirements for Membership:** Anyone eligible to become a Member may do so by paying the annual Membership fee, as set by the board.

04. - **Voting:** All Members shall have one vote; there shall be no proxy voting.

05. - **Termination of Membership:** A Membership may be terminated by the Member if the Member sends written notice to the Board of Directors or the President. A Membership will automatically be terminated if a Member does not pay the annual Membership fee.

4. **BOARD OF DIRECTORS:**

01. - **Classes:** There shall be only one class of Directors.

02. - **Number:** The Board shall be composed of no more than twenty-one persons and no less than three persons. The specific number of Directors shall be determined from time to time by the Board.

03. - **Terms:** Each Director shall hold office for a term of one year or until a successor is duly elected.

04. - **Elections:** At each annual meeting, the Directors to serve for the ensuing year shall be elected by a majority of the Members present.

05. - **Vacancies:** Any vacancy occurring between annual meetings shall be filled by the Board and persons so elected shall fulfill the term of their predecessor.

06. - **Voting:** Each Director shall have one vote; there shall be no proxy voting.

07. - **Removal:** A Director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

08. - ~~Resignation~~

08. - **Resignation:** A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

## 5. OFFICERS

01. - **Officers:** The officers shall consist of President, Vice-President, Secretary and Treasurer and such additional vice presidents or assistant secretaries or assistant treasurers as the Board may from time to time appoint.

02. - **Terms:** Officers shall serve a term of one year.

03. - **Election:** The officers shall be elected annually by the Directors at the first meeting of the Directors following the annual meeting of the Corporation.

04. - **Vacancies:** Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of his/her predecessor.

05. - **Removal:** An officer may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

06. - **Resignation:** An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

07. - **Authority and Duties:** The Officers shall have the authority and responsibility delegated by the Board and as stated in these Bylaws:

The President shall: Prepare the agenda for, preside at and conduct all meetings of the Board; sign all contracts and agreements in the name of the Corporation after they have been approved by the Board; normally serve as the representative of the Corporation in meetings and discussions with other organizations and agencies.

The Vice-President shall: Perform the duties of the President if the President is unable to do so or absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President.

The Secretary shall: Keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; and maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation.

The Treasurer shall: Be responsible for all funds of the Corporation and receive and deposit all such funds into the proper account; record and monitor receipts and disbursements from such account or accounts; keep accurate books and records of the finances of the Corporation; prepare a financial accounting for each Board meeting; and prepare all end of the year accounting and file all federal and state tax reports.

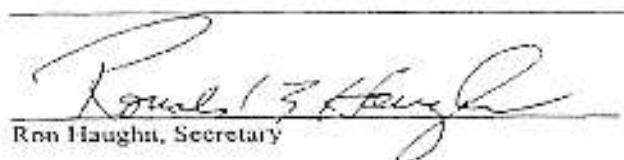
Other Officers appointed by the Board shall: Perform such duties as may be specified by the Board or by officers given authority over them.

## 6. MEETINGS

01. - **Annual Meeting:** The Annual Meeting of the Corporation shall be held in the month of September of each year or at such time as soon as practical thereafter as determined by the Board of Directors.
02. - **Regular Board Meetings:** Regular meetings of the Board shall be held once every 3 months and may be scheduled more often by the President.
03. - **Regular Membership Meetings:** Regular meetings of the Membership shall be held at least four times per year.
04. - **Special Meetings:** Special meetings of the Board shall be held at any time and at any place within Baltimore City when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
05. - **Notice of Meetings:** Notices of regular Board meetings, including the annual meeting, shall be in writing and delivered at least 10 days and no more than 30 days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 24 hours prior to the meeting time. All persons entitled to vote at the meeting must mailed or otherwise delivered proper notice of the meeting.
06. - **Quorum:** At any meeting, a majority of those persons entitled to vote being present shall constitute a quorum. A majority vote shall consist of 50 percent of those present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.
7. **COMMITTEES:** The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Corporation. All such appointments must be approved by the Board either prior to the appointment or ratified at the next Board meeting.
8. **INDEMNIFICATION:** The Corporation may indemnify Directors, officers, employees and agents of the Corporation to the fullest extent required and permitted by the General Laws of Maryland.
9. **FISCAL YEAR:** The fiscal year of the Corporation shall be from January 1st to December 31st.
10. **ACTION WITHOUT MEETING:** Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.
11. **AMENDMENTS:** These Bylaws may be amended by a majority vote of the Board of Directors provided the proposed amendment(s) has (have) been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least 10 days prior to the meeting date.

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

  
Ron Haught, Secretary