

**The Tuscany-Canterbury Neighborhood Association
Bylaws
(Adopted, May 7, 2002; Amended June 2, 2009; Amended June 8, 2010)**

Article I

Name

The organization governed by these bylaws shall be named the *Tuscany-Canterbury Neighborhood Association* (hereinafter "the Association").

Tuscany-Canterbury is defined as that neighborhood in Baltimore City bounded on the east by North Charles Street, on the north by Warrenton and Overhill Roads, on the west by Linkwood Road, and on the south by University Parkway.

Article II

Purpose

The purpose of the Association shall be to

- ◆ serve as a forum for communication within the neighborhood
- ◆ further educational, charitable, and other nonprofit activities in and for the neighborhood
- ◆ assist the neighborhood in developing positions on such matters as zoning, parking, traffic control, safety, preservation, and other quality of life issues
- ◆ represent the interests of the neighborhood before city and state agencies

Article III

Membership

Section 1. The Association's membership shall consist of individual neighborhood residents who

are at least eighteen years of age, nonresident property owners, proprietors of neighborhood businesses, and condominium or apartment associations located within the neighborhood.

Section 2. Members shall be considered to be in good standing after they have paid membership dues for the current calendar year. Members in good standing may vote on Association business, as described below.

Section 3. There shall be three classes of membership: individual, family, and corporate. Individual and corporate members shall each be entitled to one vote in Association elections. Each family membership shall be entitled to two votes.

Section 4. The members, voting as an Association, shall have final authority regarding all matters pertaining to the Association. The Association's board of directors and executive officers, described in Articles V and VI below, shall serve at the pleasure of the membership at large and be subject to recall, individually or as a body, upon a simple majority vote during any Association meeting at which a quorum is present.

Article IV

Elections

Section 1. The Association's members in good standing shall elect a board of directors and executive officers to conduct the Association's business. Elections shall take place annually at the Association's spring general membership meeting, as described in Article VIII below. All board members, including the officers, shall assume their duties at the conclusion of the spring meeting. There shall be no voting *in absentia* by proxy or by mail.

Section 2. Candidates for the Association's elective positions may be nominated as follows:

- A. The chair of the nominating committee, appointed in accordance with Article VII, Section I shall deliver to the president a written list of candidates, each of whom has agreed to serve if elected. The president shall give written notice of the elections and

the nominating committee's list of candidates to the general membership at least thirty days before the date set for each spring, general membership meeting.

B. Any member in good standing may nominate any other member to any of the positions to be filled by election, provided that any person so nominated shall have agreed to serve if elected. Nominations from the membership shall be in writing and must reach the Association's president at least fifteen days prior to the announced date of the elections at the spring meeting.

C. Nominations may not be made from the floor at the general meeting.

Section 3. In the event of a vacancy on the board of the president may, with board approval, appoint a member in good standing to fill the vacancy.

Article V

Board of Directors

The board of directors shall, in consultation with the general membership, set policy for the Association. The board of directors shall consist of at least nine and not more than fifteen members, including the Association's executive officers. Each director shall reside within the neighborhood, as defined in Article I, and shall be a member of the Association in good standing. Directors shall serve one-year elective terms but may be re-elected to the board without limitation.

Article VI

Executive Committee

Section 1. The Executive Committee shall be composed of the president, vice president, secretary, and treasurer. Executive officers are voting members of the board of directors.

Section 2. The Association's executive officers shall serve for a one year term and may be reelected without limit.

Section 3. The Duties of the Officers

The president shall

- ◆ preside at all meetings of the Association
- ◆ submit, at the annual spring meeting, a written report to the membership on the Association's activities during the past fiscal year
- ◆ appoint all committee or task force chairpersons and require committee reports from time to time for use in the annual report
- ◆ call special meetings of the Association as required
- ◆ exercise such other powers as usually appertain to the office or are granted by the board of directors

The vice president shall

- ◆ assume the duties of the president in the latter's absence
- ◆ advise the president on matters pertaining to the Association's business and procedures
- ◆ perform such duties as the president may assign

The secretary shall

- ◆ record and archive accurate minutes of all meetings of the Association and the board;
- ◆ give notice to members of all general membership meetings as required herein.

The treasurer shall

- ◆ collect all monies due the association;
- ◆ manage the Association's bank accounts;
- ◆ pay Association bills as approved by the president;
- ◆ submit a treasurer's report at each board and general membership meeting.

Article VII
Committees

Section 1. The president, on his or her own initiative or at the request of the board of directors or of any of the Association's members, may establish such committees or task forces as necessary and appoint their chairs. The chairs of committees shall appoint their members.

Section 2. Standing Committees and Duties

The Finance Committee shall submit a yearly budget to the board for approval, and shall give regular reports to the board and membership on the financial status of the Association. The Treasurer shall serve as chair of the Finance Committee.

The Membership Committee shall encourage participation in the Association's activities and programs and solicit new members. The committee shall maintain and update the membership list and distribute membership renewal forms for each calendar year.

The Communications Committee shall coordinate and deliver all mass communications to the Association Membership, including but not limited to the newsletter, web site, email, flyers and social networking tools. The committee shall recommend policies and procedures to the board for approval and shall purchase budgeted communication products and services.

The Nominating Committee shall present a slate of officers and board members to the president in a timely manner for election at the Association's annual meeting.

Article VIII
Meetings

Section 1. General Membership Meetings

- A. The Association's membership shall meet in regular session twice each year, in the spring and in the fall. The president, in consultation with the board of directors, shall set the specific date, time, place and agenda of each general membership meeting. Notice of each meeting shall be delivered in writing to all members of the Association at least thirty days prior to the meeting.

- B. The Association's membership shall meet in special session in case of need as determined by the president or upon the written request of five members of the board of directors or at the written request of twenty-five members of the Association. The president shall set the date, time, place and agenda of each special meeting. Notice of each such special meeting shall be delivered in writing to all members of the Association as far in advance as possible but not less than seven days prior to the meeting.

- C. Notice of general membership meetings, whether regular or special, shall contain an agenda. Only motions deriving from or pertaining to the agenda may be voted upon at general membership meetings. Any member in good standing may enter an item on the agenda of a regular meeting provided that the item is submitted to the board at least twenty-one days before the date set for the meeting. The board shall provide timely notice to the Association membership of any item added to the agenda of a regular membership meeting.

Section 2. Board of Directors Meetings

- A. The board shall meet regularly and no less than four times each year. The president, in consultation with the board members, shall set the date, time, and place of each regular board meeting before adjourning a given meeting. No specific agenda need be set.

- B. The president may convene a special meeting of the board in case of need and shall call a meeting if requested by at least five members of the board. Notice of any such meeting shall be delivered to each member of the board at least forty-eight hours in advance. Such notice may be delivered by post, by telephone, or by electronic mail, and shall specify the date, time, place, and agenda of the meeting.

Section 3. Ten percent of the Association's members in good standing shall constitute a quorum at any regular or special meeting of the membership. At meetings of the board of directors fifty percent shall constitute a quorum.

Article IX Financial Provisions

Section 1. The Association shall finance its operations and activities by levying dues upon the members; by requesting that the members at large approve, by vote, special assessments to cover extraordinary expenses; or by soliciting the membership for contributions in case of special or critical events or incidents. The Association shall accept donations, gifts, or grants provided that no condition for such donations, gifts, or grants be in conflict with the purposes of the Association as stated in Article II of these bylaws or be such as to jeopardize its legal status.

Section 2. The board of directors shall set the Association's dues for each of the three classes of membership: individual, family, and corporate.

Section 3. Dues shall be payable annually in advance of the Association's regular spring meeting.

Section 4. The fiscal year shall begin on July 1 and end on June 30.

Section 5. No obligation for the payment of funds on behalf of this Association shall be incurred beyond funds in hand.

Section 6. No officer or director shall be personally liable for any debt incurred by the Association.

Article X

Parliamentary Authority

Section 1. The rules contained in the current edition of Alice Sturgis's *The Standard Code of Parliamentary Procedures* shall govern Association meetings and procedures in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Association may adopt.

Section 2. Any special rules of order adopted by the Association's board of directors or its executive officers shall be published in the Association's newsletter and are subject to revocation by a vote of the membership at large.

Article XI

Amending the Association's Bylaws

Section 1. These bylaws may be amended by a two-thirds vote at any regular or special meeting, provided that written notice of the proposed amendment shall be given to the membership at least thirty days prior to the meeting at which a vote to amend is anticipated. The notice shall include the complete text of the proposed amendment.

Section 2. Amendments to these bylaws shall take effect at the adjournment of the meeting during which they are adopted, unless otherwise provided.