

**The Tuscany-Canterbury Neighborhood Association
Bylaws
(Adopted, May 7, 2002)**

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, 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 and may vote on association business provided they have paid membership dues by the date of the spring, general membership meeting, 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 Article V 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. 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 association's president shall, at an appropriate date, appoint the

chairperson of a committee to nominate candidates for positions to be filled by election. The chairperson shall form the committee, preside over its deliberations, and 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.

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.

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

Section 3. The president may, in the event of the resignation or recall of a member or officer of the board of directors, call for a special election to fill the resulting vacancy provided that said vacancy arise more than one hundred twenty days before the next scheduled election. If the resignation or recall occurs less than one hundred twenty days before the next scheduled election, the position shall remain empty until that election. The nomination process for special elections shall be as described in Sections 1--3 above.

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 seven and not more than

eleven 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 board of directors' policy decisions shall be brought into effect by an executive committee consisting of a past president, president, president elect, secretary, treasurer; and membership officer. Executive officers are voting members of the board of directors,

Section 2. The association's executive officers shall serve according to the following terms:

A. The association's members shall, as described in Article IV above, elect the president elect, the secretary, the treasurer, and the membership officer, as well as the other members of the board of directors, each of whom shall serve for a one-year term.

B. At the spring general membership meeting, the sitting president shall assume the position of past president and be succeeded by the president elect.

C. Past presidents may not, immediately after fulfilling their duties as past president, again serve as officers of the association. They may, however, be re-

elected to the board of directors and in the following year may again be elected as an officer. The secretary, treasurer, and membership officer may succeed themselves without limitation.

Section 3. The Duties of the Officers

The past president shall
advise the president on matters pertaining to the association's business and procedures.

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 president elect shall
assume the duties of the president in the latter's absence;
perform such duties as the president may assign;
prepare to assume the duties of president upon accession to that position.

The secretary shall
record accurate minutes of all meetings of the association and the board;
give notice to members of all meetings as required herein.

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

The membership officer shall
maintain a list of the members in good standing;
supervise the publication of association minutes, reports, announcements, and newsletters.

Committees

Section 1. Presidents, on their 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 they deem appropriate to the proper conduct of the association's business.

Section 2. The president, with the approval of the board of directors, shall appoint a committee or task force chairperson who shall appoint committee members, taking particular care to ensure broad community participation and to draw upon the knowledge and expertise of the association's membership.

Section 3. Committee chairpersons shall insure that their instructions are carried out in a timely manner and reported in writing to the board of directors.

Article VIII

Meetings

Section 1. The association's general membership shall meet as follows:

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 fifteen days prior to the meeting, and the president must include on the agenda any item requested by any member in good standing of the association.

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 must 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.

Section 2. The board of directors shall

meet regularly and no less often 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.

The president may convene a special meeting of the board in case of need or at the request of at least three members of the board. Notice of any such meeting must be delivered to each member of the board at least forty-eight hours in advance, if possible. 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. Notice of general membership meetings, whether regular or special, must 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 item be submitted to the board or its officers at least fifteen days before the date set for the meeting.

Section 4. 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 such donations, gifts, or grants as it may be offered, 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. No member whose dues are unpaid one week before any meeting of the association shall be entitled to vote at that meeting.

Section 4. The fiscal year shall begin on January 1 and end on December 31.

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 Stugis'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 organization may adopt.

Section 2. Any special rules of order adopted by the association's board of directors or its executive officers shall published in the *TCNA 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 sixty 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.

PAGE

PAGE 5

