

LUTHERVILLE COMMUNITY ASSOCIATION BYLAWS
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LUTHERVILLE COMMUNITY ASSOCIATION BYLAWS

ARTICLE ONE: NAME

This Association shall be known as Lutherville Community Association, Incorporated (LCA), a non-profit corporation organized and existing under the laws of the State of Maryland.

ARTICLE TWO: PURPOSE

The purpose of the LCA shall be to protect, advance and promote the general welfare of residents within the boundary of the community; to promote and strive for the improvement and betterment of all public facilities within the community; to promote and encourage a community and civic spirit; to foster good will and friendship between and among all residents of the community; to work with neighboring associations in furthering mutual aims; to cooperate with County, State, civic and public organizations for the general welfare of the entire community of Lutherville.

ARTICLE THREE: BOUNDARY

The area encompassed by the LCA begins at the southwest corner of York Road and Seminary Avenue, extends along the west side of York Road until it intersects the south side of Ridgely Road, extends west along the south side of Ridgely Road passing directly over the Maryland Transit Administration right-of-way to the Northern boundary of Country Club Park, extends westerly along the remainder of this subdivision until it intersects the eastern boundary of the Harrisburg Expressway, I-83, extends southerly along the Expressway until it intersects the northern boundary of the Baltimore Beltway, I-695, extends easterly along the Beltway until it intersects the extension of Bellona Avenue, extends easterly along Bellona Avenue until it intersects Seminary Avenue, including properties on both sides of Bellona Avenue and homes east of Bellona Avenue on Lincoln Avenue which are not part of the Orchard Hills subdivision, continuing along Seminary Avenue easterly until it reaches York Road, including properties fronting on both sides of Seminary Avenue.

ARTICLE FOUR: ELIGIBILITY

LCA voting membership shall be open to any adult 18 years of age or older who lives in or owns residential property within the boundary of the LCA. A non-voting membership will be available to all businesses, organizations and non-residents.

ARTICLE FIVE: MEMBERSHIP

Membership status shall be effective upon payment of annual dues.

ARTICLE SIX: OFFICERS AND DIRECTORS

OFFICERS: President, Vice-President, Secretary, Treasurer

COMMITTEE CHAIRPERSONS: Nominating, Public Facilities, Traffic, Membership, Special Events, Zoning, Newsletter, Security, History, Hospitality

DIRECTORS AT LARGE: Two directors shall be elected as Directors at Large

The officers, committee chairpersons and two directors shall comprise the Board of Directors of the LCA.

ARTICLE SEVEN: DUTIES OF OFFICERS

President: The President shall preside at all meetings of the LCA and the Board of Directors of the LCA. He/she shall be the primary spokesperson for the LCA and be an ex-officio member of all committees. The co-signature of the President shall be required on all checks over \$500 drawn on the account of the LCA.

Vice-President: The Vice-President shall perform the duties of the President in the absence or incapacity of the President and shall be the liaison between LCA and the various churches and organizations within the community.

Secretary: The secretary shall be custodian of all correspondence of the LCA. The Secretary shall create a record of all correspondence sent by or received on behalf of the LCA. The Secretary shall keep a record of all business conducted at meetings of the LCA and Board of Directors, shall notify officers and chairpersons of all meetings and shall be a member of the History committee. The Secretary shall be the Administrator of the LCA web site.

Treasurer: The Treasurer shall be responsible for all funds of the LCA, shall collect and disburse all funds of the LCA and keep a record of all receipts and expenditures of all fund as may be determined by the Board of Directors. The treasurer shall prepare a financial statement to be presented at the Annual Meeting and at such other times as may be requested by the President or Board of Directors. The Board of Directors shall appoint an audit committee to perform an annual review.

ARTICLE EIGHT: DIRECTOR/COMMITTEE FUNCTIONS

The Committee Chairperson of each committee shall submit to the President, at least one week in advance of each General Meeting, a progress report listing the meetings conducted by the committee. The report shall state the goals of the committee and progress made toward reaching those goals.

Nominating: The Nominating Chairperson shall preside over the Nominating Committee and recommend four additional committee members to the Board of Directors for

approval at the November Board of Directors meeting. The Nominating Committee is responsible for presenting all nominees for all vacancies within the LCA and assisting other committee chairpersons in recruiting committee members.

Public Facilities: The Public Facilities Committee shall be responsible for all matters concerning open space, streams, parks, playgrounds and walkways within the boundaries of the community.

Traffic: The Traffic Committee shall be responsible for all matters concerning pedestrian and vehicular traffic within the boundaries of the community.

Membership: The Membership Committee shall be responsible for all membership solicitation and maintain a record of current members.

Special Events: The Special Events Committee shall be responsible for all seasonal and special activities of the LCA and oversee all fund raising efforts of the LCA.

Zoning: The Zoning Committee shall be responsible for all matters concerning zoning or development within the boundaries of the LCA. It shall be responsible for the implementation of the Lutherville Master Plan and for proposing changes thereto.

Newsletter: The Newsletter Committee shall be the editor of the LCA Newsletter and responsible for advertising, editing and publishing the newsletter.

Security: The Security Committee shall be responsible for all matters related to safety, security and crime prevention within the boundaries of the LCA.

History: The History Committee shall be responsible for the LCA archives and all activities of a historical nature within the boundaries of the LCA.

Hospitality: The Hospitality Committee shall be responsible for welcoming new residents to the community, informing them of LCA membership eligibility and furnishing refreshments at LCA meetings.

Directors At Large: The two Directors At Large shall be responsible for recording attendance and related functions at LCA meetings and encouraging members to attend and participate in LCA functions.

ARTICLE NINE: BOARD OF DIRECTORS

- a. The Board of Directors (Board) shall manage the affairs of the LCA.
- b. The President shall Chair the Board of Directors and preside at all its meetings.
- c. Meetings of the Board shall be convened in February, April, September and November of each year. A schedule of meetings shall be posted in the LCA Newsletter. The Board may convene additional meetings of the Board of

Directors if written request to do so by three (3) members of the Board and two days notice has been given to all Board members. Meetings are open to the general membership. Introduction of issues not included in the meeting agenda are limited to members of the Board or to those invited by the Board or the President to speak or present to the Board. A quorum for a Board of Directors meeting will be nine. If the Board is unable to obtain a quorum it may act with fewer members present but not less than seven (7) and in that case five (5) affirmative votes are required for any action to become official.

- d. Any member of the Board of Directors may be removed for cause at any Board meeting by a three fourths ($\frac{3}{4}$) vote of members present; provided that written notice has been furnished to all Board members at least two (2) weeks prior to said meeting.
- e. Vacancies occurring in the Board through death, resignation or removal (except for the President who would be replaced by the Vice President) shall be filled by a majority vote of the Board. A vacancy filled in this manner will not constitute a 'term' or result in the calculation of it in determining the permitted total service of a Director. A Director so appointed shall serve until the next Annual Meeting. As part of that year's annual election, a Director will be elected by the general membership to fill the remainder of the previously elected Directors' unexpired term. The calculation determining the permitted total service of a Director will not include a portion of an unexpired term.
- f. The Board has the power, duty and responsibility to manage the affairs of the LCA and to prudently expend LCA funds in accordance with LCA Articles of Incorporation, By Laws and established policies. The Board shall recommend agendas and plan meetings in order to further the purpose of the LCA. The Board shall elect the Nominating Committee and coordinate the activities of all committees within the Association. The Board may establish a Task Force to address a significant issue within the community. A Task Force shall be comprised of members of the Board and general membership. The Board shall appoint a Task Force Chair to coordinate the activities of the Task Force. The Task Force Chair will be a non-voting member of the Board. The Board will review the need for continuance of all Task Forces at subsequent Board meetings. The Board shall notify the membership of all actions taken by the Board at the Board Meeting following general meeting or at any intervening Special Meeting. Any action taken by the Board shall be considered the act of the Association and can be reconsidered at a subsequent LCA meeting just as any action taken by the Association can be reconsidered at a subsequent LCA meeting.
- g. No Member shall serve more than two consecutive terms in the same elected position. A term of office shall be two (2) years.

ARTICLE TEN: NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Nominations: All voting members of the LCA may be nominated to run for any office or vacancy within the Board of Directors of the LCA. All members who wish to run in an election must complete and submit a biographical summary to the Nominating Committee no later than April 1st preceding the annual meeting.

Chairpersons for Nominating, Public Facilities, Traffic, and Membership will be elected in even numbered years. The Officers for Special Events, Zoning/Long Range Planning, Newsletter, Security, History, Hospitality and the Directors at Large will be elected the odd numbered years.

Election Announcement: An announcement of offices open for the upcoming election will be made at each January General Meeting of the LCA and in the LCA newsletter prior to the March General Meeting. Election procedures will be described at the March General Meeting.

Election Report: The Nominating Committee will determine if all nominees are eligible under these ByLaws and mail all members a report including each open office and the candidates' biographical summaries. This mailing will occur a minimum of two weeks before the annual meeting.

Elections: Only one member of a household will be eligible to serve at any one time. A household is defined as a single resident address.

Ballot: Elections will be held by secret ballot, prepared in advance. No additional nomination of candidates will be permitted at the annual meeting. If there is no candidate for a particular office, nominations will be accepted from the floor.

ARTICLE ELEVEN: MEETINGS

General Meetings: Meetings of members will be held in October, January, March and May. The May meeting is designated as the Annual Meeting and will be for the purpose of electing Officers and Directors and the transaction of other business. Only voting members may participate in elections. The Board of Directors will establish the day of the meetings and may change the meeting months as necessary.

Special Meetings: Special Meetings may be called at any time by the President, a majority of the Board of Directors or by written application to the President of the Board of Directors by ten LCA members. The application and subsequent notification must contain the specific topic to be discussed at the Special Meeting. Within ten (10) days of receipt of such application the President will call for a Special Meeting. The Special Meeting will take place within ten (10) days.

Notice of Meetings: Publication of the General Meeting schedule in the LCA newsletter will constitute notice of General Meetings to all members. Members will be notified in writing of a Special Meeting.

Quorum: Twenty-five members will constitute a quorum to conduct business at a General Meeting. Thirty members will constitute a quorum at a Special Meeting.

Conduct of Meetings: The conduct and format of General Meetings, Special Meetings and meetings of the Board of Directors will be in accordance with the most recent edition of "Robert's Rules of Order".

ARTICLE TWELVE: DUES

Dues: Dues will be announced by the Board of Directors at the May Annual Meeting.

ARTICLE THIRTEEN: AMENDMENTS

By-Laws: LCA ByLaws may be amended at a General Meeting, when a quorum is present, provided the text of such amendment (s) has been read aloud at the prior General Meeting. A two-thirds vote, in favor of each amendment, is necessary to make an amendment effective. LCA ByLaws may be amended at any Special Meeting, when a quorum is present, provided the text of such amendment (s) has been sent to each member no less than one week prior to the Special Meeting. A two-thirds vote, in favor of each amendment, is necessary to make an amendment effective. Unless otherwise provided for prior to its adoption or in the motion to adopt an amendment the amendment shall become effective upon adjournment of the meeting at which it is adopted.

Revisions of the Bylaws shall be approved by the same method as amendments.

ARTICLE FOURTEEN: OTHER PROVISIONS

Signatures on Certain Documents: All contracts, deeds, mortgages, bank notes and similar instruments to be executed by LCA must be approved by the Board of Directors, signed by the President or Vice-President and attested to by the Secretary.

Fiscal Year: LCA fiscal year shall be October 1st to September 30th of each year.

Master Plan: The Master Plan of Lutherville will be reviewed and revised as necessary. Amendments or additions to the Plan require a two-thirds (2/3) vote in favor of the amendment or addition by members present at a General or Special Meeting to become effective. Amendments or additions must be submitted to the Baltimore County Office of Planning for inclusion in the Baltimore County Master Plan. The current cycle for revisions ends in 2005.

Review of ByLaws: LCA ByLaws will be reviewed by a By-Laws Committee appointed by the Board of Directors not less than every five years beginning May, 2002.

ARTICLE FIFTEEN: CONFLICT OF INTEREST

Conflict of Interest: A conflict of interest may exist when the interests or concerns of an individual member can be seen as competing with the interest or concerns of the LCA. Whenever there is reason to believe an actual or potential conflict of interest exists, the Board of Directors shall determine the appropriate response. This policy applies to all members or volunteers to the LCA.

ARTICLE SIXTEEN: NON-DISCRIMINATION

Non-Discrimination: LCA shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

ARTICLE SEVENTEEN: CODE OF CONDUCT

Code of Conduct: The Board of Directors shall behave in a legal, ethical and professional manner in the conduct of their Board responsibilities and avoid any behavior that would cause harm, hardship or undue burden to others. The Board of Directors have a fiduciary relationship to the LCA and they must act in the best interest of the LCA.

ARTICLE EIGHTEEN: INDEMNIFICATION

Indemnification: LCA provides for indemnification of all its Board of Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been a board of directors of the LCA, except in relation to matters as to which such board director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.