

Howard Park Civic Association, Incorporated



Constitution and Bylaws

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Constitution and Bylaws

Article I – Name and Purpose

A. Name

The Association shall be a Corporation, known as the Howard Park Civic Association, Inc., of Baltimore City.

B. Purpose

The purposes for which this corporation is organized are:

1. To promote, assist and educate all residents in maintaining and promoting a clean, aesthetically attractive, optimal environment and atmosphere for living and working.
2. To promote the neighborhood as a desirable place to live and work, and help further the opportunity for home ownership and education.
3. To maintain a repository of information, lists, and data about available public and private resources for maintaining and improving the neighborhood.

C. Organization and Dissolution

Nonprofit. HPCA is a non-stock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which corporations are organized under the Nonprofit Corporation Law of Maryland. HPCA is organized exclusively for charitable, education, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law)

Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Article II – Meetings

The regular Business meetings of the association shall be conducted in general compliance with “Roberts Rules of Order.”

A. PARLIAMENTARY AUTHORITY

1. The rules contained in the most current edition of Robert's Rules of Order Newly Revised, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Association may adopt.
2. The Parliamentarian, to be appointed by the Executive Board, shall be the custodian of these Bylaws, shall incorporate herein all duly adopted amendments, shall confirm that the Recording Secretary correctly records amendments in the official records of this Association; and shall act as advisor to the Association and the Executive Board on all parliamentary matters.

B. Frequency of Meetings

Meetings shall be held quarterly on the third Thursday of the month or as deemed necessary by the Executive Board of Governors. All meetings shall be held at a time and place to be determined by the Executive Board of Governors and adequately publicized. Special meetings shall be called by the president at the request of fifteen (15) or more members when made in writing.

A meeting to appoint a Nominating Committee shall be held in a timely fashion each election year to allow adequate time for creating a slate of candidates and operating a democratic election process.

C. Board of Governors Meetings

Board of Governors are as specified in Article VIII. Any member of the association may attend any non-restrictive Board of Governors meeting as announced by the Board. Only Board members may vote during these sessions

Article III – Officers

A. APPOINTED OFFICERS

The President may appoint, a parliamentarian, an historian and others, and may assign to them duties appropriate for such offices. The Board of Governors may create additional appointed offices.

B. ELECTED OFFICERS

The elected officers of this Association shall consist of a President, Vice-President, Chairman of the Board of Directors, Executive Secretary, Corresponding Secretary, and Treasurer constituting the Executive Board. Nine (9) other members together with the above officers shall constitute the Board of Governors; eight (8) of whom shall be elected by the association membership. The retiring President shall serve as a qualified member of the Executive Board of Governors for the term next succeeding his/her retirement from office.

In order to become better acquainted with the affairs of the Association, the President-elect each year, without benefit of vote, shall be permitted and is urged to attend any scheduled meeting of the Executive Board of Governors occurring before his/her term officially begins.

C. VACANCIES AND REMOVALS

1. If any office other than that of President becomes vacant by reason of death, resignation, retirement, disqualification, removal for any other cause, the Executive Board shall appoint a successor or successors to serve the remaining portion of the term or terms.

2. Any elected officer or other official may be removed from office for failing to carry out his/her duties according to the bylaws of the association or for any good cause by a two-thirds vote of the board members present at any board meeting of this Association, provided the resolution proposing such removal has been adopted at the previous meeting. Any appointed official may be removed for good cause by a majority vote of the Executive Board.

Article IV – Duties of the President & Vice-President

The President shall be the presiding officer at all general meetings of the Association. He/She shall preserve order therein, shall call special meetings at the request of the Board of Governors, and with the approval of the Board of Governors, appoint and have jurisdiction over all working committees, and the counsel for the Association. In addition, he/she shall at any meeting of the Association appoint such special committees as may be necessary and expedient; shall represent the membership of the association along with the Chairman of the Board in all Civic matters except, when such representation is specifically designated by the members to be a Committee or named for such purposes. He/she shall otherwise conduct the business affairs of this Association performing any duties normally considered as pertaining to this office. In the event of the absence of, refusal or inability of the President to act, the duties of the president shall be assumed in the following order: Vice-President, and Board Chairman.

Article V- Duties of the Secretaries

The Executive Secretary shall be responsible for the performance of all the usual duties pertaining to this office including the permanent recording of the minutes of each meeting, to be read at each succeeding meeting and this responsibility also includes acting as Secretary to the Executive Board. The Executive Secretary shall have on hand an up to date roster of all members. The Executive Secretary, in the absence, refusal or inability of the Treasurer to act, shall succeed to all the powers and duties of the Treasurer and have authority to sign checks of the Association, covering expenditures authorized by the Association or its Board.

The Corresponding Secretary shall be responsible for all correspondence of the Association and/or Board, arrange for the preparation and mailing of all notices and otherwise assume any other duties normally pertaining to this office. The Corresponding Secretary shall maintain a permanent central file of all correspondence of the Association, its Board, and its Committees; and shall be the official custodian of the stationary of the Association.

Article VI – Duties of the Treasurer & Assistant Treasurer

The Treasurer shall be responsible for handling the funds of the Association, keeping full and complete records of all receipts and disbursements, preparing and filing financial reports monthly and annually or at any other time called for by the Executive Board; for keeping a bank account in any bank affiliated with the Federal Reserve Banks or which carries Federal Deposit Insurance. This officer shall be responsible for the payment of all accounts approved by the Chairman of the Board and previously authorized by the Executive Board. He/she shall co-sign all checks of the Association, along with another designated officers signature, and shall otherwise transact any and all other duties that normally pertain to this office.

The Assistant Treasurer shall be responsible for assisting the Treasurer in the performance of all duties as defined above, and shall act on behalf of the Treasurer , upon his/her absence.

Article VII – Duties of the Chairman of the Board

The Chairman of the HPCA Board shall be the presiding officer at all meetings of the Board. He/she shall work closely with the President in accomplishing the mission of the Association; shall be an advisor to the President: shall represent the membership of the Association along with the President

in all Civic matters except when such representation is specifically designated by the members to be a Committee or named for such purposes; and shall otherwise aid the President to conduct the business affairs of this Association performing any other duties normally considered as pertaining to this office.

Article VIII – Duties and Responsibilities of the Board of Governors

The Board of Governors (Board) shall constitute the Executive Body of this Association and shall hold regular monthly meetings and special meetings at such other times as may be called by the Chairman of the Board and/or President. The Board shall be responsible for the management and control of the Association and of its properties, subject to the constitution and bylaws. The Board shall make whatever purchases and payments it shall deem necessary and proper to conduct the Association's business. This Board shall exercise general supervision over the interest and affairs of the Association. It shall establish and enforce rules for the government of this Association consistent with the constitution and bylaws.

A. Each Board Member must be active on a committee.

B. Extenuating Circumstances

Board Members may not be absent in excess of two (2) Board Meetings per year. The remainder of the executive Board reserves the right to make a judgment on extenuating circumstances.

Article IX – Term of Office

All elected officers shall serve for the term of two years. The Chairman of the Board, and eight elected, Board members shall serve two two-year terms. The retiring President shall automatically serve as a member of the Board for the next two years succeeding retirement from office.

Article X - Committees

1. The President, with the approval of the Executive Board, shall from time to time, establish and/or dissolve standing and/or special committees.
2. Reports of committees, both standing and special, shall be made in writing periodically to the Executive Board at times designated by the Executive Board.

Article XI – Property and Records

All officers and members of this Association holding or charged with the responsibility for the custody and maintenance of any records of correspondence, documents and funds and any other property of this Association shall turn over promptly to their successors all such records and property. The outgoing officers shall deliver all such records and property within 30days after being elected. If delivery to the successor cannot be accomplished, delivery shall be made to the Recording Secretary or the Vice President. Successors shall be responsible for obtaining from their predecessors all records and other property of this Association.

Article XII– Dues

(Note: Membership Dues may change according to a vote to do so by the Executive Board)

The membership dues in this Association, Effective January 2014, shall be;

Seniors (60 yrs old or older)	\$ 15.00 (fifteen Dollars), per person, per year*.
Individuals	\$ 35.00 (thirty-five Dollars) per person, per year*.
Married Couples	\$ 50.00 (fifty Dollars) per couple, per year*.
Non-Profit Organization	\$ 75.00 (seventy-five Dollars) per entity, per year*
Business or For Profit Organization	\$150.00 (one hundred-fifty Dollars) per entity, per year*.

**Your membership year starts the day your dues are recorded & ends 1 year later.*

Article XIII-Membership

Section 1. Membership in the Association is limited to persons 18 years of age and over, and residing within the confines of the area designated and served by the Howard Park Civic Association, Inc., and to businesses and organizations operating within the same area, including those doing business by rental of real property. Any others, who make application to this Association for membership, will be accepted as At Large Members if they so desire.

Membership in this Association shall be divided into three classifications:

A – Individual Membership

B – Business or Organization Membership – {Enrollment by payment of the dues prescribed for this category entitles the member business or organization to a single vote on the same basis as an individual member. }

C – At Large membership – those who choose to be members but live, or whose organization is located outside of the Howard Park community. Their membership has full benefits except At-Large members may not vote in elections of officers or serve on the Board of Governors. They may serve on and lead Committees.

Section 2. A Membership Registrar, appointed by and serving at the pleasure of the President, shall collect and receive all membership dues, new or renewal, for the Association; make a permanent record of all dues so received, issue membership cards, and transmit to the treasurer all funds so collected and received.

The Membership Registrar shall keep an up to date list of the Association’s members and shall submit a current copy of this roster to the Executive Secretary, shall make an accurate written description of the procedures used in keeping membership records and deposit a current copy of this with the Executive Secretary, and shall make monthly reports to the Executive Secretary of dues received, including the number of members paying in each month in each dues category.

Article XIV – Quorum

At all general meetings of this Association, ten percent (10%) of recorded membership shall constitute a quorum. At all meetings of the Board, a minimum of 50% of board members present

shall constitute a quorum.

Article XV – Elections

A. Nominating Committee

A Nominating Committee will be formed during a General Membership Meeting in a timely fashion each election year to allow adequate time for creating a slate of candidates and operating a democratic election process. The nominating committee shall be appointed as follows: one (1) member to be named by the currently serving President or Presiding Officer (to be designated as the chairman of the committee.) – and four other members to be named to the committee from the floor by the members of the Association. The seven officers currently in office shall be ineligible to serve on such Nominating Committee.

B. Nominations

All nominations decided upon by the committee shall be:

1. distributed to the membership not later than one (1) week prior to the regular General Membership Meeting during which the election is scheduled to take place.
2. nominations that are seconded together with any others made by the members of the association from the floor;
 - a. must be made at a general membership meeting prior to the day of the election and each nomination must be accompanied with the current HPCA Nominee Application. Applications will be published on the HPCA website.
 - b. shall be voted upon at the regular meeting during which the election is to occur.
3. those elected shall take office the first of January of the succeeding year, or no later than three (3) calendar months following the election. In the event of declination of any nomination on election night, the Board of Governors will appoint an interim official and a new nominating process to address filling the declined office will occur.

C. Voting.

Eligibility to Vote. Howard Park Community Members in good standing for a period not less than 3 months shall be entitled to one vote on all matters submitted to a vote by the membership.

Manner of Casting Votes. Voting may be by voice or ballot, providing that any election of members of the Board of Directors must be by ballot if demanded by two or more members before the voting begins. Only members who are in good standing and are present at the meeting when the vote is taken may vote.

D. Election Voting Rules and Procedures

1. Election Notice. A notice of vacancies for expired terms of office for Board of Directors and a notice that an election shall be held shall be prepared and posted by the Secretary and shall contain the following:

- a. Whether the election is general or special
- b. Date of the election
- c. Location of the meeting where the election will be held
- d. Time of election meeting
- e. Seats or offices to be filled
- f. A statement describing candidate qualifications

2. Voting Procedures. Voting procedures are as follows:

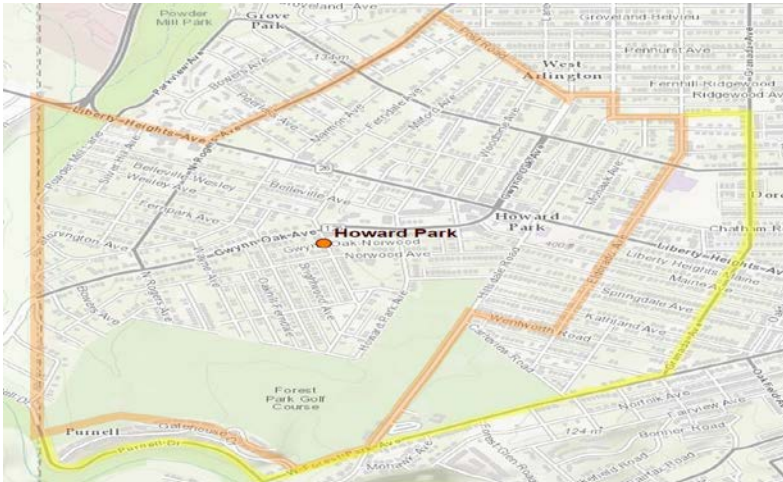
- a. The Secretary shall check for the member's name on the Master Membership List. If the member's name appears on the Master Membership List and meets the aforementioned requirements, that person is deemed qualified to vote.
- b. Qualified voters shall give his/her name to the Secretary and then write it on the Attendance Sheet or membership roster.
- c. Voters shall mark the ballot next to the name of the nominees they wish to vote for, as provided in the official ballot.
- d. Voting will be by secret ballot. Ballots will be marked in pen. After the ballot is marked, the voter will fold it and deposit it in the ballot box.
- e. Tallying Procedures. Before counting the ballots, the Secretary shall check to make sure that the number of member's names signed on the membership roster is equal to the number of ballots in the ballot box. The ballot box shall be opened in public. The ballots shall be tallied by the Secretary or by persons selected from the membership and whose names are to be recorded by the Treasurer.
- f. Certifying the Election. The election shall be certified by the President or Vice-President of the association. Nominees receiving the greatest number of the votes cast shall be considered elected.
- g. Members may also give their vote to a board member to vote for them—proxy voting

The Secretary shall post a copy of the report of election results in predefined public places the day after the election results are known. The notice shall include:

- a. That the election has been certified by the President or Vice-President,
- b. The final results of the election,
- c. A list of the names of the new directors.

Article XVI – Area to be Served by this Association

The area to be served by this Association and from which it may draw its membership and officers is the union of area designated as Howard Park by Baltimore City and that defined by the original, 1947 Howard Park Civic Association, Inc. Charter, bounded as follows:



Baltimore City-County Line/Liberty Heights Avenue/Rogers Avenue/Post Road/Oakford Avenue/Granada Avenue/Forest Park Avenue/Purnell Drive/Baltimore City-County Line

Article XVII – Amendments

The Constitution and bylaws of this Association may be amended, added to, changed or portions thereof deleted at any time by a vote of two-thirds of the members present at any regular meeting of this Association, provided however, that due notice of the proposed amendment or change shall be submitted in writing at a meeting prior to the one at which a vote shall be taken and the Association membership be notified in writing thereof.

Revised in accordance with Article XVII

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