

Otterbein Community Association By-Laws

OTTERBEIN COMMUNITY ASSOCIATION, INCORPORATED

ARTICLE I NAME, AREA, INTENT, AND SEAL

Section 1 Name:

The name of the Corporation (and hereinafter called the Corporation) shall be the Otterbein Community Association, Incorporated.

Section 2 Geographic Area

The Corporation's area of concern shall include that part of Baltimore City bounded by the south side of Conway Street on the north, the west side of Charles Street on the east, the east side of Interstate 395 on the west, the north side of Henrietta Street on the south; and to include the Old Otterbein United Methodist Church.

Section 3 Intent

The intent of the Corporation shall be as follows:

Said Corporation is organized and shall be operated exclusively for charitable and educational purposes as they are now or hereafter may be defined by Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purpose set forth in paragraph one hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by any Court of competent jurisdiction in the county or city in which the Principal office of the Corporation is the located, exclusively for such Purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such Purposes.

Section 4 Seal

The corporate seal of this corporation shall be circular in design and have inserted thereon, "The Otterbein Community Association, Incorporated 1976".

ARTICLE II MEMBERSHIP

Section 1 Regular Members

Regular membership in the Association shall be available to members of any household or apartment (collectively "household") within the Corporation's area of concern upon payment of the annual dues and parks maintenance fees of the Corporation, as prescribed from time to time by its members. Each Regular Member shall be of voting age. A Regular Member shall automatically cease to be a member upon moving from the geographic area of concern. (All of the residents of any household shall together constitute one (1) member of the Corporation).

Section 2 Associate Members

Associate membership in the Corporation shall be open to all persons affiliated with associations, organizations, and corporations which share in the aims of the Corporation and desire to assist in their accomplishment. Associate Members shall be considered in good standing following the payment of the prescribed annual dues. Associate Members in good standing shall have all the rights and privileges of Regular Members in good standing except the right to vote, the right to hold office and the right to chair committees.

Section 3 Voting Rights

Each household having paid prescribed annual dues and parks maintenance fees shall be entitled to one (1) vote, regardless of the number of members of each household who are in attendance. Where the members of a household are in disagreement as to the casting of a vote, each member of the household shall be entitled to cast a percentage of the vote equal to the percentage of the number of members of the household which the person casting the vote represents. For example, a husband and wife shall each be entitled to cast one-half (1/2) of a vote each.

Section 4 Proxies

Voting at meetings may be done by written proxies. No Member shall hold a majority of proxy votes at any one meeting.

Section 5 Meetings

The members of the Corporation shall hold regular meetings with the purpose of transacting routine business each month of each year. The dates of regular meetings may be set or changed by the Corporation provided notice of the new date is sent to all members.

Section 6 Annual Meetings

The annual meeting of the members of the Corporation shall be held on the regular meeting date in July of each year. The business to be transacted at the annual meeting shall include the election of officers and consideration of the report of the President. The finance committee will submit a budget at the last meeting prior to the close of the fiscal year.

Section 7 Special Meetings

At any time, a special meeting of the members of the Corporation may be called by the President or by 10% of the members of the Corporation in good standing who request the meeting of the President in writing. Not less than five (5) days nor more than thirty (30) days before the date of every regular, annual

or special meeting of the members of the Corporation, the Secretary shall give to each member in good standing and entitled to vote at such meeting written, printed, or other reasonable notice, stating the time and place of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, either by mail or by presenting it to him personally or by leaving it at his residence or usual place of business or by any other reasonable method.

Section 8 Notice of Meetings Regular, Annual, Special

Not less than five (5) days nor more than thirty (30) days before the date of every regular, annual or special meeting, each Member shall be given written notice stating the time, place of the meeting, if the meeting is an Annual Meeting, that such is the case, and in the case of a Special Meeting, the primary purpose for which the meeting is called. Such notice shall be mailed, presented to each Member personally, or left at the residence (or place of business) of the Member. Any meeting, Annual or Special, may be continued from time to time to reconvene, and no notice need be given of such continuance other than by announcement.

Section 9 Quorum

At any meeting of the Members the presence in person of at least twenty-five per cent (25%) of the Members who are entitled to vote shall constitute a quorum. In the absence of a quorum, the Members present in person, by majority vote and without notice, other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. In addition, at a meeting where a quorum of Members is not present in person, a majority of the members present may call a further meeting of Members, in accordance with the provision of the Annotated Code of Maryland, Section 5-206, relating to the holdings of meetings of non-stock corporations, and at such further meeting, the Members present may approve or authorize only any proposed action and take any other action which might have been taken at the original meeting if a sufficient number of Members had been present. No new business can be introduced at this meeting.

Section 10 Votes Required

A majority of votes cast at any meeting at which a quorum is present shall be sufficient to take or authorize action upon any matter which may come before the meeting, with the exception of proposed exterior design standards where a two-thirds (2/3) majority of a quorum of 40% of the households shall be required for passage. Action on any question is by majority vote, unless a greater majority of votes is required by any specific provision of these by-laws to the contrary.

Section 11 List of Members

At each meeting of the Membership, a full and complete list of all Members entitled to vote shall be available, and such list, if certified by the President or Treasurer shall be presumed to be correct and full list of all Members.

Section 12 Rules of Procedure

The proceedings of the Corporation shall be governed by Robert's Rules of Order, Newly Revised, unless otherwise stated by these by-laws. Questions of Parliamentary Procedure shall be decided by the President of the meeting or the Acting Chairman of the meeting.

ARTICLE III OFFICERS

The Corporation shall at its Annual Meeting elect as Officers of the Corporation, a President, Vice President, a Treasurer, and a Recording Secretary, and such other

officers as from time to time may be deemed necessary by the Corporation. The election of all officers shall be by a majority vote of those present and duly qualified to vote.

Section 1 President

The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Membership and of the Executive Committee. He shall also appoint all committees. The President shall have such powers and perform such duties as may from time to time be vested in the President by the Corporation.

Section 2 Vice President

The Vice President shall in the absence of the President, have all the powers and perform all the duties of the President and such other duties as may be assigned to him from time to time by the President or by the Corporation. He shall automatically be an ex-officio member of all Committees.

Section 3 Treasurer

The Treasurer shall be the Chief Financial Officer of the Corporation and subject to the direction and control of the Membership. The Treasurer shall be responsible for the financial affairs of the Corporation, including the care and custody of the Association's membership and park maintenance funds, Certificates of Deposit, and all other financial records. The Treasurer shall keep or cause to be kept records, according to acceptable accounting procedures and for purposes of audit trails, for both the membership and park maintenance funds, and shall make such records available at all times to inspection by any member.

The Treasurer shall have the power to endorse for deposit all notes, checks, drafts, and other obligations and orders, for the payment of money and to accept funds on behalf of the Corporation.

For special events sponsored by the Association the Treasurer shall issue to the Chairperson of the event start up monies in the amount approved by the Membership, collect monies, deposit funds, pay for expenditures and keep separate records of account specific to the event.

The Treasurer shall release at the Annual Meeting of the General Membership all Association financial papers and records to the incoming Treasurer, or in the absence of the Treasurer, the President or Vice President of the Association.

Section 4 Recording Secretary

The Recording Secretary shall keep the Minutes of the Corporation's executive committee, regular, annual and special meetings as well as minutes of the Corporation's committees; copies of the by-laws and Amendments thereto, and other agreements to which the Corporation shall be a party. Such books and minutes shall be open at reasonable times to inspection by any Member. In the absence of the Recording Secretary at any meeting, a temporary Secretary shall be appointed by the President and such temporary Secretary shall record the proceedings of the meeting.

Section 5 Removal of Officers

Any officer of the Corporation and any other elected representative or elected committee member may be removed by the affirmative vote of 2/3 of a quorum of the membership of the Corporation at a duly convened meeting, unless other portions of these by-laws contain provisions for removal of elected members of specific committees.

ARTICLE IV STANDING COMMITTEES

Section 1 Executive Committee

The Executive Committee shall serve as the Board of Directors of the Corporation and shall be composed of the President, Vice President, the Recording Secretary, the Treasurer, and three members elected at large by the Corporation. A majority of the Executive Committee members must be comprised of individuals required to pay the parks maintenance fees through deed covenants. The Executive Committee shall conduct the affairs of the Corporation between meetings of the Corporation and shall perform other duties as authorized by the Membership. The Committee shall keep a record of its meetings which shall be on file with the Recording Secretary. They shall have such general power in the management of the affairs of the Association as may be necessary and not inconsistent with the provisions of these by-laws. They shall have the power to employ counsel on behalf of the Corporation when in their judgment counsel is necessary.

No debts shall be incurred on behalf of the Corporation except by an express resolution of the Committee authorizing the incurring of the same in advance. The Committee shall, however, have no power to make the Corporation liable for any debts amounting to more than half of the amount in the Treasurer's hands, in cash, and not subject to prior liabilities, provided that such expenditures do not exceed \$50.00 over the budgeted amount. The Executive Committee shall be responsible to the membership of the Corporation on matters of policy and report to the membership the Committee's recommendations for action; matters of policy shall include any issue or position considered subject to membership referendum by at least three members of the Committee.

Section 2 Nominating Committee

The President shall, at least thirty (30) days prior to each Annual Meeting, convene a Nominating Committee consisting of at least three (3) Members of the Corporation. The President shall appoint the Chairman of the Nominating Committee. Such committee shall name nominees for the elective offices for the ensuing Corporation year, and the Nominating Committee Report shall be submitted to all Members of the Corporation at least two (2) weeks in advance of the Annual Meeting. The nominations of the Nominating Committee shall be voted on at the Annual Meeting along with other nominations from the floor.

Section 3 Architectural Review Committee

The Architectural Review Committee shall serve to uphold the adopted Exterior Design Standards, and the Otterbein Covenants as described in the Deed of 119 West Hill Street and 137 Welcome Alley and referenced in all property deeds recorded among the land records of Baltimore City. The Committee shall consist of a Chairperson and three other Regular Members of the Corporation all of whom are also owners of property in the Otterbein Area.

The Committee shall review and investigate promptly all reports of Otterbein properties not in compliance with the adopted Exterior Design Standards and the Otterbein Covenants, and shall forward to the Executive Committee all reports and the Committee's findings for appropriate action and disposition.

The Architectural Review Committee shall review and approve all submission, for conformance with the letter and intent of the adopted Exterior Design Standards including all homesteads, existing buildings, infill and multifamily development within the geographic area defined in these by-laws.

The Committee will endorse variances from the adopted standards in substantive, individual cases to the Baltimore City Department of Housing and Community Development. The Committee will recommend to the homeowners and the City Department of Housing and Community Development additions to the standards. The Committee will inform the city Department of Housing and Community Development of observed deviations from approved submissions.

Section 4 Finance Committee

The Finance Committee shall prepare an annual budget to be presented to the Corporation Membership at the last meeting prior to the close of the fiscal year for approval. The Committee shall consist of the Treasurer, who shall be the Chairman, and two (2) Regular Members elected by the Corporation at the Annual Meeting. The Finance Committee shall recommend a schedule of dues for the fiscal year.

Section 5 Committee by-laws

Any By-laws of a standing committee, sub-committee, etc. which are contrary to these by-laws are null and void.

ARTICLE V FISCAL ADMINISTRATION

Section 1 Annual Budget

An Annual Budget shall be voted upon at the Annual Meeting of the Members. The Treasurer will be automatically authorized to disburse any funds on behalf of the Corporation for expenses within a limit set within the Annual Budget.

Section 2 Payment of Bills

All checks, drafts, and other orders for the payment of money and other evidences of indebtedness issued in the name of the Association shall be signed by at least two (2) Officers of the Corporation, one of whom shall be the President or the Treasurer.

Section 3 Statement of Affairs of the Association

At the Annual Meeting, the Treasurer shall submit to the general membership a true and full statement of the fiscal affairs of the Corporation. Such statement shall include the amount of assets, liabilities, and receipts and disbursements of the previous twelve (12) months.

Section 4 Fiscal Year

The Fiscal Year of the Corporation shall be the twelve (12) month period commencing in July 1, of each year, unless otherwise provided by the Corporation.

ARTICLE VI SUNDRY PROVISIONS

Section 1 Amendments

Any and all provisions of these by-laws may be amended, altered, or repealed and new by-laws may be adopted by an Annual Meeting of the Members, or at any Special Meeting called for that purpose, which purpose will be stated in the notice of the meeting and sent to all Members within thirty (30) days of the meeting. A quorum of the Members must be present and a two-thirds (2/3) majority vote is need for ratification.

Section 2 Testimony Before Zoning or Similar Tribunals

A resolution passed at any Annual, Special or other meeting by the Members of the Corporation shall be deemed full and proper authority for any officers and any other Member so designated by the Corporation to testify on behalf of the Corporation at such proceedings, and report fairly the actions of the Membership.

Section 3 Annual Meeting

The first Annual meeting of the Corporation shall be held in July, 1977. These by-laws, However, take effect upon their ratification.

Revised July 1978
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