

DRAFT BYLAWS
of Waverly Improvement Association, Inc.
2/21/13

1. NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation shall be designated by the Board of Directors.

3. MEMBERSHIP:

(a) Voting Membership.

(1) **Requirements:** Persons eligible for Voting Membership in the Corporation shall meet the following criteria. For an eligible person to become a voting member, he or she must

(i) Reside within the boundaries (39th Street to the North, Greenmount Avenue to the West, Ellerslie Avenue to the East, and 33rd Street to the South) of Waverly Improvement Association, Inc., and

(ii) Pay the annual membership dues. Annual dues for membership shall be set by the Board of Directors with approval by the general membership at a regularly scheduled meeting.

(2) **Voting:** Each voting member shall have one vote. There shall be no proxy voting.

(3) Voting Membership shall entitle Voting Members to participate in the programs of the Corporation, to elect the Board of Directors and Officers of the Corporation, to adopt and amend these Bylaws, and to vote on those issues referred by the Board for a Membership vote.

(b) Associate Membership: Persons who do not reside within the boundaries of Waverly Improvement Association but pay annual membership dues may become Associate Members. Associate Members may not vote, but they may participate in the programs of the Corporation. Associate Members may be elected as Directors, but may not be Officers.

(c) Termination of Membership: The Member may terminate a membership if the Member sends written notice to the Board of Directors or the President. A membership will automatically be terminated if a Member does not meet the Membership Requirements.

4. BOARD OF DIRECTORS:

(a) Role/Duties: The management of the Corporation shall be vested in a Board of Directors (hereinafter, "Board"). The Board shall have general charge of the affairs, property, and assets of the Corporation. It shall be the duty of the Board to carry out the mission and purposes of the Corporation. Each Director shall regularly attend Board meetings and major functions of the Corporation.

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(b) **Classes:** There shall be one class of Directors.

(c) **Number/Composition:** The Board shall be composed of no more than fifteen persons and no fewer than five persons. One (or more) Board Member(s) may be between the ages of sixteen and twenty years old; the Corporation welcomes and encourages input and leadership from the young people of the Waverly community.

(d) **Election/Vacancies:** At each annual meeting, the Directors to serve for the ensuing year shall be elected by the Members. If a Director position becomes vacant, the President may appoint a replacement Director to serve until the next election, with the consent by majority vote of the Board. If the President position becomes vacant, the Vice President shall automatically become the President until the next election (see section 5(e)(2)).

(e) **Term:** Each Director shall hold office for a term of one year or until a successor is duly elected. Directors may serve with no term limits but must be elected annually.

(f) **Voting:** Each Director shall have one vote. There shall be no proxy voting.

(g) **Removal:** A Director may be removed, without cause, as determined by a two-thirds vote of the Board present at any Board meeting at which there is a quorum.

(h) **Resignation:** A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President. All resignations shall be noted in the minutes of the Board meeting next occurring after the resignation and in the minutes of the next membership meeting.

5. OFFICERS:

(a) **Election/Vacancies:** The Officers shall consist of President, Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. The Officers shall be elected by the Members at the Annual Meeting of the Members. Persons eligible for election to an office must first be elected as a Director. The Members shall fill any vacancy occurring in any office from the current Directors and any Officer so elected shall fulfill the term of his/her predecessor.

(b) **Term:** Officers shall serve a term of one year and until their successors are elected, or until they are removed. No person shall serve more than four consecutive full terms in the same officer position. After four consecutive full terms, a person may serve again in the same position only after a two-year hiatus.

(c) **Removal:** An Officer may be removed, without cause, as determined by a two-thirds vote of the Board present at any Board meeting at which there is a quorum.

(d) **Resignation:** An Officer may resign only by submitting a written resignation to the President or to the other Officers, if the resigning Director is the President. All resignations shall be noted

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in the minutes of the Board meeting next occurring after the resignation and in the minutes of the next membership meeting.

(e) **Authority and Duties:** The Officers shall have the authority and responsibility delegated by the Board and as follows:

(1) The **President** shall preside at and conduct all meetings of the Members, Board of Directors, and of the Executive Committee, unless he or she delegates that responsibility to another Board member. The President may sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Directors.

(2) The **Vice-President** shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall automatically become President until the next election.

(3) The **Recording Secretary** shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; maintain the minutes book of the Corporation and a current listing, with phone numbers and addresses, of the Directors and Members at the office of the Corporation; and maintain a current membership roster and make such roster available at all meetings where votes may be taken.

(4) The **Corresponding Secretary** shall cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; oversee all communications to members through mail, phone call, and social media (website, Facebook page, Twitter, etc.).

(5) The **Treasurer** shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; the presentation of a yearly budget to the Membership; and the preparation and filing of all end of the year financial reports federal and state tax reports.

(6) Other Officers appointed by the Board shall perform such duties as may be specified by the Board or by Officers given authority over them.

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6. MEETINGS:

(a) **Annual Meeting:** The Annual Membership Meeting of the Corporation shall be held in the month of March of each year; or at such time as soon as practical thereafter as determined by the Board of Directors.

(b) **Regular Membership Meetings:** Regular meetings of the Membership shall be held at least quarterly (generally, in the months of March, June, September, and December) and may be scheduled more often by the President.

(c) **Regular Board Meetings:** Regular meetings of the Board shall be held monthly and may be scheduled more often by the President.

(d) **Special Meetings:** Special meetings of the Board or Membership shall be held at any time and at any place within the organization's boundaries when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(e) **Notice of Meetings:** Notice of regular meetings shall be in writing and delivered at least one week and not more than 30 days before the day of the meeting. Notices of special meetings shall state its purpose(s), that it is a special meeting being called, and shall be given orally or in writing at least forty-eight hours prior to the meeting time to all persons entitled to vote at the meeting. All persons entitled to vote at the meeting must be mailed or otherwise delivered proper notice of the meeting.

(f) **Voting/Quorum:** Except as otherwise provided in these bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors of the Corporation shall constitute a quorum at Board meetings. One-third (33%) of the Membership shall constitute a quorum at Membership meetings. Each person eligible to vote shall have one vote. Votes may be cast only in person except as provided below in 6(g).

(g) **Telephone and Electronic Participation:** Directors may participate in Board of Directors meetings and vote on matters discussed therein, by means of a conferencing telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Board member at the meeting.

7. ACTION WITHOUT MEETING: The Board of Directors may act without a meeting (i.e., through email) only if (1) all Directors respond in writing (or email) and (2) consent is unanimous. Such unanimous consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

8. COMMITTEES: The Board of Directors may create such committees with such powers as it deems wise to have. The President, with the consent (via majority vote) of the Board, shall

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appoint persons to chair and serve on those committees, including persons who are not Directors or Members of the Corporation. Committees shall report at least bi-annually to the Board of Directors.

9. CONFLICT OF INTEREST: A conflict of interest policy has been adopted by the Corporation.

10. INDEMNIFICATION: The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.

11. COMPENSATION: The Directors and Officers of the Corporation shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

12. FISCAL POLICY:

(a) **Fiscal Year:** The fiscal year of the Corporation shall be from January 1 to December 31.

(b) **Agreements:** Two Officers must sign any contract or agreement for the document to legally bind the Corporation.

(c) **Budget:** The Treasurer shall present the organization's yearly budget to the membership at each annual meeting, and the membership will vote to approve or reject the budget. The budget reflects the Board's good-faith fiscal plans for the coming year. However, the Board reserves the right to modify the budget, if needed, and without the consent of the Membership, to reflect changing circumstances.

13. AMENDMENTS: These bylaws may be amended by a two-thirds majority vote of the Members provided the proposed amendment(s) has (have) been submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten days prior to the meeting date.

14. NONDISCRIMINATION: The organizations, officers, directors, employees and persons served by this Corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted by the Membership this ____ day of _____, 2013.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the bylaws adopted by the Membership.

Recording Secretary

Date