

North Roland Park Improvement Association Bylaws (Proposed December 2024)

Article I: Name and Purpose

The name of this organization shall be North Roland Park Improvement Association (NRPIA; the Association). Its purpose will be to promote communication between the residents of North Roland Park on matters of mutual interest and to enhance the beauty and health of common grounds.

The Board is responsible for coordinating positions of community opinion on issues of membership concern and making such positions known to government officials, as appropriate. Matters of substantial and mutual concern should have Board approval before such positions are communicated to any public authority, private interest or Baltimore City government. Such general matters as zoning, responsible traffic conduct and safety are to be included in this responsibility.

The Board shall promote the maintenance and beautification of North Roland Park common grounds in coordination with Baltimore City government.

Article II: Membership

Membership in NRPIA is available to homeowners in the North Roland Park area. Individuals are members of the Association upon payment of the annual dues, at which time they will be eligible to cast a vote at the Annual Meeting for the election of the Board of Directors. Membership will terminate upon failure to pay Association dues.

Article III: Association Dues

Beginning January 1, 2025, the dues of the Association will be \$100 per year per residence and may be revised as needed by a majority vote of the Board. Dues are voluntary but are required for membership with voting rights in NRPIA. Billing will commence at the beginning of January, with payment due prior to the Annual Meeting. Homeowners who have not paid

their dues by the Annual Meeting will not be eligible to vote in the election of the Board of Directors.

Article IV: Board of Directors

The Board of Directors shall meet four times annually, one of which will be the Annual Meeting of the NRPIA members. Board meetings shall be held in March, September and December. The Annual Meeting shall constitute the fourth meeting of the Board and shall be held in May. The Board may, however, change the dates of the four meetings if necessary by a majority vote of the Board.

Directors who fail to attend two consecutive meetings of the Board, for which no valid excuse has been submitted, may be notified by the President and dropped from the Board. Special meetings, as determined by the President, or by a majority of the members of the Board, may be called as necessary.

Removal from the Board for just cause as defined, interpreted or justified by the Board, shall require a majority vote of the Board.

Should a vacancy occur during the course of a Director's three year term or if a Director should resign from an officer position, the Board shall appoint a suitable replacement for the balance of that term. A simple majority of the Board members is sufficient for Board appointment or assuming an officer position.

The Board of Directors shall consist of up to nine members who shall be members of the Association in good standing. The Board complement shall be divided into thirds for the purposes of staggered elections. Each member will hold membership on the Board for a period of three years. The goal shall be for three members to be elected each year. The term of Directors shall not exceed three elected consecutive terms.

Members of the Board shall serve without compensation. All officeholders shall be members of the Board. At all meetings of the Board of Directors, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business. The vote of a majority of such quorum at a duly constituted meeting shall be sufficient to pass any measure.

All pertinent Federal, State and local statutes, ordinances and regulations shall bind the Board in its operations and acts.

Directors may participate in any vote that shall come before the Board of Directors.

Article V: Officers

The officers of the Association shall be: President, Vice President, Secretary and Treasurer. The election of officers shall be the responsibility of the newly elected Board and shall be held at a special meeting following the Annual Meeting, to be held no later than 30 days after the election of the new Board at the Annual Meeting. All officers shall be members of the Board of Directors.

The **President** shall be the chief officer of NRPIA, providing leadership, and continuity of Board function.

The **Vice President** shall assume the duties of the President in the President's absence and at such duties as the President designates.

The **Secretary** shall keep a record (minutes) of all proceedings of each meeting. In addition, the Secretary shall be responsible for advising the Board members electronically one week in advance of any meeting date. Notice of the Annual Meeting shall be sent to the members of NRPIA, including the agenda of the Annual Meeting, no less than fourteen (14) days prior to the meeting. The Secretary will also be responsible for keeping a database of residents which shall be used in communications to North Roland Park residents. Archival of the minutes of meetings shall be an additional responsibility of the Secretary. The Secretary will also communicate, periodically, with North Roland Park residents on matters of mutual interest.

The **Treasurer** shall have charge of all of the financial records of the Association and shall deposit such funds solicited by the Association for projects and proposals as identified by the Board. The Treasurer shall keep such records, including yearly income and expenses, and shall publish records at each Board meeting, and a summary statement at the Annual Meeting. The Treasurer will send requests for dues to the residents

of North Roland Park on or about the first of January. The fiscal year of the Association shall be from January 1 to December 31. Investments of the Association will be made by the Treasurer upon approval of the majority of the Board. Payment of funds for expenses over \$500 require approval of a majority of the Board. The Treasurer is to submit a projection of income and a budget for expenses at the December meeting. The proposed income and expenses shall be approved at the December meeting.

Interim Replacement: If at any time, an officer of the Board wishes to resign from their office, they may elect to remain on the Board as a Board member until the Board election immediately following their resignation. At that time the Board member would be eligible to stand for election, provided that said member will not have exceeded the three consecutive elected terms.

Article VI: Elections

The President, with support from the entire Board, is responsible for soliciting new Board members, and for creating a slate of candidates to be offered at the Annual Meeting. Votes for Board members shall be cast in person at the Annual Meeting or by electronic ballot for members who cannot be present at the Annual Meeting. No nominations from the floor at the Annual Meeting are to be permitted. The Board will tally votes at the Annual Meeting.

Article VII: Parliamentary Authority

The rules contained in "Robert's Rules of Order, Newly Revised" shall govern the conduct of the Association meetings.

Article VII: Amendments

These By-Laws may be amended in any form at any Annual or Special Meeting of the Association called for this purpose by a vote or two thirds of the Members present, provided written notice of 10 days has been given in the call of the meeting. The above declaration and codification of these By-Laws supercedes those By-Laws of the North Roland Park Improvement Association, dated 2007.

