

LOCHEARN IMPROVEMENT ASSOCIATION, INCORPORATED

# CONSTITUTION AND BYLAWS

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A BALTIMORE COUNTY  
COMMUNITY ASSOCIATION

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# DRAFT

PLEASE REVIEW CAREFULLY

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# **LOCHEARN IMPROVEMENT ASSOCIATION, INCORPORATED**

## **CONSTITUTION AND BY-LAWS**

### **ARTICLE ONE - NAME**

The name of this organization shall be Lochearn Improvement Association, Incorporated

### **ARTICLE TWO - PURPOSE**

The purpose of the Lochearn Improvement Association, Incorporated is to maintain the vitality, promote the health, safety and general welfare of the Lochearn Community. The Association will encourage good fellowship and feelings of neighborhood identity within the community. The Association shall be non-political and non-sectarian.

### **ARTICLE THREE - BOUNDARIES**

*General.* The physical boundaries of the Lochearn Improvement Association, Incorporated shall encompass the following:

- a.* NORTH - Lots on the southern side of Alter Street from Southern Cross Drive to Patterson Avenue; lots on both sides of Patterson Avenue from Alter Street to Laurel Drive; lots on both sides of Laurel Drive to Oak Avenue.
- b.* EAST - Lots on both sides of Oak Avenue from Laurel Drive to Liberty Road.
- c.* SOUTH - Lots on the north side of Liberty Road and Liberty Terrace from Campfield Road to Oak Avenue.
- d.* WEST - Lots on both sides of Campfield Road from Liberty Road to Southern Cross Drive; both lots on Southern Cross Drive from Campfield Road to Alter Street.

*Modifications.* Modifications to the boundaries of the Lochearn Improvement Association Incorporated shall be approved upon two-thirds vote at any general meeting.

### **ARTICLE FOUR - FISCAL YEAR**

The fiscal year of the Lochearn Improvement Association Incorporated shall begin on the first day of September of each year and end at midnight on the last day of August in the following year.

### **ARTICLE FIVE - MEETINGS**

*General Meeting.* General Meeting of the Association shall be held on the second Tuesday of each month, with the exception of **June – August**, at a place and time designated by the Board of Directors.

*Board of Directors Meeting.* Regular meetings of the Board of Directors prior to general meetings.

*Quorum.* A majority of the Board of Directors or not less than six (6) directors represented in person or by proxy shall constitute a quorum at a Board of Directors meeting. The directors present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. A quorum shall exist at any general meeting with at least 10 members present.

*Duty and Authority.* It shall be the duty of the president to preside at all meetings. In the absence of the president, the vice president will preside. Meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or a majority of the Board of Directors.

*Rules of Order and Procedure.* The order of business shall conform to the accepted parliamentary procedures with such variations as circumstances may warrant, at the discretion of the presiding officer. No one person shall have the right of the floor on one subject for longer than ten minutes. Non-members of the Association in attendance at any meeting may be denied the floor by the presiding officer.

*Voting.* Voting at all annual general or special meetings shall be voice, show of hands or secret ballot, at the discretion of the presiding officer, who may also appoint judges and/or clerks in the event such action is deemed necessary to assure an accurate tabulation. Only members of the Association who are present at such general or special meetings are entitled to vote, and voting by proxy or mail shall not be accepted.

*Required Documentation.* At all regular or special meetings, it shall be the responsibility of the president, secretary or designee to provide an approved agenda, sign-in or attendance log obtaining the attendees name, address with optional email or other contact information prior to commencement of the meeting. The secretary shall be the custodian of all documents and will provide to directors upon request.

## ARTICLE SIX – MEMBERSHIP

*Qualification.* Any person 18 years of age or older, who resides within the boundaries set forth of the Lochearn Improvement Association, shall be eligible for membership. Members who have paid their annual dues are considered in good standing and eligible to vote. The Board of Directors may in its discretion accept for membership a limited number of non-residents.

*Dues.* Annual dues may be assessed, modified or waived at the discretion of the Board of Directors. The payment of dues shall take effect as of the beginning of each fiscal year of the Association, commencing in September 1<sup>st</sup> and ending August 31<sup>st</sup> of the following year. The manner in which membership dues shall be accepted will be at the discretion of the Board of Directors. Annual dues may be waived for individual residents who are 62 years of age or older.

## ARTICLE SEVEN - BOARD OF DIRECTORS

*General Powers.* The business and affairs of the Lochearn Improvement Association, Incorporated shall be managed by its Board of Directors.

*Number, Tenure, and Qualifications.* The number of directors of the Lochearn Improvement Association shall be eleven (11). The term of office of each director shall be two years. Each director shall maintain a permanent residency within the Lochearn Improvement Association boundaries. The immediate past president shall be an ex officio member of the Board of Directors for one year.

*Election and Term of Office.* The first meeting in the month of May (of an even year) shall be held for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Each director shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided.

*Board Decisions.* The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. In the exercise of its powers regarding the transactions and affairs of the Association, the Board of Directors shall be subject only to the limitation on expenditures contained in Article Ten, Section 4.

*Vacancies.* Any vacancy occurring in the Board of Directors may be filled by the president by appointment with approval of the remaining directors though less than a quorum of the Board of Directors. The authority rests with the president to fill any vacancies within 45 days.

*Immediate Past President* - the Immediate Past President is the person who served the prior term as President. The Immediate Past President shall:

- a) Be limited to performing such duties and provide such advice as from time to time that is requested by the President or the Board of Directors.
- b) Be a non-voting member of the association Board of Directors except in the event of a tie unless the past president is also a current and active elected board member.
- c) Assist and advise incoming President with respect to transition issues.

## ARTICLE EIGHT - OFFICERS

*Number.* The officers of the Lochearn Improvement Association Incorporated shall be a president, vice-president, secretary, treasurer and sergeant-at-arms, each of whom shall be elected by the Board of Directors. Any two or more offices may not be held by the same person.

*Election and Term of Office.* The Board of Directors shall elect from its members a President, Vice President, Treasurer and Secretary at the next meeting following the May general meeting. Each officer shall hold office until his or her successor has been duly elected and

qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided. Newly elected officers shall begin their term on September 1<sup>st</sup> of the same year.

*Removal.* Any officer or agent elected by the membership or appointed by the Board of Directors may be removed by consensus of the remaining Board of Directors, whenever in its judgment is in the best interests of the Lochearn Improvement Association Incorporated. An officer of this board may be considered disqualified from office if absent more than 50% or greater the number of the regular meetings pending Board of Directors review.

*Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

*Powers and duties.* The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Lochearn Improvement Association Incorporated

*President* – It shall be the duty of the president to preside at all meetings. The president shall be empowered to call special meetings and create committees as needed and as requested by the Board of Directors. The President or designee shall present to the Board of Directors an annual budget for approval. The president shall be an ex-officio member of all committees.

*Vice President* – The Vice President shall assist the president in carrying out their duties and responsibilities. The vice president shall assume the responsibilities of the President in the absence of the president.

*Secretary* – The Secretary shall be responsible for keeping minutes of all Board of Directors and general meetings. The Secretary shall provide minutes and read all correspondence as directed by the Board of Directors. The Secretary shall be the custodian of all records of the Board of Directors, except those specifically assigned to others, and shall surrender such records at the end of their term.

*Treasurer* – The Treasurer shall be responsible for receiving all funds, bank receipts, or deposit slips of monies collected, raised or contributed to the Lochearn Improvement Association Incorporated and submit a monthly written report to the Board of Directors and the general membership at the general meetings. The Treasurer shall be responsible for completing and filing all required federal and state tax and financial forms in a timely manner.

*Sergeant-at-Arms* – The Sergeant-At-Arms shall be responsible for maintaining orderly meetings and adherence to the rules of the by-laws. The Sergeant-at-Arms shall execute the duties of his office as determined by the Board of Directors. The Sergeant-at-Arms shall be appointed by the President.

*Salaries.* No salary shall be paid to any director or officer of Lochearn Improvement Association Incorporated without prior approval of the members at a general meeting.

## **ARTICLE NINE – NOMINATIONS AND ELECTIONS**

*Nominations.* Nominations for Board of Directors may be made by any member at the general meeting held for elections. Eligible nominees who accept the nomination shall be added to a slate of nominees for a vote.

*Elections.* By a vote of the members eligible to vote, the nominees receiving the largest number of votes shall be elected to the Board of Directors. With membership approval, the Secretary of the Association may be authorized to cast a unanimous vote in favor of the proposed slate of nominees when the nominees number eleven or less.

*Manner.* Voting shall be in accordance with Article Five, Section six.

## **ARTICLE TEN - COMMITTEES AND CHAIRPERSON**

*Committees.* The committees shall be responsible for the coordination of all activities and special events, etc.

*Authority.* The president shall have the authority to create committees as needed and as requested by the Board of Directors.

*Committee Members.* The president or vice president shall be an ex-officio member of all committees. Any director, member or non-member may serve on any committee.

*Funding.* Committee funding shall be budgeted and approved by the Board of Directors.

*Chairpersons.* Chairpersons shall be nominated by the President and approved by the Board of Directors. When chairpersons for authorized committees are being considered, the president shall seek the recommendations of the Board of Directors and the program participants.

*Chairperson Duties.* The committee chairperson shall be responsible for maintaining accurate records of all monetary income and expenditures through their committees; submitting funds promptly to the Treasurer; providing an accounting of all funds to the Treasurer each month, prior to the Board of Directors or general membership meeting.

*Terms.* Each chairperson shall serve a one-year term, or until the completion of committee activity whichever is less.

*Committee Decisions.* All committee decisions must be brought before the Board of Directors for approval.

## **ARTICLE ELEVEN - CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

*Contracts.* The Board of Directors may authorize any officer or officers, agent or agents, to enter into any written contract or execute and deliver any instrument in the name of and on behalf of the Lochearn Improvement Association Incorporated, and such authority may be general or confined to specific instances.

*Loans.* No loans shall be contracted on behalf of the Lochearn Improvement Association Incorporated and no evidences of indebtedness shall be issued in its name unless authorized in writing by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

*Checks, Drafts, or Orders.* All checks, procurement, debit or credit cards, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Lochearn Improvement Association Incorporated shall be signed by such officer or officers, agent or agents of the Lochearn Improvement Association Incorporated and in such manner as shall from time to time be determined by resolution of the Board of Directors.

*Expenditures.* All expenditures in the amount of Fifteen Hundred Dollars (\$1,500.00) or less shall be made with the approval of the Board of Directors. All expenditures in excess of Fifteen Hundred Dollars (\$1,500.00) shall be made only with the joint approval of (a) the Board of Directors and (b) the general membership by a majority vote of those members in attendance at any general or special meeting.

*Deposits.* All funds of the Lochearn Improvement Association Incorporated not otherwise employed shall be deposited from time to time to the credit of the Lochearn Improvement Association Incorporated in such banks, trust companies, or other depositaries as the Board of Directors may select.

*Treasurer.* The Treasurer shall be responsible for receiving all funds, bank receipts, or deposit slips of monies collected, raised or contributed to the Lochearn Improvement Association, Incorporated and deposit in a manner set forth in accordance with Article Eleven, Section 5.

*Accounts.* All funds shall be maintained in a single account in the name of the Lochearn Improvement Association Incorporated, subject to the order of any two signatures, consisting of the President and Treasurer or Vice President and Secretary acting in the absence of or on the behalf of the President and Treasurer.

*Credit Accounts.* The Treasurer may establish, with the consent of the Board of Directors, credit accounts for the purpose of procurements and payments and merchant credit card processing accounts, for the acceptance of credit card payments and purchases.

*Compensation.* By resolution of the Board of Directors, members may be reimbursed their expenses, if any, for the execution of their duties with prior approval. No such payment shall preclude any member from serving the Lochearn Improvement Association Incorporated in any other capacity and receiving compensation therefore. Members must produce receipts for reimbursed expenses to the Treasurer prior to disbursement of funds.

*Monthly Reports.* The Treasurer shall submit monthly written itemized accounts to the Board of Directors of all monies received and disbursed.

*Annual Report.* The Treasurer shall submit a written annual report to the Board of Directors of all funds received, disbursed and account balance during the fiscal year; by September 1 or as



designated by the Board of Directors (This will be performed by the outgoing Treasurer if a new Treasurer is selected.) All records, checkbooks, cancelled checks, etc., including those of the committees, are the property of the Lochearn Improvement Association Incorporated

*Receipts.* Receipts shall be given for all monies received by the Treasurer.

*Surrender of Books.* The Treasurer shall surrender all books to the Board of Directors, including those of the committees, for an annual audit in September or upon demand at any time.

*Tax and Financial Forms.* The Treasurer shall be responsible for completing and filing all required federal and state tax and financial forms in a timely manner. A certified tax professional may be hired to complete all necessary federal and state tax and financial forms upon approval of the Board of Directors.

## **ARTICLE TWELVE – FIDELITY BONDS**

Officers exercising control over the assets of the Association by virtue of signature or other authorization shall be bonded for an amount of not less than Two Thousand Dollars (\$2,000.00) or such greater amount as the Board of Directors may prescribe. The cost of such bonds shall be paid by the Association. The Board of Directors shall approve the underwriting company for all bonds of indemnification.

## **ARTICLE THIRTEEN - FUNDRAISING AND DONATIONS**

The Board of Directors may from time to time conduct fundraising and solicit donations. The disposition of all monetary funds and donations shall be in the manner and on the terms and conditions provided by Article Ten and Article Eleven of these by-laws.

## **ARTICLE FOURTEEN - SEAL**

The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, state of incorporation and the words “Corporate Seal.” The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

## **ARTICLE FIFTEEN - AMENDMENTS**

*Amending, Altering and Repealing of bylaws.* These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the general membership at any regular meeting where a quorum exists by two-thirds majority vote.

*Proposals.* All proposed changes to bylaws must be made in writing and submitted for discussion before the Board of Directors for prior approval.