

BYLAWS OF THE WEST END CITIZENS ASSOCIATION, INC.

Revised 31 March 2007

ARTICLE I. TITLE AND LOCATION

Section 1. Name.

The name of this organization shall be the WEST END CITIZENS ASSOCIATION, INC. (Hereinafter referred to as the "Association").

Section 2. Location.

The location of the principal office of the Association shall be determined by the Board of Directors.

ARTICLE II. PURPOSES AND OBJECTIVES

The purposes and objectives of the Association are:

1. To foster and enhance the quality of community life for all residents of the West End through the conduct or support of community events and social activities.
2. To protect and enhance the value of properties located in the West End by improving building and zoning codes and supporting strict adherence to these codes. We also support the enforcement of the guidelines for the Cambridge Historic District.
3. To engage in all lawful activities incidental to the foregoing purposes.

ARTICLE III. MEMBERSHIP

Section 1. Membership Area.

The boundaries of the Association's membership area, described in Article XVII of these Bylaws, may be modified by a majority vote of all members present at any duly called Annual or Special meeting of the membership.

Section 2. Classes of Membership.

There shall be [five (5)] **seven (7)** classes of membership in the Association: Individual, Family, [Professional/Business] **Life, Nonprofit Corporation, Corporate, Benefactor* and** Honorary [and Benefactor]. Dues for each class of membership shall be set by a majority vote of Directors present at any regular or special meeting of the Board. **Benefactor dues will be placed in the Wallace Office Building Endowment Fund.**

Section 3. Membership Requirements.

All individuals, families and [professional/businesses] **Corporations** who subscribe to the purposes and objectives of the Association [and own property, reside or operate a profession or business within the area described in Article XVII of these Bylaws,] shall be eligible for membership.

Section 4. Honorary [or Benefactor] Members.

The Board of Directors, by majority vote, may designate **any** individuals and [professional/businesses] **Corporations** as **an** Honorary [or Benefactor] Member[s]. [Property ownership, residence or operation of a business within the area described in Article XVII of the bylaws is not required for this classification of membership.]

Section 5. Voting Rights.

Each adult member in each class of membership, except Honorary [or Benefactor], whose dues are current **and own property, reside or operate a corporation within the area described in Article XVII of these Bylaws**, shall be entitled to one vote in the election of the Association's Board of Directors.

Section 6. Eligibility for Office.

All members in good standing, except Honorary [or Benefactor Members], over eighteen (18) years of age shall be eligible to serve on the Board of Directors and hold office.

Section 7. Terms of Membership.

Membership in the Association shall remain in force so long as the member maintains current status by payment of dues and otherwise meets requirements.

Section 8. Application for Membership.

All individuals, families or professional/businesses who meet the criteria in Article III, Section 3 may make written application for membership.

ARTICLE IV. MANAGEMENT

Section 1. Board of Directors.

The management of the Association shall be vested in a Board of Directors consisting of no more than fifteen (15) elected members and the immediate past president. The Directors shall be elected by and from the membership who are eligible to hold office. The number of Directors may be increased or decreased by amendment to these Bylaws, provided, however, that the number of Directors constituting the Board of Directors shall not be less than three (3).

Section 2. General Powers and Duties.

Authority and responsibility for the operation of the Association is vested in the Board of Directors who shall have the right, power, authority, and duty to manage the activities and affairs of the Association and to act for and on its behalf in accordance with the Articles of

Incorporation, these Bylaws, and applicable law, but may delegate to the Association's officers, to its agents, and to committees of the Association such rights, powers, duties, and authority as it sees fit, in addition to those specified in these Bylaws. The Board shall advise and assist the officers of the Association in the daily conduct of the Association's affairs and shall do all in its power to make the Association effective. The Board shall have the power to make such rules and regulations as may be necessary or advisable for the orderly and efficient management of the Association's business and property, and from time to time, to amend such rules and regulations.

Section 3. Annual Business Meeting.

The Board of Directors shall hold an Annual Business Meeting during the month of April for the election of Directors and for the transaction of such other business as may properly come before the meeting. Elections for Directors shall be held by the majority vote of the members present and voting.

Section 4. Other Regular and Special Meetings.

Regular meetings of the Board of Directors may be held on such dates and at such places as may be fixed by the Board. Special meetings of the Board may be called by the President and shall be called by the President upon the written request of a simple majority of the Directors.

Section 5. Notice of Meetings.

The Secretary shall provide each Director notice of the date, time, and place of all meetings of the Board of Directors at least ten (10) days prior to each regular meeting and at least 24 hours prior to any special meeting. Such notice may be waived by any Director either before or after the meeting. Attendance at any regular meeting or special meeting, excepting attendance for the purpose of objecting to the transaction of business because the meeting was not properly called or convened, shall constitute a waiver of notice of such meeting.

Section 6. Place of Holding Meetings.

All meetings of the Association shall be held at the principal office of the Association or elsewhere in the State of Maryland as designated by the Board of Directors.

Section 7. Terms of Service.

Members of the Board of Directors shall be elected by majority vote of the membership present at the Association's Annual Meeting. All Directors shall enter upon their official duties on the first day of May following the annual meeting and shall serve until their respective successors are duly elected or appointed. Members are elected for staggered terms of three (3) years, so that no more than one-third (1/3) of the Board members' terms shall expire in a given year. Upon the expiration of their terms, Board members are eligible for reelection to the same or a different office or chair.

Section 8. Vacancies.

If a vacancy should occur on the Board of Directors, the remaining Directors, by affirmative vote of a majority thereof may, elect an individual to fill said vacancy at any meeting of the Board, and such Director shall serve until the next Annual Election.

Section 9. Resignation and Removal of Directors.

An individual member of the Board may resign any time during his or her term of office. Any individual member of the Board, including members who shall fail to attend three consecutive regular meetings of the Board, may be removed by a vote of two-thirds (2/3) of the total Board. Any Director removed by such procedure shall be duly notified of the action taken.

Section 10. Compensation.

No Director shall receive any compensation for serving as a Director on the Board.

Section 11. Quorum.

For the transaction of business by the Board of Directors, a quorum shall consist of not less than one-half (1/2) of the number of Directors. If any regular or special meeting is called at which there is not a quorum present for the transaction of business the said meeting shall be adjourned to such a time that those Directors present shall determine. Notification of the rescheduled meeting shall be given by the Secretary to the absent Directors at least five (5) days before said meeting.

Section 12. Voting.

Each member of the Board of Directors shall have one vote on each matter that comes before the Board. All issues subject to a vote by the Board shall be decided by a simple majority of those present. Members of the Board shall have the power to grant proxies to other Board Members on specific issues.

Section 13. Action Without A Meeting.

Any action, which may be properly taken by the Board of Directors assembled in a meeting, may also be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

ARTICLE V. OFFICERS

Section 1. Executive Officers.

The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer.

Section 2. Duties of Officers.

The officers of the Association shall administer the affairs of the Association in accordance with the Association's Bylaws and policies. The specific duties of each officer shall include, but not be limited to, the following:

President:

The President shall be responsible for the day-to-day management of the Association under the general policies approved by the Board of Directors and in general shall act as the chief executive officer. The President shall preside at all Association meetings, including meetings of the Board of Directors. The President may appoint committees, including chairpersons, as the Board may approve. The President shall be the spokesperson for the Association. The President shall be

responsible for the compilation of an annual report to be presented at the Association's annual membership meeting.

Vice President:

The Vice President, in the absence of the President, shall perform the duties of the President, serve as ex-officio member of all standing and special/ad-hoc committees, and perform such other duties as the Board may, from time to time, request. The Vice President shall oversee the annual audit of the Association's financial records.

Secretary:

The Secretary shall be responsible for maintaining the records of the Association and keeping the minutes of meetings of the membership and the Board of Directors. The Secretary will prepare written communications of the Association and ensure compliance with all notarization and other legal requirements. The Secretary shall ensure the proper notification of all Association meetings.

Treasurer:

The Treasurer shall be responsible for overseeing the fiscal activities and shall be the custodian of the Association's funds. The Treasurer shall provide written monthly and annual financial statements to the President and the Board of Directors. The Treasurer shall deposit all funds to the credit of the Association in general or special accounts in such banks or other depositories as the Board of Directors may select. If requested by the Board, the Treasurer shall, at the expense of the Association, obtain a bond for the faithful performance of his or her duties. The Treasurer shall see that an annual audit is conducted of the Association's financial records. The Treasurer shall perform all other duties normally related to the office of Treasurer as assigned by the President.

Section 3. Check Signatures.

The President, Vice President, and Treasurer shall each be approved to countersign checks. Two approved signatures shall be required for all the Association's financial transactions.

Section 4. Vacancies in Elective Offices.

The Board of Directors, at any regular or special meeting may, by a majority vote of those present, fill any vacancy in any office of the Association caused for any reason.

ARTICLE VI. EMPLOYEES

The Board of Directors may employ such full or part-time personnel as necessary to support the functions of the Association.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Definition.

The provisions of this Article shall apply to each individual director, officer, or employee of the Association. The term "officer" shall include directors, officers and employees of the Association whenever used hereafter in this Article.

Section 2. Indemnification.

The Association shall indemnify each individual director, officer, or employee of the Association against expenses and liabilities (including attorney's fees) actually and necessarily incurred by them, or imposed on them, in conjunction with any action, suit or proceeding in which they or any of them are made parties, or in which they become involved as a party, by reason of being or having been officers or an officer of the Association, or any settlement thereof whether or not they are officers at the time such expenses are incurred, except in relation to matters as to which any such officer or former officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. Any indemnification payments shall be specifically authorized by the Board of Directors, or, at their discretion, by independent counsel. Any potential obligations under this Article may, at the discretion of the Board, be funded by insurance.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees.

There shall be standing Committees of the Association as established by the Board. The Board of Directors shall appoint a Chair of each standing Committee from within the Board. All Committee members shall be appointed by the Committee Chair and approved by the Board.

Executive Committee:

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and one additional Director elected by the Board of Directors. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Association and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee. The minutes shall be submitted to the Board of Directors; as well as the Secretary for recording purposes.

Membership Committee:

The Committee shall develop a plan, method, and means to promote membership in the Association. The Committee shall solicit new members for the Association, accept membership applications and dues, and maintain a current membership list. Membership dues collected shall be expeditiously forwarded to the Treasurer.

Community Pride Committee:

The Committee shall organize and operate the Associations social activities and the Welcome Program and shall in cooperation with other Committees develop plans and activities to increase community pride

Neighborhood Data and Oversight Committee:

[The Committee shall develop and keep current a database consisting of properties within the geographic boundaries of the West End Association as outlined in the Bylaws, and the Historic District of Cambridge.] The Committee shall, in the Association area, monitor construction and

remodeling, monitor the condition in which properties are maintained, and monitor ownership, residency and conformance to zoning and other regulations, with particular emphasis on rental property.

Special Projects Committee:

The Committee shall work with other community organizations for mutual benefit and communications purposes and shall undertake those projects that are outside the scope of other standing committees, including fundraising activities.

Publicity Committee:

The Committee shall develop and distribute, in cooperation with other Committees, material that furthers the goals and objectives of the Association. Working with the secretary, this committee shall ensure that all requirements contained in these bylaws for notice to Members of all meetings are properly made using local media.

Historic Tours Committee:

The Committee shall develop, conduct and publicize Historic Tours of the West End of Cambridge. At the discretion of the chair, the itinerary may include areas outside the West End. The Committee shall recruit and train volunteers to docent the tours, schedule, coordinate and arrange transportation, establish and collect fees and otherwise facilitate these tours. The tours may be offered privately or in conjunction with other community activities.

Multi-Media Committee:

The Committee shall develop and maintain the Association Web Site and shall produce and distribute the Association Newsletter. In carrying out these responsibilities the Committee shall solicit advertising and sponsorship.

Section 2. Nominating Committee.

Not later than sixty (60) days prior to the Annual Meeting, the President shall appoint a Nominating Committee consisting of at least three (3) members of the Association entitled to vote and hold office, to nominate candidates for election to the Board of Directors. The Vice President shall chair the Nominating Committee. Nominations for officers and Directors shall also be accepted from the general membership at the Annual Meeting.

Section 3. Special Committees.

The Board of Directors may, at its discretion, establish special committees, or the Board may delegate this authority to the President of the Association. Committees will perform specific tasks as directed by the President or the Board.

ARTICLE IX. MEETINGS OF MEMBERSHIP

Section 1. Annual Business Meeting.

An Annual Business Meeting of the membership shall be held during the month of April at such time and place as designated by the Board of Directors, for the election of Directors and the transaction of other business as may come before the membership. Written notice of the date, time,

and place of the Annual Meeting of the membership shall be published in the Association newsletter and/or in a local newspaper at least fifteen (15) days prior to the meeting.

Section 2. General Membership Meeting.

The Board of Directors shall periodically schedule General Membership Meetings, as required, to further the purposes and objectives of the Association.

Section 3. Special Meetings.

Special Meetings of the membership may be called by the President with notice of the date, time, and place, and matters to be considered at such meeting published in a local newspaper at least seven (7) days in advance of said meeting. Special Meetings shall be called by the President if requested by a two-thirds (2/3) vote of the Board or, if requested by a signed petition of ten percent (10%) of the voting members.

ARTICLE X. AMENDMENTS

These Bylaws may be altered or repealed by the affirmative vote of a majority of members entitled to vote and present at any Annual or Special meeting of the membership, provided however, the text of any proposed amendment has been submitted in writing to all members of the Association's Board of Directors and has been made available to all general members. Notice shall be published in a local newspaper and/or in the Association's newsletter at least fifteen (15) days prior to the Annual or Special Meeting at which the Bylaw changes are to be addressed and shall contain the location and times where the text of subject Bylaw changes can be obtained.

ARTICLE XI. DISSOLUTION

In the event the Association is ever dissolved, the Board of Directors, after paying or making provision for the payment of all liabilities of the Association, shall dispose of all assets of the Association exclusively for the purposes of the Association in such a manner, or to such an organization or organizations organized and operated exclusively "for cultural, educational, environmental, and civic 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 Revenue Law), as the Board of Directors shall determine. Any such assets not so alternatively disposed of and after all informal attempts having failed, shall be disposed of by a court with competent jurisdiction exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized exclusively and operated exclusively for above said purposes. The decision to dissolve shall be made by a majority vote of the entire Board of Directors.

ARTICLE XII. PARLIAMENTARY PROCEDURE

The latest edition of Roberts Rules of Order shall govern the proceedings of this Association unless they differ with the Association's Bylaws.

ARTICLE XIII. LIMITS TO THE CORPORATION ACTIVITIES

Notwithstanding any other provision of the Bylaws, the Association shall not carry on any activities not permitted to be carried on 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 Revenue Law) or 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 Revenue Law).

ARTICLE XIV. FISCAL YEAR

The Association's fiscal year shall begin on the first day of April each year and end on the thirty-first day of March each year.

ARTICLE XV. CORPORATE SEAL

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation/Association, the year of its organization, and the word "Maryland".

ARTICLE XV. SEVERABILITY

If any provision of these Bylaws is or becomes void or unenforceable by force of operation of law, the other provisions shall remain valid and enforceable.

ARTICLE XVI. NON-DISCRIMINATION

The Association shall not discriminate on account of race, creed, national origin, sex, age, or disability with respect to selection of Board members, employment of staff or in connection with any other activity of the Association.

ARTICLE XVII. GEOGRAPHIC DESCRIPTION OF THE ASSOCIATION'S MEMBERSHIP AREA

The boundaries of the Association's membership area are defined as follows: (1) beginning at the SW end of Edlon Park Drive following the Corporate Limits of the City of Cambridge NE to the shoreline of Hambrooks Bay at the foot of Queen Anne Avenue; (2) thence SE along the Hambrooks Bay/Choptank River shoreline to the mouth of Cambridge Creek; (3) thence south along the western edge of Cambridge Creek past the Market Street bridge to the southern boundary of the Market Square Condominium property; (4) thence around the Condominium Property to Market Street, then west along the center of Market Street to Muse Street, then along the center of Muse Street to Gay Street; (5) thence south on the centerline of Gay Street past City Hall and then NW to High Street along the public walkway between 308 and 310 High Street; (6) thence SW along the centerline of High Street to the intersection with Glasgow Street; (7) thence NW along the centerline of Glasgow Street to the boundary between 600 and 602 Glasgow Street, then SW to the rear property line of 602 Glasgow Street; (8) thence NW along the rear boundaries of Glasgow Street properties to the junction of the SE boundary of the property on Linden Avenue, then SW to the corner of the property at 422 Linden Avenue; (9) thence NW along the side boundary of 422 Linden Avenue, crossing Linden Avenue and continuing along the side boundary of 425 Linden Avenue to the SE boundaries of Willis Street property; (10) thence SW along the boundaries of Willis Street properties to the SE corner of property at 432 Willis Street, then passing NW between the properties located at 432 and 434 Willis Street to the centerline of Willis Street; (11) thence SW along the centerline of Willis Street to the intersection with Park Lane then NW along

the centerline of Park Lane to the intersection with Leonard's Lane; (13) thence SW on Leonard's Lane to the boundary between the properties with Mallard Bay Nursing and Rehabilitation Center and the Bay Country Racquet Club, then NW along said boundary to and then across Glenburn Avenue; (14) thence NW following the SW boundary of the William Hill Health Care Center to its terminus, then SW along the boundary of the 14 acre property at 1304-A Glasgow Street to its terminus, then NW along the boundary of said property and across the boundaries of the two lots at the SW end of Edlon Park Drive to the City of Cambridge Corporate Limits and the point described in (1) above.