

Union Square Association, Inc.

BY-LAWS

PREAMBLE

The purpose of the Union Square Association, Inc. shall be to promote preservation, conservation and to improve the quality of life in the Union Square Historic District and surrounding areas.

ARTICLE I NAME

The name of this organization shall be the Union Square Association, Inc., hereinafter referred to as the Association.

The Association shall establish a post office box to be retained as the sole mailing address.

ARTICLE II MEMBERS

Article II, Section 1. Membership

Any person living or owning property in or near the Union Square Historic District may become a member by:

- A. Contacting the Recording Secretary,
- B. Being eighteen years of age or older,
- C. Paying his dues upon joining and annually thereafter,
- D. Attending one meeting in the same calendar year prior to being granted voting rights. For the annual meeting voting members will consist of the previous calendar year's membership.

- or -

Membership may be granted by a majority vote of the Board of Directors.

Article II, Section 2. Rights of Members

All members have the right to:

- A. Attend all meetings of the Association,
- B. Make motions and vote at all meetings except Board of Directors (hereinafter referred to as the Board) meetings,
- C. Nominate officers and members of the Board,
- D. Be nominated, self-nominated, elected, or appointed to the Board,
- E. Call a special meeting of the Association pursuant to Article IV, Section 2,
- F. Attend and address the Board at any Board meeting without having to notify the Board in advance.

Article II, Section 3. Dues

Annual dues for regular membership shall be \$5.00. Senior citizens' annual dues shall be \$3.00

ARTICLE III ELECTED POSITIONS

Article III, Section 1. Officers

The officers of the Association shall be as follows:

- A. President
- B. Vice President
- C. Recording Secretary

- D. Corresponding Secretary
- E. Treasurer
- F. Director of Historic Preservation

Officers' Baltimore City voting residence must be in or near the Union Square Historic District.

Article III, Section 3. Election

Officers shall be elected by a majority vote, by ballot, at the Annual Meeting. If there is only one candidate for an office, the vote may be by voice.

Article III, Section 4. Term of Office

- A. Officers shall serve for a term of one year, or until their successors are elected.
- B. Officers shall assume office immediately upon election at the annual meeting.

Article III, Section 5. Vacancies in Office

A vacancy in office shall be filled within sixty days by a Majority vote of the members of the Board.

Article III, Section 6. Duties and Powers of Officers

PRESIDENT

The President shall:

- A. Preside at all regular and special meetings of the members and shall preside at all meetings of the Board,
- B. Submit at each Annual Meeting a written report of the condition of the Association.
- C. Appoint and remove, employ and discharge and fix the compensation of all servants, agents, employees and clerks of the Association other than those duly elected members of the Board, subject to the approval of the Board,
- D. Sign and make all contracts and agreements in the name of the Association,
- E. See that the books, reports, statements and certificates required by statute are properly kept, made and filled in accordance with law,
- F. Sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money duly drawn by the Treasurer,
- G. Enforce these bylaws,
- H. Perform all the duties incidental to the position and office as found in the parliamentary authority and required by law.

VICE PRESIDENT

During the absence or inability of the President to perform his duties, the Vice President shall have all the powers and responsibilities hereby given to or imposed upon the President.

RECORDING SECRETARY

The Recording Secretary shall:

- A. Keep the minutes of all meetings of the Association and the Board.
- B. Be the custodian of the records and the seal,
- C. Keep the member ledger,
- D. Give or serve notices of the Association.

CORRESPONDING SECRETARY

The Corresponding Secretary shall present to the Board all communications addressed to him by the President or any officer or member of the Association. He shall attend to all correspondence he is instructed to handle.

TREASURER

The Treasurer shall:

- A. Have the care and custody of and be responsible for the funds and securities of the Association and funds and securities of the Association and
- B. Deposit all such funds in the name of the Association in such financial institutions as the Board may designate, such financial institutions as the Board may designate,
- C. Sign, make and endorse in the name of the Association all checks, drafts, warrants and orders for the payment of money and pay out and dispose of same and receipt thereof under the direction of the President and the Board,
- D. Keep the books of account,
- E. Render a statement of the conditions of finance of the Association at each regular meeting of the members and at such other times as shall be required,
- F. Twice annually, during the months of July and January following his election, present in writing to the members of the Association a statement of all financial transactions of the Association,
- G. Be responsible for the preparation of an annual budget to be presented to the Board no later than its March meeting following his election for adoption.

DIRECTOR OF HISTORIC PRESERVATION

The Director of Historic Preservation shall:

- A. Be the liaison between the Association and other organizations and agencies in matters of historic preservation and conservation,
- B. Direct Association policy regarding architectural guidelines,
- C. Serve as an advocate for historic preservation in all decisions of the Board and in all business outside that is conducted by the Association.

ARTICLE IV MEETINGS

Article IV, Section 1. Regular Meetings

- A. The regular meetings of the members shall be held at a public location and time designated by the President.
- B. The Recording Secretary shall serve a written notice by mail or email at least two days prior to such meeting.
- C. There shall be a minimum of seven regular meetings annually.
- D. The Annual Meeting, subject to the requirements of Article IV, Section 3, shall supersede the January regular meeting. No regular meeting will be held in January.

Article IV, Section 2. Special Meetings

- A. Special meetings of the members may be called by the President, by a majority of the Board, or by a written petition of 2/3 of the membership.
- B. Notice of such meeting stating the purpose for which it was called shall be served by mail or email not less than two days before the date of such meeting. If mailed, it shall be directed to the member at his address as it appears on the member ledger.

Article IV, Section 3. Annual Meeting

- A. The Annual Meeting of the Association for the selection of officers and directors of the Board shall be held at a public location and time designated by the President in January.
- B. The President shall serve a written notice by mail or email at least seven days prior to such meeting.
- C. The Vice-President shall chair the Annual Meeting.

Article IV, Section 4. Voting

- A. Only valid members may cast a vote at any Association meeting.
- B. The President may cast a vote in case of a tie, and when the vote is by ballot. At the Annual Meeting, the President votes as a member.
- C. Voting for officers and members of the Board shall be by secret written ballot. All written ballots shall be kept on file by the Recording Secretary for a period of thirty days should validation of election results be necessary.
- D. Voting for all other business of the Association shall be by open ballot.
- E. At regular and special meetings, all questions, except for those amending bylaws or removing members of the Board, shall be determined by a simple majority vote of the members present in person, subject to Quorum requirement.
- F. There shall be not voting by proxy.

Article IV, Section 5. Quorum

- A. The quorum for the Annual Meeting shall be 25% of the members of record.
- B. The quorum for any regular or special meeting shall be 25% of the members of record provided that a majority of the members of the Board is present.
- C. In the case of a meeting during which the bylaws will be amended, the quorum for bylaws amendments shall be 50% of the members of record and a majority of the members of the Board.

ARTICLE V THE BOARD OF DIRECTORS

Article V, Section 1. Composition

A Board of Directors who shall all be members of record shall manage the affairs and business of this Association. The Board shall consist of officers, two elected directors, and the immediate Past President as an ex-officio, non-voting member who is not counted in the quorum.

Article V, Section 2. Powers and Duties of Directors

- A. The Board shall have the control and general management of the affairs and business of the Association. Directors shall in all cases act as a Board, regularly convened.
- B. They may adopt such rules and regulations for the conduct of their meetings and the management of the Association, as they deem proper, not inconsistent with these bylaws or the laws of the State of Maryland.
- C. At no time shall the Board reverse a decision made by a majority of the members of record.
- D. The Board must submit decision regarding any expense or debt of more than \$500 to the membership for approval.
- E. Members can contact the President for the time and location of the upcoming board meetings and have the right to attend, but not participate in the meetings.
- F. The retiring Board shall deliver all correspondence, property, archives, financial records, stationery and funds or access thereto to the incoming Board at the annual meeting in January.
- G. Decisions by the Board can be reversed by a 2/3 vote of all membership present at any special or regular meeting.

Article V, Section 3. Election and Term

- A. At the Annual Meeting of members, the Board shall be elected.
- B. The terms of office for each member of the Board shall be from annual meeting to annual meeting.

Article V, Section 4. Meetings of the Board

- A. Regular meetings of the Board shall be called by the President to be held at a public location at the time of his/her choosing.
- B. Special meetings of the Board may be called by the President at any time or by written notice to the President bearing the signature of a majority of the members of the Board.

Article V, Section 5. Vacancies

- A. Vacancies on the Board shall be filled within sixty days of the vacancy by a majority vote of the Board members at a meeting of the Board.
- B. Any one or more of the members of the Board may be removed with just cause at any time by the 2/3 vote of the members at any special meeting called for the purpose.

Article V, Section 6. Quorum

The quorum for a meeting of the Board shall be a majority of the Directors and Officers.

ARTICLE VI COMMITTEES

- A. Appointment
The President shall appoint, create and serve as an ex-officio member of all committees and shall designate the chairman thereof.
- B. Special Committees
Special Committees shall be established and chairmen appointed, and committee tenure determined by the President and/or the Board as deemed necessary.

ARTICLE VII AMENDMENTS

Article VII, Section 1. How Amended

These bylaws may be amended by an affirmative vote by 2/3 of the members present at a meeting at which the amendments are proposed, providing that prior meeting notice requirements have been completed and quorum requirements met.

Written notice shall have been sent to each member of record which notice shall have stated the amendments proposed to be made to the bylaws. Only such amendments as have been specified in the notice shall be acted upon.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

FOOTNOTE:

- 1) Throughout this document the personal pronoun "he" or similar masculine terms shall indicate no gender bias.

SPECIAL RULES OF ORDER

The Order of Business for the Annual Meeting shall be as follows:

- 1) Registration and proof of voting eligibility by the Treasurer and Recording Secretary,
- 2) Proof of notice of meeting,
- 3) Opening the floor for nominations,
- 4) Election of Officers and Directors,
- 5) Adjournment.