

BYLAWS

OF

GOVANSTOWNE BUSINESS ASSOCIATION ON YORK ROAD, INC.

Revised April, 1986
Revised July 12, 1990
Amended March 24, 1998
Revised May 2015

BYLAWS
OF
GOVANSTOWNE BUSINESS

ARTICLE 1. NAME OF CORPORATION

The name of this corporation shall be Govantowne Business Association on York Road, Inc. (hereinafter known as the "Corporation") and known in the community as GBA.

ARTICLE II. OBJECT OF THE CORPORATION.

This non-profit corporation (IRS 501 (c) (6)) shall be assigned with the following purposes:

- a. To promote and advance the interests of the retail, service and professional businesses located in the York Road Retail Business District (hereinafter known as the "District"), as that District is defined in Article 15, Section 121 (c) (1) of the Baltimore City Code (1976 Edition, as amended), (hereinafter known as the "Code"); and
- b. To promote and advance the interest of any other businesses or organizations which are members of the Corporation, though not eligible or licensed under the District;
- c. To bring a closer relationship among all businesses or organizations which are members of the Corporation; and
- d. To conduct the management program and to provide the promotional services called for under Article 15, Sections 109 through 121 of the Code in the District; and
- e. To administer the funds through the Retail Business District License procedure established by Article 15, Section 109 through 121 of the Code as included in the Policies and Procedures.

ARTICLE III. MEMBERS OF THE CORPORATION.

Section 1. CORPORATION MEMBERS.

- a. Members shall be:
 - (1) Any individual, firm, corporation, partnership or joint venture engaged in a retail, service or professional business within the District, so long as said business holds a valid (current and fully paid) Retail Business District License from

the District issued by the Director of Finance of Baltimore City; and

- (2) Any other business or organization, including wholesalers, manufacturers or non-profit organizations, not eligible or licensed under the District whose location on or off York Road impacts upon the District and who wishes to be a member of the Corporation; and
- (3) Representatives, as defined in Article VI, Section 1(Composition of the Board) of these Bylaws and who serve as Directors of the Board.

Section 2. RESPONSIBILITIES OF CORPORATION MEMBERS.

a. The Retail Business District License and Fee.

All business/members under the District shall be responsible for the renewal of the Retail Business District License each year. Payment of a license fee issued by the Director of Finance of Baltimore City coordinated by the Baltimore Development Corporation, based upon the total number of square feet of licensable space in each business, will ensure license validity and full membership rights and privileges within the Corporation.

(1) Events of License Termination.

(a) Suspension.

Any business/member who fails to pay the license fee for the District within thirty (30) days of the due date shall be liable for suspension of its license by action of the Board of Directors. Payment of the license fee at any time within the fiscal licensable year will validate the license again.

b. Giving Notice.

It is imperative that all business/members advise the Corporation, through the Executive Director, if one is employed, or the President, of any and all changes in its operation, particularly as such changes affect the license fee. Changes in: address, name of business owner(s), manager(s) or representative(s), business square footage by expansion or renovation, or status under the District generally, all require written notice.

c. Attendance at Meetings and Serving on Committee's.

It is important that all business/members under the District are invited to attend all general and special meetings called by the Corporation, and serve on standing or special committees from time to time, so that matters

of concern to them, and affecting their business operation within the District, can be decided and voted upon to ensure the health and vitality of the York Road Retail Business District.

Section 3. VOTING OF CORPORATION MEMBERS.

a. Voting Members.

All valid license holders under the Retail Business District shall be entitled to vote at all general, special and committee meetings called by the Corporation. Each business/member shall carry one vote for each of the licenses it occupies, and has paid for, within the District, regardless of the size of the business(es).

b. Non – voting Members.

(1) Non-District retail, service or professional businesses.

Those businesses who want to be members of the Corporation which are not eligible or licensed under the District, by virtue of a location outside the confines of the District, as defined in Article 15, Section 121 (c) (1), but whose location impacts upon the District, will be requested to contribute membership dues in the amount of \$150.00 each calendar year. Non-payment of these dues, however, does not in any way affect any other rights and privileges of the member under the Corporation.

c. Proxy Voting.

When a vote cannot be cast in person by the business owner or designated representative, a personal proxy or authorized representative may vote on the business/member's behalf. Any and all actions, decisions and/or votes made by the personal proxy shall be the binding act of the business/member.

Section 4. LIABILITY OF CORPORATION MEMBERS.

No individual member of the Corporation shall be held liable for any act of the Corporation. The Board shall evaluate the organization's needs for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and directors and officers liability insurance.

Section 5. CONFLICT OF INTEREST.

In the event any member of the Corporation shall have a conflict of interest, he shall so disclose that interest and abstain from voting on the matter and such fact shall be recorded in the minutes of the meeting.

ARTICLE IV. CORPORATE OFFICERS.

Section 1. ELECTED OFFICERS OF THE CORPORATION

- a. The Corporation is required by the State of Maryland to have the following Officers who are required to be voting members of the Corporation: President, Secretary, and Treasurer,
Officers shall be elected at the annual corporation meeting, shall assume their duties at the close of that annual meeting and shall serve a term of one year or until their successors are elected .
- b. Officers may serve a maximum of three consecutive one-year terms in the office..
- c. Officers shall receive no salaries or compensation for serving in their positions or on the Board of Directors of the Association other than reimbursement of personal expenses incurred in representing the Association at functions outside of the GBA which the President may ask them to attend on behalf of the Association.

Section 2. NOMINATING COMMITTEE OF THE CORPORATION.

A Nominating Committee shall be composed of at least three members, to be appointed by the President with the approval of the Board of Directors, at least 60 days prior to the annual meeting

- a. The Nominating Committee shall seek recommendations for candidates from the general membership at least 45 days prior to the annual meeting and shall place in nomination all qualified candidates for officers of the Corporation and candidates for members of the Board who have given their consent to serve if elected.
- b. All recommendations for candidates shall be received by the Nominating Committee at least 30 days prior to the annual meeting.
- c. The slate of the Nominating Committee shall be delivered to the membership no later than 14 days prior to the annual meeting of the Corporation.
- d. Nominations may be taken from the floor of the annual meeting but only if the nominee consents in writing to serve in said office. A vote shall be taken for those officers where floor nominations have been made.

Section 3. VACANCIES OF CORPORATE OFFICERS.

Any vacancy in office, except for President, shall be filled for the unexpired portion of the term by the Board of Directors at a regular or special meeting.

Section 4. REMOVAL OF CORPORATE OFFICERS.

Removal of any elected officer for cause shall be initiated by a petition-for-removal which shall include a statement of charges to the Board of Directors by either of two methods:

- a. A consensus of at least 20% of the membership, or
- b. A two-thirds vote of the Board of Directors' voting members.

After a petition-for-removal by either of the two methods has been accomplished, the Board shall call a special or hold a regular meeting of the members to vote on the removal of the officer(s). Officers may only be removed at a meeting of the members by a two-thirds vote of those present and voting, and any successor shall be appointed as provided in Section 3 above.

Section 5. POWERS AND DUTIES OF CORPORATE OFFICERS.

- a. President.

The President shall be the chief executive officer of the corporation. He can preside at all meetings of the Corporation and Board, shall designate the time and place of all Board meetings, shall present the annual report and the annual budget for the subsequent fiscal year of the Corporation at the annual meeting, shall serve as a member of all committees, as well as an *ex Officio* member of the Board in the subsequent year of his presidency, and shall generally have all powers ordinarily exercised by the president of an organization. He shall also appoint any representatives before the meetings of local organizations, or any other meetings he deems appropriately represented by the Corporation.

- b. Vice President.

The Vice President shall be the second chief executive officer of the Corporation and, in the absence of the President, perform all the duties of the President, and shall succeed to the presidency if the office becomes vacant (in which case, a new Vice President shall be appointed). He shall have such additional powers and duties as may be assigned to him by the Board or the President.

- c. Treasurer.

In the absence of the President or Vice President, the Treasurer shall assume the duties of the President. The Treasurer shall be responsible for all funds,

receipts and disbursements of the Corporation and shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in insured financial institutions as shall, from time to time, be selected by the Board. All monies shall be held or drawn upon interest-bearing accounts deemed by the Board to be most suitable to the Corporation's needs. The Treasurer or Executive Director shall be the financial liaison between the Corporation and the Director of Finance of Baltimore City under the Retail Business District, shall be responsible for any independent accounting firm selected with the approval of the Board, and shall have such additional powers and duties as may be assigned to him by the Board or the President.

d. Secretary.

The Secretary shall be responsible for compiling and maintaining all agendas and minutes of meetings of the Corporation, Board or committees, to be kept in respective books or files and also be responsible for sending out any notices of the Corporation and any and all correspondence generated from time to time, unless such duties are specifically assigned to the Executive Director if one is employed. He shall have additional powers and duties as may be assigned to him by the Board or the President.

e. Authorized Signatories.

All checks under \$2000 for board authorized expenses shall require the signature of one officer of the Corporation. All authorized checks over \$2000, and all contracts or other instruments of the Corporation shall require the signatures of any two officers of the Corporation.

ARTICLE V. CORPORATION MEETINGS.

Section 1. TIME AND PLACE OF CORPORATE MEETINGS.

The Corporation shall meet annually at such date and time within the boundaries of the Corporation.

Section 2. PURPOSE OF CORPORATE MEETINGS.

The annual meetings shall be for the purpose of electing officers and members of the Board, hearing the annual report, approving the annual budget and organizational program thereunder, and presenting any other business of the Corporation that the Board deems appropriate and requiring member consideration.

Section 3. SPECIAL CORPORATE MEETINGS.

Special meetings may be called by the President, the majority of the Board, or 10% of the membership when such request is made in writing through one of the directors of the Board.

Section 4. NOTICE OF CORPORATE MEETINGS.

At least seven days prior notice of place, day and hour of each Corporation meeting shall be given to each member of record.

Section 5. QUORUM OF CORPORATE MEETINGS.

Fifty percent of voting Board Members , in person or by proxy shall constitute a quorum at Corporate meetings.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. COMPOSITION OF BOARD

The Board of Directors shall have no more than 30 members 15 of whom shall be voting members, and composed of the following:

- a. The elected officers of the Corporation; the President, Vice President, Secretary, and Treasurer (4).
- b. President ex Officio (1).
- c. City government representatives, who are non-voting members (2).
- d. At least three representatives from each action area of York Road; Coldspring, Woodbourne, and Belvedere-City Line (9).
- e. At least two representatives from the retail community; two representatives from the service community; two representatives from the professional community (6).
- f. As many other members, either voting or non-voting, needed to meet the above quota and requirements and whose expertise and/or interest in the Corporation benefit the Board.

Section 2. TENURE OF THE BOARD.

Each member of the Board, elected at the Corporation's annual meeting, shall assume his duties at the close of the annual meeting and shall take office until the next succeeding annual meeting, or until his successor is elected. Members of the Board may be re-elected and serve as many terms as they wish.

Section 3. POWERS AND DUTIES OF THE BOARD.

The affairs of the Corporation shall be managed by its Board of Directors. The Board may delegate to the officers of the Corporation such powers as it sees fit. The Board shall have the following specific powers and duties:

- a. Prepare an annual budget for approval by the members of the Corporation under the Retail Business District and administer said budget to the extent permitted under Article 15, Sections 109 through 121 of the Code.
- b. Query the membership of record through questionnaire or letter as to how it specifically wants the budget monies to be spent, no later than four months prior to the annual meeting; develop an organizational program under the budget for the Retail Business District; present said program for approval by the members of the Corporation; and administer said program through the course of the Retail Business District fiscal licensable year.
- c. Set policy with regard the Corporation's relationship with the City Department of Housing and Community Development, assist the City in any aspect of the administration of the billing and collections process and appoint an Appeals Committee to hear special cases eligible for refund under the Retail Business District.
- d. Hire, discharge, set compensation, write job description(s) and set personnel policies generally for the Corridor Manager, if one is employed, or any staff person of the Corporation or employee under the Retail Business District.
- e. Set policy generally and make any and all decisions necessary for the day to day administration of the Retail Business District so as to ensure the smooth and efficient operation of the District.
- f. Represent and speak for the members of the Corporation in those matters for which the Corporation organized itself.
- g. Formulate and implement policies, plans and procedures of the Corporation generally.
- h. Create or discontinue such committees, standing or special, deemed necessary to carry out the work of the Corporation. Further insure that any and all matters coming up before the General Membership for vote, particularly all allocations of the Corporation's monies under the budget, shall first receive the review of a committee and a report of that committee.

Section 4. BUDGET ALLOCATION BY ACTION AREA.

In the event the membership deems that the annual budget and organizational program thereunder are to be administered by each Action area of York Road under the Retail Business District, then the following shall apply:

- a. Those Board members from each action area shall be responsible for the prorata portion of that action area under the annual budget of the Retail Business District.
- b. The full Board of Directors shall first and always discuss ways in which services and/or interests under the Retail Business District for the subsequent fiscal year can most efficiently and economically be achieved as one unit. Any other aspects of the annual budget particular to each action area shall be developed by that action area of the Board and presented to the full Board for its approval.

Section 8. INFORMAL ACTION BY BOARD OF DIRECTORS.

Any action permitted by law or these bylaws which requires approval of the Board may be taken by mail, email, phone or any other method, provided each member consents to the action and such action is reported by the Secretary or Executive Director of the Corporation at the next Board meeting.

ARTICLE VII. THE APPEALS COMMITTEE

The Appeals Committee shall be a standing committee under the Board of Directors assigned with hearing special cases of business/members under the Retail Business District which may result in a refund of all or part of the license fee. The Policies and Procedures outlines includes the Appeals Process.

- a. The Committee shall be composed of seven members and no more than four members may be officers or directors of the Board of the Corporation. Each action area under the Retail Business District, as well as each type of business (retail, service and professional) shall be represented on the Committee. The Vice President of the Corporation shall be chairman of this Committee.
- b. The Committee shall meet as often as may be necessary so as not to create a backlog of business/member appeals.
- c. The business/member shall have the right to request the abstention of any member of the Committee who he regards as a competitor or who creates a conflict of interest in hearing his case.

ARTICLE VIII. RESERVED.

ARTICLE IX. DISSOLUTION OR ABANDONMENT OF CORPORATION.

In the event of the dissolution or the abandonment of the Corporation's activities (i.e., if the Board of Directors is not functioning effectively, or as provided in these Bylaws), for whatever reason, a resolution adopted by a two-thirds vote of all present at a general or special meeting shall deem the Corporation ineffectual, provided written notice of such intent has been submitted to the membership of record beforehand. Any and all assets of the Corporation at that time shall be distributed to and held in trust by the Mayor and City Council of Baltimore. In no event is the Mayor and City Council to provide for or allocate any part of the Corporation's funds on behalf of the Corporation. Until such time as the Corporation calls a regular or special meeting and re-elects officers, if necessary, and the Corporation deems itself, with assurances to the Mayor and City Council, as viable and healthy again, can the funds held in trust by the Mayor and City Council be returned to the Corporation.

ARTICLE X. AMENDMENTS TO THE RETAIL BUSINESS DISTRICT ORDINANCE.

The Corporation has the power to adopt a resolution suggesting changes in the York Road Retail Business District from time to time, as prescribed in Article 15, Sections 113 (d) and 121 (c) (2) of the Code. Any and all changes in the ordinance shall rest in the members of the Corporation who, by a two-thirds vote of all present at a special or regular meeting, shall send such resolution to the Mayor and City Council of Baltimore, provided written notice of such intent has been submitted to the membership of record beforehand. The Mayor and City Council must then ratify any change(s) by ordinance, again, before said change(s) become effective.

ARTICLE XI. AMENDMENTS TO THESE BYLAWS.

These bylaws may be amended at any meeting of the Corporation by a two-thirds vote of all present, Any proposed amendment(s) must be submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

ARTICLE XII. PARLIAMENTARY AUTHORITY.

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