

**RESTATED AMENDED BYLAWS OF
THE IDLEWYLDE COMMUNITY ASSOCIATION, INC.**

September 20, 2019

**SECTION 1
NAME**

The name of this Association shall be THE IDLEWYLDE COMMUNITY ASSOCIATION, INC.

**SECTION 2
PRINCIPAL OFFICE**

The principal office of the Association shall be P.O. Box 66106, Baltimore, Maryland, 21239. The Association may have such other offices as the Board of Directors may designate or as the business of the Association may require.

**SECTION 3
PURPOSE**

- A. To own, maintain, and promote the use of the property known as the Community Hall.
- B. To promote the welfare and quality of life of Idlewylde residents.
- C. To maintain the appearance of, and protect and improve residential property values in, Idlewylde.
- D. To express the views of the Association members affecting the welfare of residents and residential property values in Idlewylde.
- E. To promote and foster educational, recreational, and social activities for its members.
- F. To disseminate such information as shall be useful to Idlewylde residents.
- G. To express views, propose legislation and zoning ordinances, and maintain the observance of zoning and other governmental laws and regulations affecting Idlewylde and surrounding areas.
- H. To engage in any and all types of activities set forth in the Articles of Incorporation and/or not prohibited by law.

SECTION 4
IDLEWYLDE COMMUNITY

The Idlewylde Community shall be that area of Baltimore County outlined on the map in Section 11. A written description of boundaries may also be found in Section 11.

SECTION 5
MEMBERSHIP

A. MEMBERSHIP: Any Idlewylde resident eighteen (18) years of age or older is eligible to become an Association member with full voting rights and other privileges. Residents of nos. 618 to 633 Walker Avenue, and of the 700 block of Walker Avenue, shall be considered as residing in Idlewylde.

B. VOTING: Each member shall be entitled to one vote in the affairs of the Association.

C. DURATION OF MEMBERSHIP: All rights, privileges and interests of membership shall exist on a fiscal year basis but shall be considered continuous from year to year provided dues are paid at or before the September General Membership Meeting. Membership shall cease upon voluntary withdrawal, moving from Idlewylde, or as otherwise provided for in these Bylaws.

D. SUSPENSION AND EXPULSION: If the Board of Directors shall receive a written and signed communication from a member of the Association which charges any member with conduct detrimental to the objectives or interests of the Association or with violations of the Bylaws, it shall consider the matter and shall determine if the charge warrants investigation. Given a positive finding, the Secretary shall send a copy of the charges to the accused member. The accused member shall be given ten (10) days to respond to the Board in writing. The Board shall conduct a fair and impartial hearing upon due notice to the accused member, such notice to be given by the Secretary by certified mail to the member. If, upon a vote of a majority of the Board, the Board shall be satisfied of the truth of the charges, the offending member may be asked to resign. Should the member decline to do so, the Board may suspend all rights, privileges and interests until the next meeting of the Association. A two-thirds vote of a majority of the members present and voting at that meeting may continue the suspension for a specified period or expel the member.

E. DUES: Membership dues shall be established by the Board of Directors, subject, if changed, to ratification by the general membership at any General Membership Meeting. Payment of dues by a household entitles anyone with permanent residence in that household to be Association members. Dues shall be on a fiscal year basis and shall not be pro-rated. Membership shall begin upon the payment of dues. Dues shall be waived for any household where the majority of household members are sixty-five (65) years of age or older.

SECTION 6 MEETINGS

A. **GENERAL MEMBERSHIP MEETINGS:** There shall be two (2) General Membership Meetings of the Association each calendar year, to be held in or about March and September, for receiving reports and the transaction of other business. Election of officers and the Board of Directors shall occur at the September meeting. Notice of such meetings shall be given in writing to all Idlewylde households at least fifteen (15) days prior to the meeting date.

B. **SPECIAL MEETINGS:** Special meetings may be called at any time by the President. The President shall call a special meeting upon written request of a majority of the Board of Directors or upon a written request of not less than ten (10) members. Notice of such meetings must state the purpose and be given to all Idlewylde households as soon as possible or at least two (2) days prior.

C. **QUORUM:** Thirty (30) members shall constitute a quorum at any membership meeting. If a quorum is not present, the members present by majority vote may adjourn the meeting until a quorum is present.

D. **PROXY VOTING:** Members may cast their votes in person or by written proxy. Votes cast by written proxy shall be cast in conformance with Maryland law regarding proxy voting. Individuals represented at a meeting of members by written proxies shall be counted in determining the presence of a quorum. Proxies will be valid only for the meeting for which they are given. Such proxies shall be filed with the Secretary of the Association before or at the time of the meeting.

SECTION 7 OFFICERS

A. **OFFICERS:** The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer and must be Association members.

B. **ELECTION:** Officers shall take office immediately upon their election at the annual meeting and shall serve for a term of one year or, until successors are elected, or until the officer resigns or is removed.

C. **PRESIDENT:** The President shall be present and preside at all meetings of the Association and the Board of Directors at which he/she shall have general charge and supervise the business of the Association; may sign and execute, in the name of the Association, all authorized deeds, mortgages, contracts or other instruments except in cases in which the signing and execution thereof have been expressly delegated to some other officer or agent of the Association; and, in general, shall perform all duties incident to the office of a president of a corporation, and such other duties as, from time to time, may be assigned by the Board of Directors. The President shall be an ex-officio member of all committees.

D. VICE PRESIDENT: The Vice President, at the request of the President or in his/her absence, upon his/her death, resignation, or removal from office, shall perform the duties and exercise the functions of the President until such time as a new President is elected. The Vice President shall have such other duties as may be assigned by the Board of Directors or the President and shall be an ex-officio member of all committees.

E. TREASURER: The Treasurer serves his/her one-year term plus three months as an adviser to ensure a smooth transition with the newly elected Treasurer. The Treasurer shall keep or oversee an account of all monies received and expended for use of the Association and shall make disbursements authorized by the Board of Directors. The Treasurer shall file all necessary reports and documents, including but not limited to local, state, and federal forms, including but not limited to: taxes, zoning notices, and renewal of tax information. The Treasurer shall acquire and maintain insurance on the Community Hall. All sums received shall be deposited by the Treasurer or an authorized representative in financial institutions or mutual funds approved by the Board of Directors. The Treasurer shall make a report of the financial condition of the Association, including receipts and disbursements, at Board of Directors and Association meetings or when called upon by the President. Any such report presented at a Board of Directors meeting shall be reviewed and approved by the Board. The funds, books, receipts, and vouchers in the Treasurer's hands will at all times be subject to verification and inspection by the Officers or Directors of the Association. At the expiration of the term of office, the Treasurer shall deliver all books, money and other property of the Association to the newly elected Treasurer.

F. SECRETARY: It shall be the duty of the Secretary:

- i. To give notice of and attend all meetings of the Board of Directors and the Association and to keep a record of the proceedings;
- ii. To prepare written minutes of all meetings of the Board of Directors and the Association.
- iii. To receive and maintain all correspondence and other archives of the Association, including minutes, newsletters, by-laws and other corporate records, except the financial records maintained by the Treasurer.

G. REMOVAL: An Officer may be removed, with or without cause, as determined by a two-thirds vote of the Board present any meeting at which there is a quorum.

SECTION 8

BOARD OF DIRECTORS

A. Directors are fiduciaries of the Association and owe the Association a duty of conscientious attention to its business. By standing for election to the Board of Directors, a member of the association assumes the obligation, if elected, of attending all meetings of the Board and all general meetings of the Association.

B. GENERAL POWERS AND DUTIES. The Board of Directors shall manage all the business of the Association, including, among other things:

- i. The corporate purposes expressed in Section 3 above.
- ii. Ensuring that the Community Hall is managed in a manner consistent with those purposes, especially those stated in subsections 3B and 3C.
- iii. Organizing social activities.
- iv. Maintaining a register of existing members and recruiting new members.
- v. Soliciting candidates and nominations for the offices and board of the Association according to the provisions of Section 9, subsection B, below.

C. NUMBER: The Board of Directors shall consist of from seven (7) to nine (9) members of the Association. There shall be the four (4) officers and from three (3) to five (5) at-large directors, all of whom shall be elected by the membership at large.

D. MEETINGS: A minimum of nine (9) regular meetings of the Board of Directors shall be held each fiscal year. Special meetings of the Board may be called by or at the request of the President or any two (2) directors. Notice of any special meeting of the Board shall be given to the Board at least two (2) days prior thereto. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless the Director attends for the express purpose of objecting to the transaction of any business to be considered.

E. QUORUM: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting. If less than a majority of the directors are present at any meeting, a majority of the Directors present may adjourn the meeting until a quorum is present.

F. REMOTE PARTICIPATION: Directors may participate in Board meetings and vote on matters discussed therein by means of a conferencing telephone, videoconference, or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in-person presence of the Board member at the meeting.

G. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting via email or other electronic means if all Directors are notified of the action to be taken and consent in writing to a vote without a meeting.

H. REMOVAL: A Director may be removed from office, with or without cause, as determined by a two-thirds vote of the Directors present at any meeting at which there is a quorum, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed

I. ATTENDANCE: In the event that a Director misses three (3) regular meetings, either of the Board or of the Association, in the course of a year, that Director shall be automatically removed as a member of the Board unless the Board decides otherwise.

J. VACANCIES: Any vacancy occurring among the directors or officers may be filled by the Board of Directors. A director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

**SECTION 9
ELECTIONS**

A. QUALIFICATIONS: Any member shall be eligible for office provided that no two members of the same household shall hold office at the same time. However, in the event that an office will stand vacant for lack of nominations, then and only then can a person from the same household as another office holder be eligible to fill the vacant office. In no event shall two people from the same household be allowed to co-sign checks.

B. OFFICERS: The election of officers and Board members shall be held annually at the September membership meeting. A slate comprising at least one candidate for each position to be filled shall be presented at the election.

C. PROCEDURE: Each officer shall be elected by a majority of votes cast for that office, and the at-large directors shall be those four such candidates who receive the most votes. Nominations for candidates shall be made by the Nominating Committee or by any member prior to or at the September meeting.

**SECTION 10
COMMITTEES**

The Board of Directors may appoint committees from among themselves and the general membership of the Association to manage any aspect of the Association's business. Any such committee shall consist of the current President and Vice President and at least one other person. Each committee shall have a chairperson, not to be the President or Vice President, who shall be responsible for directing and coordinating the affairs of the committee. The chairperson of the Membership Committee, if constituted, shall be known as the Membership Director. All committees will report to the Board.

**SECTION 11
SUNDRY PROVISIONS**

CHECKS, DRAFTS, ETC.: All checks, drafts and orders for payment of money, notes and other evidences of indebtedness, issued in the name of the Association, shall be signed by the Treasurer and countersigned by the President or Vice President, except that the Treasurer may make payments of \$5,000.00 or less by electronic means or by checks bearing his or her sole signature.

ANNUAL REPORTS: A full and correct statement of the affairs of the Association, including a summary of current assets and a financial statement of operations for the preceding fiscal year, shall be prepared by the Treasurer, reviewed by the Board, and presented to the membership at the September General Membership Meeting, along with a copy of the previous year's financial statement for comparison purposes. The statement shall be prepared in sufficient detail to fully describe the disposition of Association funds during the fiscal year.

FISCAL YEAR: The fiscal year of the Association shall be September 1 through the following August 31.

INDEMNIFICATION: Each person who at any time is or shall have been a director, officer, or agent of the Corporation may be indemnified by the Corporation in accordance with and to the full extent permitted by the General Laws of the State of Maryland, as in effect at the time of the adoption of these bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any director or officer may be entitled in any capacity as a matter of law or under any bylaw, agreement, vote of membership or otherwise.

AMENDMENTS: The bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of members present at any Association meeting provided at least fourteen (14) days' notice of such intention is given to the general membership.

PROFIT: This Association is not organized as a profit-making organization.

BONDING: Persons entrusted with the handling of Association funds shall be required to furnish, at Association expense, a suitable fidelity bond, unless the Board of Directors chooses to arrange for insurance that serves the same purpose as a bond.

INSIGNIA: The Board of Directors may adopt insignia, colors, badges, T-shirts and flags for the Association, as it deems desirable.

NONDISCRIMINATION: Officers, Directors, volunteers, and persons served shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin or ancestry, sexual orientation, gender identity or expression, disability, socioeconomic status, and political or religious opinion or affiliation.

DESCRIPTION OF IDLEWYLDE BOUNDARIES (Historic plan): Begin at the intersection of Walker Avenue and the County/City line. (1) Go east along the County/City line to the east boundary line of 6421 Falkirk Road, (2) northwest across the east boundary line of 6416 Falkirk Road, across Falkirk Road and along the east boundary line of 6416 Falkirk Road to the rear boundary line of properties on the southeast side of Overbrook Road, (3) northeast along those boundary lines to the rear boundary lines of properties on the south side of Register Avenue, (4) east along those boundary lines to Herring Run, (5) northwest up Herring Run to its intersection with the Country Club of Maryland property, (6) west along the northern boundary lines of the properties on Oak Hill Road in a straight line to the east boundary line of properties on the east

side of Kenleigh Road, (7) south southeast along those boundary lines and down Banbury Road to Regester Avenue, (8) west along Regester Avenue to the west boundary lines of properties on the west side of Maplewood, (9) south in a straight line to Overbrook Road, (10) south along the west boundary line of 2055 Overbrook Road, (11) east along the rear of 2055 Overbrook Road to the rear of 2008 Wakeford Road, (12) south along the rears of 2008-2005 Wakeford Road and along the west boundary of 2001 Wakeford Road to Walker Avenue, and (13) southeast along Walker Avenue to the beginning point.

(Modern plan): Begin at the intersection of Walker Avenue and the County/City line. (1) Go east along the County/City line to the east boundary line of 6421 Falkirk Road, (2) northwest across the east boundary line of 6416 Falkirk Road, across Falkirk Road and along the east boundary line of 6416 Falkirk Road to the rear boundary line of properties on the southeast side of Overbrook Road, (3) northeast along those boundary lines to the rear boundary lines of properties on the south side of Regester Avenue, (4) east along those boundary lines to Herring Run, (5) northwest up Herring Run to its intersection with the Country Club of Maryland property, (6) west along the northern boundary lines of the properties on Oak Hill Road in a straight line to the east boundary line of properties on the east side of Kenleigh Road, (7) south southeast along those boundary lines and down Banbury Road to Regester Avenue, (8) west along Regester Avenue to the boundary between 723 and 721 Regester Ave; (9) southward along the boundary line between those properties, and along the rear boundary line of the properties on the west side of Maplewood Road, (10) south in a straight line to Overbrook Road, (11) south along the west boundary line of 735 Overbrook Road (formerly 2055 Overbrook Road), (12) east along the rear of 735 Overbrook Road to the west side of the alley running behind 6306, 6304, and 6302 Banbury Road (formerly 2008-2005 Wakeford Road), (13) south along the west side of said alley and the west boundary of 6300 Banbury Road (formerly 2001 and 2002 Wakeford Road) to Walker Avenue, and (14) southeast along Walker Avenue to the beginning point.

