

**Arcadia Improvement Association, Inc.**  
**Proposed By-Laws Updated 4-30-2010**

**Article 1: Name**

The name of this Association shall be the Arcadia Improvement Association, Inc. (hereafter referred to as the "Association").

**Article 2: Objectives**

The purposes of the Association shall be to encourage an interest in civic and social matters, and particularly, to bring about improvement, unity, and protection to the section of Baltimore City known as Arcadia and its vicinity.

**Article 3: Association Property Limits**

The neighborhood of Association shall be defined as: That area bounded by a line BEGINNING at the north east corner of Harford Rd & Parkside Dr, and running 1) northeast (NE) along Harford Rd, 2) then mostly southeast (SE) along Overland Ave and the alley ways and boundary lines separating the properties facing on Montebello Ter, Overland Ave and Arabia Ave, 3) then southwest (SW) along the boundary lines separating properties facing on Arabia Ave & Walther Ave, 4) then SE along Weaver Ave, 5) then SW along Walther Ave, including 4201 Walther Ave, 6) then SE along the boundary lines separating properties facing on Berkshire Rd and Weaver Ave 7) then SE along the boundary line between 4317 and 4401 Harcourt Rd, 8) then SW and SE with the boundary of Most Holy Redeemer Cemetery, 9) then SW along the back boundary of the odd side properties facing on Woodstock Ave, 10) then SE along Parkside Dr, including 3900, 3902 and 4003 Parkside Dr, 11) then SW along the back boundary of the odd side properties facing on Prior Av, 12) then northwest along the NE boundary of Herring Run Park to the point of beginning.

**Article 4: General Membership**

Section 1: Membership in the Association is open to all owners, lessees and residents of property located within the Association Property Limits as described in Article 3.

Section 2: Those individuals who are eligible for membership in the Association shall automatically be elected as regular members of the Association upon payment of annual dues for the current calendar year. Individuals must be at least the prevailing age of majority in the State of Maryland. Payment of dues shall qualify a person for membership only for the calendar year during which the dues are paid.

Section 3: Qualification under Sections 1 and 2 shall deem an individual to be known as a "Member in Good Standing." A Member in Good Standing affords recognition and voting rights (see Article 9, Section 5) at all general meetings and is required for all individuals interested in running for or serving on the Executive Committee (see Article 7).

**Article 5: Directors**

An elected board of seven (7) Members in Good Standing shall hold office for a term of one (1) year and until their successors are elected. If the office of any Director becomes vacant by death, resignation, or otherwise, the other members of the Executive Committee may elect a member of the Association to fill the vacancy until the next annual meeting.

## **Article 6: Officers**

The officers of the Association shall consist of a President, Vice President, Second Vice President, Treasurer, Recording Secretary, and Corresponding Secretary. Officers shall be elected for a term of one (1) year; however, no officer may serve more than two (2) consecutive years in any one office. If any office becomes vacant by death, resignation, or otherwise, the President may appoint a Member in Good Standing of the Association to fill the vacancy until the next annual meeting.

- Section 1: President: The President shall preside at all the regular meetings of the Association, shall have general and active management of the business of the Association and, in the absence of the Treasurer, have check signing authority.
- Section 2: Vice President: The Vice President shall be vested with all the powers and perform all the duties of the President in their absence. In the absence of the President and Vice President, the Chairman of the Executive Committee shall preside and be vested with all the powers of the President.
- Section 3: Second Vice President: The Second Vice-President shall preside in the absence of the President, Vice-President, and Chairman of the Executive Committee. The succession thereafter would be members of the Executive Committee in order of their seniority within the community.
- Section 4: Treasurer: The Treasurer shall keep a full and accurate account of the receipts and disbursements in the books belonging to the Association, shall deposit all monies in such a depository as may be designated by the Executive Committee, and shall make a financial report at each meeting of the Association. The Treasurer shall sign all checks issued by the Association, shall be responsible for all tax reporting requirements of the Association and shall maintain the annual budget.
- Section 5: Recording Secretary: The Recording Secretary shall record all proceedings of the Association in a book kept for that purpose. The Recording Secretary shall perform such other duties as pertain to their office or as the President or as the Chairman of the Executive Committee may require.
- Section 6: Corresponding Secretary: The Corresponding Secretary shall handle all matters of correspondence for the Association, submit copies of all correspondence for the permanent files, and shall perform such other duties as pertain to their office or as the President or as the Chairman of the Executive Committee may require. In the absence of the Recording Secretary, the Corresponding Secretary shall function in the Recording Secretary's stead.

## **Article 7: Executive Committee**

The property, business and affairs of the Association shall be managed by the Executive Committee. The duly elected Officers and Directors shall constitute the Executive Committee of the Association. The Executive Committee shall elect a Chairman at the first convening of the Executive Committee after the Annual Meeting. The Chairman shall be designated as the Chairman of the Executive Committee and shall preside at the meetings of the Executive Committee. The Executive Committee, in the interim between general meetings, shall have the power to conduct the management of the Association's affairs. The Executive Committee's objectives shall include, but not be limited to, membership, finance, act on the better behalf of the Association, approve or disapprove committee recommendations, succession planning, and governance.

**Article 8: Committees**

The President shall appoint, at the annual meeting or as soon as possible thereafter, five (5) standing committees of not less than three (3) members each. Said committees shall serve during the interim between annual meetings. The standing committees shall be designated as follows:

1. Parks: Attending to matters of parties, crime, clean-up, mowing, and other park issues as determined.
2. Community Development: Attending to matters of zoning, housing, commercial buildings, violations, infrastructure, and other community development issues as determined.
3. Events: Attending to matters of the yard sale, picnic(s), contests, block party (parties), and other events issues as determined.
4. Communications: Attending to matters of the newsletter, Internet web site, publicity and advertising, membership directory, and other communication issues as determined.
5. Public Relations: Attending to matters of the NE Police (liaison, crime statistics, Citizens on Patrol) and fire departments, interacting with surrounding neighborhood associations, neighborhood umbrella organizations and governmental agencies and offices, and other community relations issues as determined. In addition, the President may appoint any temporary or special committees as may be required, the period of their appointment not to extend beyond the term of the President.

**Article 9: Meetings**

- Section 1: General meetings of the Association shall be held on the second Thursday of January, March, May, July, September, and November or at such other time as the Executive Committee may designate. The general meeting held on the second Thursday of March in each year shall be designated as the Annual Meeting. At such annual meetings, the Officers and the Directors shall be elected by the Members in Good Standing.
- Section 2: At any time in the interval between the regular meetings, extraordinary meetings may be called by the President or by the majority of members of the Executive Committee upon at least five (5) days notice to the members stating the place, day, and hour of such meeting.
- Section 3: The order of business at any annual, general or special meeting shall be:  
Opening of meeting  
Reading and/or approval of minutes  
Invited presentations  
Treasurer's report  
Committee reports  
Unfinished business  
New business  
Adjournment of meeting

These By-Laws, supplemented by the latest edition of Robert's Rules of Order, shall be used in the ordering and conducting of business at meetings of the Association.

- Section 4: Parliamentarian. The President may appoint a parliamentarian to advise on the ordering and conducting of business at meetings of the Association.
- Section 5: Voting: At all general meetings of the Association, every Member in Good Standing entitled to vote shall have one (1) vote. However, no more than two (2) votes may be cast per discreet household. Such vote must be in person. Unless otherwise stated by these By-Laws, all elections shall be had and all questions that must be decided by a vote of the members shall be decided by a simple majority (one-half plus one) of the votes.

**Article 10: Elections and Succession**

- Section 1: It shall be the duty of the President with the approval of the Executive Committee to select a Nominating Committee consisting of a chairperson and at least two (2) other members. The chairperson shall be a member of the Executive Committee and other committee members may be from the general membership.
- Section 2: The nominating committee shall present the slate of Officers and Directors to the Executive Committee prior to the Annual meeting in March.
- Section 3: At the Annual meeting of the Association, the nominating committee shall present to the membership the proposed slate of Officers and Directors. Additional nominations for the various offices shall be opened to the general membership present at said meeting. All nominations must be seconded. After determining each nominee's willingness to serve, elections shall be held selecting among those eligible nominees. A simple majority of votes cast shall be required to be elected. No one person may be elected by the general membership to serve in more than one office per term.

**Article 11: Association Finances**

To maintain fiscal responsibility, the Treasurer, in conjunction with the Executive Committee will prepare an annual budget. The annual budget will be presented to the Association membership at the first general meeting of the calendar year. The AIA fiscal year shall be the calendar year. Except in specific instances as discussed below, the Association shall not spend more funds than are projected to be collected in a given year.

- Section 1: Dues: The annual membership dues of the Association shall be set by the Members in Good Standing and collected during a membership drive extending from January through October of each year.
- Section 2: Other Income: The Association will actively seek additional income from external resources, including, but not limited to grants, donations, and gifts.
- Section 3: Expenses: Usual and customary expenses (hereafter referred to as "Core" expenses) are to be paid first. These may include, but are not limited to, contributions for use of meeting facilities, post office box rental, postage for Association business, annual fees for internet web site and domain name, publication of the newsletter, and an amount designated by the Executive Committee for incidental expenses which might arise during the year. From current fiscal year funding, the budget shall also include discretionary expense line items. These may include, but are not limited to, funding community events and other, non-core expenditures.
- Section 4: Other Expenses: From time to time, a Member in Good Standing may request an unbudgeted expenditure using Association Capital Funds. Capital Funds shall be defined as projected income available at the beginning of a fiscal year less Core expenses less discretionary expenses less the annual Reserve Fund (see Article 11, Section 5) contribution.
1. Any Member in Good Standing may present at a general meeting a request an expenditure from the Capital Funds.
  2. The request shall be review and discussed by the Executive Committee.
  3. The Executive Committee shall make a recommendation to the general membership at the next general Association meeting after publication in the newsletter of the intent of the expenditure.
  4. Two thirds (2/3) of the Members in Good Standing at the next scheduled Association meeting must approve the expenditure.
- If a specific expenditure arises and it must be satisfied before the next scheduled Association meeting, a two-thirds (2/3) majority of the Executive Committee may authorize such expenditure in an amount not to exceed the unexpended Capital Funds generated in the current fiscal year.

Section 5: Reserve Fund: Beginning each fiscal year, Association finances shall be reviewed by the Executive Committee. Projected Association income shall be designated and budgeted as Core expenses, discretionary expenses and Capital Funds. From those projected Capital Funds, one half (1/2) shall be transferred and deposited in to a separate Reserve Fund account. If the membership of the Association proposes an expenditure of funds from the Reserve Fund account:

1. The request may be presented at an Association general meeting or it may be presented directly to the Executive Committee.
2. The Executive Committee shall make a recommendation to the general membership at the next general Association meeting after publication in the newsletter.
3. The proposed expenditure request shall be published in one (1) issue of the newsletter following the initial proposal
4. The proposed expenditure request must be discussed at the first general meeting of the Association following publication in the newsletter. After the discussion, a two-thirds (2/3) majority of the Members in Good Standing at the meeting may authorize the expenditure. However, in no case may the expenditure place the Association in debt.
5. If the Association membership chooses to support a project requiring the expenditure of Reserve Funds, the Association membership shall provide at least one-half (1/2) of the expenditure through other means such as soliciting donations, obtaining grant support, and/or holding a fundraiser.

**Article 12: Records of the Association.**

Financial records shall be maintained by the Treasurer with summaries, provided by the Treasurer, maintained by the President. Minutes of general and Executive Committee meetings shall be retained by the Recording Secretary and, by copy, by the President. Copies of correspondence shall be retained by the Corresponding Secretary and, by copy, by the President. It shall be the responsibility of those officers to pass the collective body of records to the next officers holding those positions.

**Article 13: Procedure for amending the by-laws.**

Proposed amendments to the by-laws shall be published in two (2) consecutive issues of the newsletter. Concurrently, proposed amendments to the by-laws shall be open for discussion at two (2) consecutive Association general meetings. After the second discussion, a two thirds (2/3) majority of Members in Good Standing at the second meeting may authorize the amendment.