



**BYLAWS of Residents Against the Tunnels, Inc.
27 September 2018 revision**

1. **NAME AND PURPOSES:** The name and purposes of the Corporation are set forth in the Articles of Incorporation.
2. **PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of the Corporation will be designated by the Board of Directors.
3. **BOUNDARIES:** The Corporation will serve the area of the City of Baltimore encompassed by the following city designated neighborhood boundaries (including both sides of each street): Midtown-Edmondson; Reservoir Hill; Franklin Square; Harlem Park; Sandtown-Winchester; Druid Heights; Penn North; Uptown; Madison Park; Bolton Hill; Penn Rose/Fayette St. Outreach and any other neighborhood in the City of Baltimore that may be affected by the purposes of the Corporation.
4. **MEMBERSHIP:**
 - (a) **Membership Requirements:** Persons meeting the following criteria will be Members of the Corporation:
 - (1) Be at least 18 years of age;
 - (2) Reside, or have economic interest, within the boundaries (as defined in Section 3 above) of the Corporation; and
 - (3) Pay the annual membership dues
 - (b) **Voting:** Each member will have one vote. There will be no proxy voting.
 - (c) **Termination of Membership:** A Member may terminate a membership if the Member sends written notice to the Board of Directors or the President. A membership will be terminated automatically if a Member no longer meets the Membership Requirements.
 - (d) **Privileges:** Membership will entitle Members to participate in the programs of the Corporation, to elect the Board of Directors of the Corporation, to adopt and amend these Bylaws, and to vote on those issues referred by the Board for a Membership vote.
5. **BOARD OF DIRECTORS:**

(a) Role/Duties/Requirements: The management of the Corporation will be vested in a Board of Directors (hereinafter, "Board"). The Board will have general charge of the affairs, property, and assets of the Corporation. It will be the duty of the Board to carry out the mission and purposes of the Corporation. Each Director will regularly attend Board and Membership meetings and major functions of the Corporation and serve on one or more committees. Directors must be Members of the Corporation.

(b) Classes: There will be only one class of Directors.

(c) Number/Composition: The Board will be composed of no more than fifteen (15) persons and no less than five (5) persons.

(d) Election/Vacancies: At every other Annual Meeting, the Directors to serve for the ensuing term will be elected by the Members. In electing Directors to the Board, the Members will seek to maintain a racial and sexual composition which is generally reflective of the population the population within the boundaries served. In addition to filling vacancies, including those that arise due to resignations from the Board between Annual Meetings, new Directors may be elected by the Members at times other than at the Annual Meeting, as long as such action does not cause the total number of Directors to exceed the maximum set in Section 5(c).

(e) Term: Each Director will hold office for a term of two (2) years or until a successor is duly elected, or until he or she resigns or is removed. No person will serve more than two consecutive full terms on the Board, except Directors elected outside of the Annual Meeting will serve until the next Annual Meeting of the Corporation, at which time they can be nominated and elected for the first of a possible two additional full two-year terms. The initial terms of the Directors will be staggered.

(f) Voting: Each Director will have one vote. There will be no proxy voting.

(g) Removal: A Director may be removed, without cause, as determined by a simple majority vote of the Board.

(h) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors if the resigning Director is the President. All resignations will be noted in the minutes of the Board meeting next occurring after the resignation.

6. OFFICERS:

(a) Election/Vacancies: The Officers will consist of President, Vice-President, Secretary, Treasurer, and any other Officer position duly created by the Board. The Officers will be elected annually by the Directors at the Board Meeting immediately following the Annual Meeting. Only Directors are eligible for election as Officers. The Board will fill any vacancy occurring in any office from the current Directors and any Officer so elected will fulfill the term of his/her predecessor.

(b) Term: Officers will serve a term of one year or until their successors are elected, or until they resign or are removed. There will be no term limits.

(c) Removal: An Officer may be removed, without cause, as determined by a two-thirds vote of the Directors present at any Board Meeting or Membership Meeting at which there is a quorum of the Board.

(d) Resignation: An Officer may resign only by submitting a written resignation to the President or to the other Officers if the resigning Officer is the President. All resignations will be noted in the minutes of the Board meeting next occurring after the resignation.

(e) Authority and Duties: The Officers will have the authority and responsibility delegated by the Board. Officers will perform the following duties as well as other duties that are ordinarily the function of the office:

(1) The President will preside at and conduct all meetings of the Members and Board of Directors. The President may sign all contracts and agreements in the name of the Corporation after the Board has approved them, and serve as the representative of the Corporation in meetings and discussions with other organizations and agencies.

(2) The Vice-President will perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President will automatically become President.

(3) The Secretary will keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; maintain the minutes book of the Corporation and a current listing, with phone numbers and addresses (including mail and email), of the Directors and Members at the Principal Office of the Corporation; and make the current membership roster available at all meetings where votes may be taken.

(4) The Treasurer will oversee the deposit of funds of the Corporation into the proper accounts of the Corporation; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all year-end financial reports and federal and state tax reports.

(5) Other Officers holding positions created by the Board will perform such duties as may be specified by the Board or by Officers given authority over them.

7. MEETINGS:

(a) Annual Meeting: The Annual Meeting of the Corporation will be held in the month of October of each year or at such time as soon as practical thereafter as determined by the Board.

(b) Board Meetings: Meetings of the Board will be held at least quarterly and may be scheduled more often by the President. Board meetings will be open to all Members.

(c) Special Meetings: Special Meetings of the Board or Membership will be held at any time and at any place within the organization's boundaries when called by the President or by at least three

Directors. Business transacted at Special Meetings will be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings: Notice of Membership and Board Meetings (including the Annual Meeting) will be in writing (which includes electronic communications) and delivered at least ten (10) days and not more than thirty (30) days before the date of the meeting. Notice of a Special Meeting will state that it is a Special Meeting and include the purpose(s) of the meeting, and may be given orally or in writing (which includes electronic communications) at least forty-eight (48) hours prior to the meeting time. All persons entitled to vote at a meeting must receive proper notice of the meeting.

(e) Voting/Quorum: Except as otherwise provided in these Bylaws, decisions will be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors of the Corporation will constitute a quorum at Board Meetings and Membership Meetings (including Annual Meetings).

(f) Remote Participation: Directors may participate in Board Meetings and vote on matters discussed therein by means of a telephone or video conference 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 will constitute in-person presence of the Director at the meeting.

(g) Minutes: Minutes from each prior meeting will be published and distributed to Members prior to the subsequent meeting. Minutes may be distributed electronically or posted to an online forum.

8. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if consent in writing (including electronic communications) setting forth the action so taken is given by all of the Directors entitled to vote with respect to the action. Such unanimous consent will have the same force and effect as a vote of the Directors assembled and will be filed with the minutes.

9. COMMITTEES: The Board may create such committees with such powers as it deems wise to have. The President will appoint persons to chair and serve on committees; the Chairperson of any committee must be a Director but other persons serving on the committee need not be Directors. The committees will perform work specifically tasked by the Board and overseen by the Chairperson, and provide written reports to the Board on at least a quarterly basis. Minutes will be kept of each meeting of any committee, which will be filed with the corporate records.

10. CONFLICT OF INTEREST: A conflict of interest policy has been adopted by the Corporation.

11. INDEMNIFICATION: The Corporation will indemnify (A) its Directors and Officers, whether serving the Corporation or at its request any other entity, to the full extent required by the General Laws of the State of Maryland now or hereafter in force, and (B) other employees and agents to such extent as will be authorized by the Board. The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such bylaws, resolutions, or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the Articles of Incorporation of the Corporation will limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

12. COMPENSATION: The Directors and Officers of the Corporation will serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for direct expenses reasonably incurred and documented on behalf of the Corporation.

13. FISCAL YEAR: The fiscal year of the Corporation will be from January 1st to December 31st.

14. AMENDMENTS: These Bylaws may be amended by a majority vote of the Board provided the proposed amendment(s) has (have) been submitted to the Board 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.

15. NONDISCRIMINATION: The organizations, Directors, Officers, employees, and persons served by the Corporation will be selected in a non-discriminatory manner with respect to age, gender, race, skin color, national origin, sexual orientation, socioeconomic status, and political or religious opinion or affiliation.

I, the undersigned, being president of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the bylaws as amended by the Board of Directors on September 27, 2018.