

LOCUST POINT CIVIC ASSOCIATION, INC.

BYLAWS

Second Working Draft

Prepared for the Governance Committee following its October 5, 2026, full-committee meeting. For review by membership at October 14, 2026, LPCA Meeting.

Not reviewed by counsel. Pending discussion with the Community Law Center for technical expertise.

HOW TO READ THIS DRAFT: Text in ordinary type is proposed bylaw language. It reflects what the full committee agreed to on October 5, or, where the committee did not reach a consensus, the working group retained options for the community.

DECISION REGISTER

#	Open item	Section	Decided by	Options / language owed
1	May businesses be voting members?	II §1	Community vote	A: residents only. B: one vote per business.
2	Term limits: keep or eliminate?	IV §2	Community vote	A: none. B: limits (form of B set by item 3).
3	What "term limit" means: overall cap or per seat; number and length of terms	IV §2	Committee, Oct. 5	B-1 overall six-year cap; B-2 per-seat (current rule). Four terms also raised.
4	Stagger officer elections across odd and even years?	VI §2	Committee, Oct. 5	A: current cycle. B: split officers.

Drafter's Note:

- The majority of the Governance Committee agreed that LPCA's practice should be alternating meeting nights to maximize participation of existing and prospective members who cannot participate on Wednesdays but did not agree on what they should be. It was resolved by taking the day of the week out of the bylaws and leaving it to the annual calendar. The Board must set the calendar for the coming year no later than 30 days before the start of the new Fiscal Year. Some committee members believed the same day every month was best and the practice set over many years should continue.
- Items to raise with counsel before adoption: (1) removal of a Board member by vote of the Board alone (IV §4), since Maryland law by default places removal with those who elect; (2) Option B business membership against the purposes clause of the Articles (II §1); (3) Board action without a meeting (V §3(d)); (4) members' right to inspect the membership list (II §5); (5) the indemnification and dissolution wording (XI, XIV).

ARTICLE I. NAME, BOUNDARIES, PURPOSES, AND DEFINITIONS

Section 1. Name

The name of the corporation is Locust Point Civic Association, Inc. (the "Association").

Section 2. Boundaries

The Association serves the Locust Point peninsula in Baltimore, Maryland, bounded by the Patapsco River on the north, south, and east and by Lawrence Street on the west, as stated in the Articles of Incorporation.

Section 3. Purposes

As stated in the Articles of Incorporation, the Association exists to unite the residents of Locust Point for their mutual benefit and protection; to advance and protect the interests of its members and promote the general welfare of the community; and to cultivate a spirit of helpful cooperation among its members. The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The name of the Association shall not be used in any political manner or on behalf of any candidate for public office.

Section 4. Governing Documents

The Association is governed, in order of precedence, by Maryland law, its Articles of Incorporation, these Bylaws, and policies and procedures adopted under them.

The Board of Directors shall maintain an Operating Manual containing the procedures these Bylaws leave to it. The Operating Manual may not conflict with these Bylaws and shall be available to every member.

***Drafter's Note:** The committee chose to keep mechanics (check-in, vote counting, the election script, committee practices) out of the bylaws and in a procedures document. This section gives that document a name and a home. The name is a suggestion.*

Section 5. Definitions

- (a) "Board" means the Board of Directors, consisting of the five Officers and ten Directors. "Board Member" means any of the fifteen.
- (b) "Officer" means the President, Vice President, Recording Secretary, Corresponding Secretary, or Treasurer. "Director" means one of the ten at-large Board Members who is not an Officer.
- (c) "Member in Good Standing" means a person who meets the eligibility requirements of Article II and has paid dues for the current membership year.
- (d) "Official Channels" means the communication methods listed in Article III, Section 6.
- (e) "Days" means calendar days.
- (f) "Two-Thirds Vote" means at least two-thirds of the votes cast by members present and voting, a quorum being present.
- (g) "Unexcused Absence" means an absence from a Board meeting without notice to the President (or, for the President, to the Vice President) before the meeting.
- (h) "Quorum" means twenty-five members in good standing as described in Article III, Section 7.
- (i) "Operating Manual" means a document maintained by the Board of the Association, designed to be read together with these Bylaws, which further details the specific processes and procedures for enacting the Bylaws of the Association, and which guides the day-to-day work of the Association.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility

Any person eighteen years of age or older who resides within the boundaries of the Association is eligible for membership. Membership is individual, not by household.

COMMUNITY VOTE — Business Membership

Option A — Residents only

Membership is limited to residents as provided above.

Option B — Businesses may join and vote, one vote per business

A business that owns or operates from a physical location within the boundaries of the Association is eligible for membership as a Business Member. Each Business Member shall designate in writing one individual, eighteen years of age or older, to act as its representative and cast its vote. A Business Member has one vote, regardless of its number of locations, owners, or affiliated entities.

No individual may cast more than one vote on any question, whether as a resident member, as a business representative, or both. A Business Member shall not vote on a matter in which the business has a financial interest different from that of the community generally.

Section 2. Admission and Non-Discrimination

An eligible person becomes a member upon paying annual dues and providing a name, a Locust Point address, and contact information. The membership year is [the calendar year]. Dues paid at any time during a membership year cover that year only.

The Association shall conduct its membership, meetings, elections, and all other business without discrimination on the basis of age, sex, race, color, national origin or ancestry, sexual orientation, gender identity or expression, disability, socioeconomic status, or political or religious opinion or affiliation. No eligible person shall be denied membership or the right to vote because of the views that person holds or expresses.

Section 3. Dues

Annual dues shall be fair and equitable and shall be set by resolution of the Board of Directors for the coming membership year no later than 30 days before the start of the Fiscal Year. The amount of dues is not fixed in these Bylaws. Dues are not prorated. The Board shall announce the dues for the coming year through official channels together with the annual calendar.

Section 4. Rights of Members

Each Member in Good Standing has the right to cast one vote on each question put to the membership; to seek election to the Board; to speak at meetings of the membership; to propose agenda items under Article III, Section 3; to file a grievance under Article IX, Section 3; and to inspect the records of the Association as provided by law and Article XII. A member may vote beginning at the meeting at which the member joins. There is no waiting period.

Meetings of the membership are open to the public. Only Members in Good Standing may vote.

Section 5. Membership Records and Privacy

The Recording Secretary shall maintain the roster of Members in Good Standing and shall have it available at every meeting at which a vote may be taken. Members shall check in at each meeting. The method of verifying membership and of casting and counting votes shall be set out in the Operating Manual. When the Board maintains a Membership Chair, the Recording Secretary will collaborate with and share the roster with Membership Chair who will check in members at each meeting.

Member information shall be used only for Association business. It shall not be sold, and it shall not be shared outside the Association except as required by law. All Board Members shall have access to the membership list, which shall be stored in a shared Board drive. The roster shall be kept on the Board's shared drive¹. The Corresponding Secretary and the Board member or committee responsible for membership may use it for Association business.

Drafter's Note: Voting cards were agreed to in principle; left out of the bylaws; for manual

ARTICLE III. MEETINGS OF THE MEMBERSHIP

Section 1. Regular Meetings

The Association shall hold at least ten Regular Meetings each calendar year, ordinarily one per month. The Board shall set the dates of all Regular Meetings for the coming calendar year and shall publish that calendar through official channels no later than 30 days before the start of the Fiscal Year. The Board shall publish the dates of its own regular meetings at the same time.

The location of each Regular Meeting shall be published with the annual calendar. If a location changes, the Board shall publicize the new location at least one month in advance to the extent practicable, and the meeting remains valid at the substitute location provided the change is announced promptly through official channels.

Unless the published calendar states otherwise, Regular Meetings begin at 7:30 p.m. and adjourn by 9:00 p.m. A meeting may be extended past its adjournment time by a majority vote.

Section 2. Annual Meeting

The Regular Meeting in May is the Annual Meeting. Its purposes are to elect Board members as provided in Article VI, to receive the reports of Officers and committees, and to conduct any other business that may arise.

Section 3. Agenda and Notice of Votes

- (a) The Board shall set the agenda for each meeting of the membership and shall share it through official channels at least five days before the meeting.
- (b) Each agenda item shall be labeled with its intended action: Inform, Discuss, or Decide.

¹ We must also align ourselves with MODPA: <https://oag.maryland.gov/resources-info/Pages/data-privacy.aspx?ref=policyedgeai-intelligence-terminal.ghost.io>

- (c) No vote shall be taken on a substantive matter unless the matter appeared on the published agenda labeled Decide, except as provided in paragraph (d). Procedural motions and routine business, such as approving minutes, are not subject to this paragraph.
- (d) A matter that was not noticed for decision may be brought to a vote at the same meeting only if, where quorum exists, two-thirds of the members present first vote to take it up. This exception does not apply to, and no un-noticed vote may be taken on: a position of the Association on a development, zoning, or land-use matter; a memorandum of understanding or other agreement concerning such a matter; any unbudgeted allocation item above \$5,000, an election or removal; or an amendment of these Bylaws.
- (e) At the opening of each Regular Meeting, the presiding officer shall invite members to propose additional agenda items. The presiding officer shall decide whether a proposed item is taken up at that meeting, scheduled for a later meeting, or referred to a committee. Any vote on a proposed item is subject to paragraphs (c) and (d).
- (f) If discussion of an item runs past its allotted time, any member may move to continue it at the next Regular Meeting, at a Special Meeting, or at a Community Forum.

Section 4. Community Forum

When a matter is not ready for a vote but needs more discussion than a Regular Meeting allows, the President or the Board may convene a Community Forum. No vote of the Association may be taken at a Community Forum. Notice of a Community Forum shall be given through Official Channels at least three days in advance.

Section 5. Special Meetings

(a) Methods for calling a special meeting include:

(i) A Special Meeting may be called by the President or by a majority of the Board to address a matter that cannot reasonably wait for the next Regular Meeting, or to continue a discussion that could not be completed at a Regular Meeting.

(ii) The Board shall call a Special Meeting upon the written request of at least fifteen Members in Good Standing. The request shall state the purpose of the meeting, shall bear the name and address of each requesting member, and may be delivered on paper or electronically to the President or the Corresponding Secretary. [A request made at a Regular Meeting by at least fifteen Members in Good Standing, whose names are recorded in the minutes, satisfies this paragraph.] A request under this paragraph is not a motion and is not subject to a vote of other members.

(b) A Special Meeting requested under paragraph (a) (ii) shall be held within [twenty-one] days after the request is received. The Board shall make a reasonable effort to choose a date and time that is accessible to the requesting members and to the membership generally and shall avoid legal holidays.

(c) Notice of a Special Meeting shall be given through Official Channels at least [five] days in advance and shall state the purpose of the meeting and whether a vote will be taken. No business outside the stated purpose may be conducted.

Section 6. Notice and Official Channels

Notice of every meeting of the membership, and the annual calendar, shall be given by email to members, on the Association's website, on the Association's social media (at least one channel), and by at least one printed or physically posted method. The Board shall consider accessibility in choosing its methods and may add others. A good-faith failure of any one method does not invalidate a meeting if notice was given through at least [two] of them.

Drafter's Note: "Three digital and one print" was agreed on September 14, applying to all meeting communications and not only the calendar. The last sentence is new. It answers the concern, raised in the meeting, that a volunteer's missed newspaper deadline should not void a meeting.

Section 7. Quorum

Twenty-five Members in Good Standing constitute a quorum. No vote on Association business may be taken in the absence of a quorum.

Section 8. Voting

Meetings of the membership are held in person. When and if practical, meetings shall also be streamed by video or audio so that the community may follow them. Each Member in Good Standing present has one vote. A vote must be cast personally by the member. Voting by proxy is not permitted. Absentee voting is not permitted, and no vote shall be accepted from a person participating remotely, except as may be provided in the accommodation below. Unless these Bylaws or the parliamentary authority require otherwise, questions are decided by a majority of the votes cast.

- (a) **Voting and Permanent Disability Accommodation.** The Association will make available a process for a Member with a documented permanent disability to vote remotely. The Member must have a permanent disability that makes them homebound or otherwise prevents them from ever attending a meeting in person, and they must make their disability known at the time of applying for or renewing their membership. The process for approving a Member to have permanent disability status and their remote voting process shall be adopted in the Operating Manual of the Association.

ARTICLE IV. OFFICERS

Section 1. Officers and Duties

The Officers of the Association are a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. Officers perform the duties prescribed by these Bylaws and by the parliamentary authority.

- (a) **President.** The President is the executive officer of the Association, calls and presides at meetings of the Association and of the Board, and is a member ex officio of all committees except the Nominating Committee. The President may appoint committees not otherwise provided for in these Bylaws and assign their duties.
- (b) **Vice President.** The Vice President assists the President and assumes the duties of the President in the President's absence or temporary inability to serve. If the office of President becomes vacant, the Vice President performs the duties of the President until a new President is elected.

- (c) **Recording Secretary.** The Recording Secretary keeps accurate records and minutes of all meetings of the Association; makes the minutes of the previous meeting available online and provides three printed copies at each Regular Meeting; and maintains the essential records of the Association, including account credentials, which shall be transmitted to the successor at the close of the term. The Recording Secretary records the attendance of Board Members at Board meetings and at meetings of the membership and may engage another Board Member to assist. The Recording Secretary also maintains membership roster under Article II, Section 5;
- (d) **Corresponding Secretary.** The Corresponding Secretary triages all correspondence to the Association and directs each item to the responsible Board Member within twenty-four hours; supports the Board's overall responsiveness to the community; is responsible for the Association's community-facing platforms, including its website and social media accounts; and transmits all essential records to the successor at the close of the term. The Corresponding Secretary will also keep a record of inquiries which shall be available to the Board.
- (e) **Treasurer.** The Treasurer is the official custodian of all funds of the Association, supervises its financial affairs, keeps the membership and the Board informed of its fiscal condition at each Regular Meeting and each regular Board meeting, and presents an annual report to the membership. The Treasurer may incur and pay expenses as provided in Article X, files all required financial reports with state and federal authorities and submits the Association's books for independent examination as provided in Article VII, Section 3.
- (f) **Ethics and Disclosure.** All Officers and Directors shall conduct themselves in a manner that promotes the integrity, transparency, and public trust of the Association. Within thirty days of taking office, and annually thereafter, each Officer and Director shall sign the Association's Code of Conduct and its Conflict of Interest acknowledgment under Article IX, and shall comply with all governance policies adopted by the Board. Failure to do so is grounds for removal under Section 4.

Section 2. Terms and Term Limits

Officers and Directors are elected for terms of two years, beginning at the close of the Annual Meeting at which they are elected, and serve until their successors are elected. No person may hold more than one seat on the Board at a time. A person who serves more than one year of a term is treated as having served the full term; service of one year or less does not count as a term.

COMMUNITY VOTE — Term Limits

Context to be given to the community

The 2006 bylaws already contain a term limit: no member may serve more than three consecutive terms in the same office. The committee asked that the community be told this and told candidly that the limit has not been consistently applied, in part because in some years no one else stood for the seat.

Option A — No term limits

There is no limit on the number of terms a person may serve.

Option B — Term limits for all Board members

[Text of B-1 or B-2 below, as settled by the committee on October 5.]

***Drafter's Note:** The Board & Officers group proposed a third choice, limits for Officers but not Directors. The committee set it aside on September 14 as confusing, leaving A and B. Strong views were voiced on both sides: that term limits are a settled best practice meant to prevent a small group from dominating, and that they restrict voter choice and ignore years in which the Board had to beg for candidates. Several members would prefer not to offer Option A to the community, viewing term limits as settled best practice.*

COMMUNITY VOTE - If the community votes for term limits, two options presented.

B-1 — Overall cap

No person may serve more than four consecutive two-year terms on the Board, in any combination of seats. A person who has reached the limit becomes eligible again after a break in service of at least one year.

B-2 — Per-seat limit (the current rule, restated)

No person may serve more than three consecutive terms in the same office. For this purpose, the ten Director seats are one office. Service in one office does not count against the limit for another. [No person may serve more than [ten] consecutive years on the Board in all seats combined.] A person who has reached a limit becomes eligible again after a break in service of at least two years.

Optional under either — Unfilled-seat waiver

If no eligible candidate is nominated for a seat, including from the floor at the Annual the seat may be filled by a member who has reached the limit, for one term.

Section 3. Vacancies

A vacancy in any Officer or Director seat shall be filled for the remainder of the term by election of the membership, held within two Regular Meetings after the vacancy occurs. A vacancy shall be announced through official channels within seven days, and nominations shall remain open until the

election, including nominations from the floor. The President shall appoint a Nominations Chair, or when there is not a Nominations Chair, may select a member who is not a candidate to conduct the election. No one shall be appointed to fill a vacant seat in the interim. The Vice President's performance of the President's duties under Section 1(b) is not an appointment.

Section 4. Removal

- (a) An Officer or Director may be removed for: (1) three unexcused absences from Board meetings within any [twelve-month period]; (2) conduct that violates the Code of Conduct in Article IX, Section 2; (3) failure to sign the required acknowledgments or to disclose a conflict of interest as required by Article IX, Section 1; or (4) sustained failure to participate in the work of the Board.
- (b) Removal is not automatic. The Board member shall receive written notice of the grounds, which may be given by email, and an opportunity to respond at a Board meeting. Removal requires the vote of two-thirds of the Board Members then in office, not counting the member concerned.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors consists of the five Officers and ten Directors. The Immediate Past President does not hold a seat on the Board by virtue of that status.

Section 2. Powers and Duties

The power to decide matters pertaining to Locust Point rests with the membership. The Board has general supervision of the affairs of the Association between meetings of the membership, fixes the time and place of meetings, administers the approved budget, makes recommendations to the membership, and performs the other duties these Bylaws assign to it. The Board is subject to the orders of the Association, and none of its acts shall conflict with action taken by the membership.

Board Action Between Meetings

- (a) The Board may act on behalf of the Association without a vote of the membership only when all of the following are true: (1) a decision is required before a Regular or Special Meeting can practicably be held; (2) the request does not come from, and the action would not primarily benefit, an Interested Requester; and (3) two-thirds of the Board members then in office vote in favor.
- (b) "Interested Requester" means a person or entity that stands to gain financially or personally from the action requested, such as a developer, property owner, applicant, or licensee seeking the Association's support for its own project. A deadline faced by an Interested Requester does not create urgency for the Association. A request made on behalf of the Association itself or of the community generally, such as a letter supporting a permit for an Association event, is not a request from an Interested Requester. A non-interested requester may include Baltimore City agencies, other community non-profits, or the LPCA itself.
- (c) The Board may not act under this Section on the Association's position regarding a development, zoning, or land-use matter.

(d) When the Board acts under this Section, it shall notify the membership through official channels within [three] days, stating the action taken, the reason a meeting could not be held, and the vote. The action shall be placed on the agenda of the next Regular Meeting for notice and, if necessary, open discussion.

(e) Liquor-license matters, including any memorandum of understanding with a restaurant, bar, or other licensed establishment, are reviewed and acted on under the Association's liquor-license review process adopted by the membership at the August 2026 Regular Meeting, as the membership may amend it from time to time. Action taken under that process is authorized by the membership and is not action under this Section. Nothing in this Section or in Article VII, Section 4(a) limits that process.

Drafter's Note: This is a deliberate change. Under the 2006 bylaws, a developer can bring a deadline to the Board and the Board can decide; under this section it cannot. The working text uses "Interested Requester" instead of "non-interested party" for two reasons: a rule is easier to apply when it defines who is excluded, and the Policies & Compliance group already uses "interested party" to mean something different (a Board member with a conflict; see Article IX). Paragraph (c) reflects a suggestion made in the meeting to carve out major construction entirely. Paragraph (d) separates the two things the group intended: immediate notice, and discussion at the next meeting. The original sentence could be read to mean notice could wait thirty days. Paragraph (e) points to the liquor-license review process the membership adopted in August 2026, so that matters handled there are not caught by this Section or by Article VII, Section 4(a).

Section 3. Board Meetings

- (a) The Board shall meet at least once per month and no fewer than ten times per year, on dates published with the annual calendar under Article III, Section 1. No further notice of a regular Board meeting is required. The Board shall schedule its meetings far enough ahead of each meeting of the membership to meet the [five-day] agenda requirement.
- (b) A special meeting of the Board may be called by the President or by any five Board members, on at least [forty-eight hours'] notice to all Board members.
- (c) Nine Board members constitute a quorum.
- (d) The Board may meet by telephone or video conference, provided all participants can hear one another at the same time. The Board may act without a meeting only by unanimous written consent, which may be given electronically. An action taken by email or other electronic means is valid only if every Board member then in office consents to the action in writing. If any Board member objects or does not respond, the matter shall be decided at a meeting, which may be held by video.

Section 4. Attendance

Board members are expected to attend meetings of the Board and meetings of the membership, and to notify the President in advance when they cannot. Unexcused absences from Board meetings are grounds for removal as provided in Article IV, Section 4.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1. Nominations

- (a) At the February Board meeting, the President shall appoint a Nominating Committee chair, who shall recruit at least two other members. The membership shall affirm the Nominating Committee by majority vote at the February Regular Meeting.
- (b) From February until the Annual Meeting, the Nominating Committee, working with the Corresponding Secretary, shall publicize the open seats and the process for seeking nomination through official channels. The Committee shall report the names of candidates at the March and April Regular Meetings, and the list of candidates shall be published with the agenda for the Annual Meeting.
- (c) Before the vote for each seat at the Annual Meeting, additional nominations from the floor shall be permitted.

Section 2. Elections

- (a) Elections are held at the Annual Meeting in May.
- (b) Where there are more candidates than seats, the election shall be by secret paper ballot. For the Director seats, each member may vote for as many candidates as there are seats to be filled, and the candidates receiving the most votes are elected. A tie for the last seat is resolved by a run-off ballot. An uncontested seat may be filled by voice vote.
- (c) Ballots shall be distributed only to Members in Good Standing who have checked in and shall be counted by at least three tellers who are not candidates. The detailed election procedure shall be set out in the Operating Manual.

COMMUNITY VOTE - Election Cycle

Option A — Current cycle

In even-numbered years the membership elects the five Officers and five Directors. In odd-numbered years the membership elects five Directors.

Option B — Staggered Officers

In even-numbered years the membership elects the [President, the Treasurer, the Corresponding Secretary,] and five Directors. In odd-numbered years the membership elects the [Vice President, the Recording Secretary,] and five Directors.

***Drafter's Note:** The case made for B: if every Officer can turn over in one night, the Association depends on the goodwill of the people leaving to hand over accounts and know-how, and separating the President and Vice President also weakens any appearance of a ticket. The case made for A: a President giving hundreds of hours a year works best with a Vice President they know, and the two have usually run in the same year. Option B needs the transition rule in Article XV.*

Section 3. Eligibility

Any Member in Good Standing may vote in an election and may be a candidate for any seat on the Board.

ARTICLE VII. COMMITTEES

Section 1. Standing and Ad Hoc Committees

- (a) The Association has two kinds of committees. A standing committee has a continuing role. An ad hoc committee is formed for a specific objective and a limited time. An ad hoc committee may become a standing committee by action of the Board under paragraph (b).
- (b) Standing committees are not named in these Bylaws. Each year, at [its November meeting], the Board shall review, confirm, combine, rename, or retire standing committees. Each standing committee shall have a written charter, at least one Board member among its members (who need not be the chair), and a regular meeting schedule, all posted on the Association's website. Each standing committee shall report monthly to the Board and shall be prepared to update the membership at each Regular Meeting.
- (c) An ad hoc committee shall have a clearly stated objective and a timeline set by the Board, meet as needed, report to the Board while it is active, and dissolve when it delivers its findings or recommendation.
- (d) The Board shall ensure that responsibility for each of the following functions is assigned at all times to a standing committee or to a designated Board member: (1) design review, land use, and development; (2) public safety, traffic, and parking; (3) membership; (4) communications; (5) finance and audit, under Section 3; (6) events; (7) fundraising; and (8) liquor-license review (Restaurant & Bar Business MOU Committee).

Section 2. Formation, Chairs, and Charters

The President shall appoint the chair of each standing committee whose chair's term has expired or whose chair is vacant [with the majority concurrence of the Board] within 30 days of the Annual Meeting. Ad hoc committees may be created by the President or the Board. Committee membership is open to Members in Good Standing. The chair of an ad hoc committee may set a date after which new members are not added. Recommended practices for committees, and the matters each committee may decide for itself, shall be set out in the Operating Manual. Standing committee chairs serve two-year terms and may be reappointed. A vacancy is filled in the same manner for the remainder of the term. A chair's term ends if the Board retires or combines the committee under Section 1(b). The chair of an ad hoc committee serves for the life of the committee.

Section 3. Finance and Audit

- (a) The Association shall maintain a finance and audit committee, however named, chaired by [the Treasurer] [a Board member other than the Treasurer, with the Treasurer serving as a member].

It shall seek members from the general membership with demonstrable skills in finance or auditing.

- (b) In any fiscal year in which the Association's gross receipts or total assets exceed \$50,000, the committee shall engage an independent certified public accountant, having no other ties to the Association and no conflict of interest, to conduct [an audit or a review, as the committee recommends and the Board approves] of the Association's financial statements. Where practical, the same firm shall prepare the Association's annual federal 990 (or 990-EZ) return.
- (c) The accountant reports to the committee. The accountant, and not an Officer, shall present the results to the membership at a Regular Meeting within sixty days after the examination is complete.

Section 4. How Committee Work Reaches the Membership

- (a) Committees do the detailed work of the Association and are its primary source of recommendations. A committee's recommendation is advisory. The membership decides except as provided in a process adopted by the membership.
- (b) When a matter within a committee's charter is on the agenda of a meeting of the membership, the committee shall present first. It shall report its findings, its recommendation, and whether it considers the matter ready for a vote, before any outside party presents and before any motion on the matter is in order. A divided committee may present majority and minority views.
- (c) The first motion considered on the matter shall be the committee's recommendation. If that motion fails, other motions are in order.
- (d) If a committee reports that a matter is not ready for a vote, the membership may by majority vote postpone the matter to a stated date, and the committee shall report by that date.
- (e) Each committee shall inform the Board before it presents to the membership. The Board may add its own recommendation. The Board may not block, alter, or delay a committee's presentation of its recommendation to the membership.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised govern the Association in all cases to which they apply and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt. The Association shall post a link to a plain-language guide to those rules on its website. Special rules of order and standing rules may be adopted by the membership and may be suspended at any meeting by a two-thirds vote.

ARTICLE IX. CONFLICT OF INTEREST, CODE OF CONDUCT, AND GRIEVANCES

Section 1. Conflict of Interest

A conflict of interest may exist when the interests or concerns of a member of the Board of the Association may be seen as competing with the interests or concerns of the Association. All members of the Board shall be required to follow the Association's Conflict of Interest Policy at all times while

representing the Association. The Conflict Of Interest Policy is incorporated by reference as a part of these Bylaws. Upon election or re-election, all members of the Board will be required to review and sign a copy of the Conflict of Interest Policy, confirming they agree to follow this policy during their service on the Board.

Section 2. Code of Conduct

Each Board Member and committee member shall:

- (a) maintain the highest standard of integrity and ethical behavior in performing their duties;
- (b) fulfill the duties of care and loyalty owed to the Association and exercise judgment only in the best interests of the Association;
- (c) attend meetings as required by Article V, Section 4, and meetings of any committee on which they serve, and stay informed about the business of the Association;
- (d) refrain from using their position with the Association to promote partisan politics or religious matters, and from presenting a personal position as the position of the Association;
- (e) accept no gift, favor, or hospitality that might influence their decisions or actions affecting the Association;
- (f) recognize that only the President speaks officially for the Board, unless the Board or the President authorizes otherwise; and
- (g) exhibit decorum during meetings and refrain from behavior that substantially disrupts the business of the Association.

***Drafter's Note:** Taken from the Policies & Compliance submission. Item (c) now points to the attendance rule instead of restating it, as requested on September 14. Item (d) is narrowed slightly: the source barred promoting "positions on any issue not in conformity with the positions of LPCA," which could be read to bar a Board member from dissenting in public. The committee should also consider keeping the Code as a Board-adopted policy that the bylaws require and reference, so that it can be improved without a two-thirds vote of the membership.*

Section 3. Grievances

- (a) **Informal resolution first.** Members are encouraged to resolve disagreements through direct conversation with Board Members and other members wherever possible.
- (b) **What may be grieved.** A Member in Good Standing, who was a member at the time of the action complained of, may file a grievance alleging that an action of the Association, the Board, or a committee violated a specific provision of these Bylaws. Disagreement with a decision that was properly made is not a grievance.
- (c) **Filing.** A grievance shall be submitted in writing to the President or the Recording Secretary within [forty-five] days after the action. It shall identify the date of the action, the Article and Section alleged to have been violated, how the provision was violated, and the remedy sought.
- (d) **Initial review.** The Board or its designee shall determine whether the submission meets the requirements of paragraphs (b) and (c). If it does not, the Board shall tell the grievant so in writing, with reasons.

- (e) **Review committee.** If the submission meets the requirements, the Board shall designate a review committee for that grievance. No person whose conduct is the subject of the grievance may serve on it. If the grievance concerns the Board as a whole, the review committee shall be composed of Members in Good Standing who are not Board Members. The review committee shall give the grievant an opportunity to be heard, gather other relevant information, and report its findings and recommendations to the Board. Recommended remedies may include acknowledgment of error, repeal of a decision, repeating a process where feasible, correction of a procedure, or a commitment not to repeat the error.
- (f) **Decision.** The Board shall decide the grievance and notify the grievant in writing within sixty days after the grievance was received. [The Board shall report the grievance and its outcome to the membership at the next Regular Meeting.]

***Drafter's Note:** From the Policies & Compliance submission, made its own section as the committee asked. September 14 clarified three things, all reflected here: a grievance must cite the specific provision; it is not a vehicle for disagreement or personal disputes; and a grievance committee exists only when needed. The group's own comment asked for a definition of what qualifies; paragraphs (b) and (c) serve as that definition. "45 business days" in the source is simplified to days. The bracketed reporting sentence is new.*

ARTICLE X. FINANCIAL MANAGEMENT

Section 1. Fiscal Year and Budget

The fiscal year is July 1 through June 30. The Treasurer shall present a proposed budget to the membership no later than 60 days before the start of the Fiscal Year and publish it through official channels. The membership shall vote on the budget at the June Regular Meeting.

Section 2. Financial Controls

- (a) The Association shall keep complete, current, and accurate financial records. The Treasurer is responsible for internal and external financial reporting, including regular reports to the Board of year-to-date results against budget, any extraordinary change in assets or liabilities, any matter that may jeopardize the Association's ability to meet its obligations, and the resolution of any recommendations from the independent accountant.
- (b) Expenditures within the budget approved by the membership may be made without further approval, under purchasing procedures set by the Board.
- (c) An expenditure not provided for in the approved budget requires approval of the Board if it is \$[1,000] or less, and approval of the Association membership if it is more.
- (d) A disbursement of \$[1,000] or less requires one authorized signer. A larger disbursement requires two, one of whom shall be the President or the Vice President. [The Board may adjust these thresholds annually.]
- (e) All funds shall be held in accounts in the Association's name. No Association funds shall be held in a personal account or personal payment application. At least [three] Officers shall have access to every account.

***Drafter's Note:** Paragraphs (b) and (c) state what the committee confirmed on September 14: spending inside the budget is free, spending outside it goes to the community. The working-group text said the budget is "approved by the Board"; in practice the membership votes on it, and this draft says so. Paragraph (d) reconciles three sources: the 2006 rule (two signatures on every check), the Board & Officers text (Treasurer alone up to a Board-set amount), and the one-signature/two-signature suggestion made in the meeting. Paragraph (e) is new and responds to the handover problems described on September 14.*

Section 3. Independent Examination

The Association's accounts shall be examined as provided in Article VII, Section 3.

ARTICLE XI. INDEMNIFICATION

The Association shall indemnify its present and former Directors and Officers to the fullest extent permitted by, and in accordance with, Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as provided in Article XI of the Articles of Incorporation. LPCA shall maintain directors' and officers' liability insurance in an amount the Board considers reasonable.

ARTICLE XII. RECORDS, COMMUNICATIONS, AND TRANSPARENCY

Section 1. Records and Access

- (a) The Association shall retain its financial records, minutes, official communications, and other records of its official business for at least five years. [Its Articles of Incorporation, Bylaws, minutes, tax-exemption determination, and annual returns shall be retained permanently.]
- (b) The Recording Secretary shall maintain an electronic archive of these records, with printed copies available on request. Every Board member shall have access to the archive.
- (c) Every account, domain, subscription, and credential used for Association business belongs to the Association. At least three Board members shall hold administrative access to each. A departing Board member shall transfer all records and credentials within fourteen days after leaving office, and that person's access shall be removed within the same period.

Section 2. Minutes

The Recording Secretary shall keep minutes of each meeting of the membership in accordance with the parliamentary authority. Minutes shall record the number of members present, each motion and its second, and each vote and its result. They shall record what was done rather than what was said and shall follow the order of the agenda. Draft minutes of the prior meeting shall be distributed with the agenda for the next meeting and are approved by the membership. Minutes of Board meetings shall also be kept and approved by the Board.

Section 3. Communications

The Association's website is its primary and most current channel of communication, supported by email and social media, and by print as provided in Article III, Section 6. The President is the official spokesperson of the Association unless the Board or the President authorizes another person.

ARTICLE XIII. AMENDMENT OF BYLAWS

These Bylaws may be amended at any Regular Meeting by a two-thirds vote, provided that the proposed amendment was submitted in writing at the previous Regular Meeting and was included, labeled Decide, in the agenda published under Article III, Section 3.

ARTICLE XIV. DISSOLUTION

Upon dissolution of the Association, its remaining assets shall be distributed as provided in Article VII of the Articles of Incorporation, to one or more organizations of similar purpose that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, and no part of its assets shall be distributed to any member, Director, or Officer.

ARTICLE XV. TRANSITION

Section 1. Effective Date and Sitting Board

These Bylaws take effect at the close of the meeting at which they are adopted and replace the bylaws as revised June 14, 2006, together with the special rules of order, standing rules, and proviso adopted with them. Every Officer and Director in office on that date continues in office for the remainder of the term to which the person was elected.

Section 4. Implementing Policies

Section 2. Adoption & Implementation

Within 90 days after adoption, the Board shall adopt the Conflict-of-Interest acknowledgment form, confirm the Code of Conduct, and issue the first Operating Manual. Board Members in office at adoption shall sign within thirty days after the forms are adopted.