

# **Locust Point Civic Association, Inc.**

## **Articles of Incorporation and Bylaws**

As revised June 14, 2006

Locust Point Civic Association, Inc. P.O. Box 27097, Baltimore, MD 21230

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# **Articles of Incorporation of Locust Point Civic Association, Inc.**

## **Article I**

I, Jo Ann Bloom, whose post office address is 1434 Haubert Street, Baltimore, Maryland 21230, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

## **Article II**

The name of the Corporation which is hereafter called the "Association" is Locust Point Civic Association, Inc.

## **Article III**

The Association is not formed for profit or pecuniary gain of any sort inuring to the benefit of the members thereof or to any individuals or corporations. The purposes for which the Association is formed are as follows;

(A) To unite for mutual benefit and protection, all residents within the geographical boundaries of the Association, specifically: the Patapsco River on the north, south, and east, and Lawrence Street on the west.

(B) To advance and protect the interests of its members and to promote the general welfare of the community.

(C) To cultivate a spirit of helpful cooperation among its members.

(D) Although many of the topics of interest and concern may be political issues, the name of the Association shall not, under any circumstances, be used in any political manner or on behalf of any candidate for public office.

(E) The Association is organized exclusively for educational and charitable purposes, including, for such a purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code of 1984 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the

public welfare, and for no other purposes, and to that end to take and hold, by request, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitations, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Ninth of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Association pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, domestic or foreign, but only for the foregoing purposes, or some of them,; and in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. Notwithstanding any other provision in these Articles, the Association shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or

(b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **Article IV**

The post office address of the Association is Post Office Box 27095, Baltimore, Maryland 21230. The post office address of the principal office of the Association in this State is Mott and Lay, Lower Level, 2223 Maryland Avenue, Baltimore, Maryland 21218. The name and post office address of the Resident Agent of the Association in this State is Jo Ann Bloom, 1434 Haubert Street, Baltimore, Maryland 21230. Said Resident Agent is an individual actually residing in this State.

#### **Article V**

The Association is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be set forth in the Bylaws of the Association.

#### **Article VI**

The number of Directors of the Association shall be fifteen, which number may be increased or decreased pursuant to the Bylaws of the Association, but shall never be less than three. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- (a) Jo Ann Bloom, 1434 Haubert Street, Baltimore, Maryland 21230,
- (b) Patricia E. Rossbach, 1440 Hull Street, Baltimore, Maryland 21230, and
- (c) Joyce Baurle, 1337 Andre Street, Baltimore, Maryland 21230.

### **Article VII**

Upon dissolution of the Associations affairs, or upon the abandonment of the Association activities due to its impracticable or inexpedient nature, the assets of the Association then remaining in the hands of the Association shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other state, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

### **Article VIII**

The Association may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Association provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

### **Article IX**

In these Articles of Incorporation,

(a) Reference to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in, (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization

described in this Article Ninth shall be entitled to exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include any religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c) (3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

## **Article X**

(a) The Association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) The Association shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The Association shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) The Association shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax law.

(e) The Association shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

## **Article XI**

(1) As used in this Article Eleventh, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of

Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Association shall indemnify a present or former director or officer of the Association in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Association may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Association shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by

(i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceeding; or

(ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

In witness whereof, I have signed the Articles of Incorporation this 7th day of April 1986, and I acknowledge the same to be my act.

\_\_\_\_\_ Witness

\_\_\_\_\_ Jo Ann Bloom

## **Bylaws of Locust Point Civic Association, Inc.**

### **Article I - Members**

**§1. Membership Eligibility and Admission Procedure.** Any resident 18 years or older of Locust Point shall be eligible for membership and shall become a member upon paying the annual dues and receiving a membership card.

**§2. Dues.** The annual dues shall be \$5.00 per person, payable in advance on or before January 1st, of each year.

### **Article II - Officers**

**§1. Officers and Duties.** The officers of the Association shall be a President, a Vice-President, a Recording Secretary, a Corresponding Secretary, a Treasurer, and ten Directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

**§2. Nomination Procedure, Time of Elections.** At the regular meeting in February a Nominating Committee of three members shall be elected by the Association. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting in May. The Nominating Committee shall report at the regular meeting in March. Before the election at the annual meeting in May, additional nominations from the floor shall be permitted.

**§3. Ballot Election, Term of Office.** The officers shall be elected by ballot to serve for two years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

**§4. Office-Holding Limitations.** No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office.

**§5. Treasurer.** All disbursements shall be made by checks drawn on the Association's account, signed by the Treasurer and the President or Vice President.

**§6. Vacancy.** In the event of a vacancy the office shall be filled, for the remainder of the term, by election at the next regular meeting of the Association.

### **Article III - Meetings**

**§1. Regular Meetings.** The regular meetings of the Association shall be held on the second Wednesday of each month.

**§2. Annual Meetings.** The regular meeting on the second Wednesday in May shall be known as the annual meeting and shall be for the purpose of electing five directors in odd years, and five directors and the remaining officers in even years, receiving reports of officers and committees, and for any other business that may arise.

**§3. Special Meetings.** Special meetings may be called by the President or by the Board of Directors. Special meetings shall be called upon the written request of twenty-five members of the Association. The purpose of the meeting shall be stated in the call, and at least three days' notice shall be given.

**§4. Quorum.** Twenty-five members of the Association shall constitute a quorum.

### **Article IV - Board of Directors**

**§1. Board Composition.** The officers of the Association, including the Directors, and the Immediate Past President shall constitute the Board of Directors.

**§2. Board's Duties and Powers.** The Board of Directors shall have general supervision of the affairs of the Association between its business meetings, fix the hour and place of meetings, make recommendations to the Association, and perform such other duties as are specified in these bylaws. The Board shall be subject to the

orders of the Association, and none of its acts shall conflict with action taken by the Association.

**§3. Conflict of Interest.** Any board member, officer, or committee member having an interest in a contract or other transaction presented to the Board of Directors or a committee of the Association shall disclose his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction, and the members of the Board of Directors or committee shall determine whether the disclosure shows that a conflict can reasonably be construed to exist. If a conflict is found to exist, that member shall not vote on, nor use his or her personal influence on, nor participate in deliberation of the issue. That member shall not be counted in determining the existence of a quorum when the contract or transaction is considered, and the minutes of the meeting shall contain a statement of the disclosure and the result of the vote.

**§4. Board Meetings.** Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held on the Monday preceding the second Wednesday of each month. Special meetings of the Board may be called by the President and shall be called upon the written request of three members of the Board.

**§5. Quorum.** Nine members of the Board shall constitute a quorum.

**§6. Absenteeism.** Any member of the Board of Directors who is absent from three consecutive board meetings without the approval of a majority of the Board shall be deemed to have resigned from the Board and their position shall be declared vacant.

## **Article V - Committees**

**§1. Design and Review Committee.** The President shall appoint a Design and Review Committee chair promptly after the annual meeting, and the committee chair shall appoint five members who shall be approved by the Association. The Design and Review Committee shall review the documents for construction and renovation of structures in Locust Point and report to the Board and Association at their regular meetings.

**§2. Traffic and Parking Committee.** The President shall appoint a Traffic and Parking Committee chair promptly after the annual meeting, and the committee chair shall appoint two members who shall be approved by the Association. The committee shall monitor and investigate the traffic and parking conditions in Locust Point and report to the Board and Association at their regular meetings.

**§3. Membership Committee.** The Treasurer shall chair the Membership Committee and appoint one member who shall be approved by the Association. The Membership Committee shall maintain the Association's membership roster, distribute membership cards and verify members' eligibility to vote and to run for office.

**§4. Fund Raising Committee.** The President shall appoint a Fund Raising Committee chair following the annual meeting, and the committee chair shall appoint two members who shall be approved by the Association. The Fund Raising Committee shall present a calendar of Fund Raising events along with an estimated budget to the Board of Directors, for their approval, at the following Board meeting.

**§5. Auditing Committee.** The President shall appoint three members to the Auditing Committee who shall be approved by the Association at the regular meeting in November. It shall be the duty of the Auditing Committee to audit the Treasurer's accounts at the close of the fiscal year and to report at the regular meeting in February.

**§6. Other Committees, President's Ex-Officio Committee Membership.** Such other committees, standing or special, shall be appointed by the President as the Association or the Board of Directors shall from time to time deem necessary to carry on the work of the Association. The President shall be ex officio a member of all committees except the Nominating Committee.

## **Article VI - Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they

are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

### **Article VII - Amendment of Bylaws**

These bylaws may be amended at any regular meeting of the Association by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

End bylaws as revised June 14, 2006.

## **Special Rules of Order / Standing Rules / Proviso**

### **Special Rules of Order**

- 1 Order of Business
  - Call to order
    - 1) Opening ceremonies
    - 2) Roll call of officers
    - 3) Reading and approval of the minutes
    - 4) Reports of officers, boards and standing committees
    - 5) Reports of Special Committees
    - 6) Special orders
    - 7) Unfinished business and
    - 7) General orders
    - 8) New business
  - Adjourn
- 2 Guest speakers shall be limited to fifteen minutes for their presentation.
- 3 The members' question and answer period following the speaker's presentation shall be limited to fifteen minutes.
- 4 These special rules of order may be suspended at any meeting by a two-thirds vote.

### **Standing Rules**

- 1 The regular meeting prescribed by the bylaws shall be held at Locust Point Recreation Center at 1627 E. Fort Avenue unless otherwise publicized in the newsletter or at the previous meeting.
- 2 The regular meeting prescribed by the bylaws shall start at 7:30 p.m.
- 3 The regular meeting prescribed by the bylaws shall adjourn at 9:00 p.m.
- 4 These standing rules may be suspended at any meeting by a two-thirds vote.

### **Proviso**

The revised bylaws are adopted with the proviso that:

- 1 The 2006 dues shall be \$2 per household and the 2007 dues shall be \$5 per person.