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Section 1. Officers.

The Board shall select from among its members individuals to serve as President, Vice President, Treasurer and Secretary of the Authority.

- A. President. The President may sign and execute, in the name of the Authority, all instruments related to the Authority's affairs, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Authority. The President shall perform other duties incident to the office of President assigned by the Board..
- B. Vice President. The Vice President shall assist the President as requested, shall preside at meetings of the Board in the absence of the President, and shall perform other duties incident to the office of Vice President assigned by the Board..
- C. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Authority, and shall deposit or cause to be deposited, in the name of the Authority, all moneys or other valuable effects in such banks, trust companies or other depositories selected by the Board; shall render to the President and to the Board, whenever requested by the Board, an account of the financial condition of the Authority; and, in general, shall perform all the duties incident to the office of a Treasurer and such other duties as are assigned by the Board .
- D. Secretary. The Secretary shall keep the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of the bylaws or as required by law; shall be custodian of the records of the Authority; may witness any document of behalf of the Authority, the execution of which is duly authorized; and, in general, shall perform all duties incident to the office of a Secretary and such other duties as assigned by the Board.
- E. Any or all of the duties of the Secretary or Treasurer may be delegated by the Board to the Executive Director.

Section 2. Term of Office.

The term of office shall be for one year, beginning January 1. If an office becomes vacant, the board may elect a member to serve the remainder of the term.

Section 3. Execution of Documents.

A person who holds more than one office in the Authority may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 4. Executive Director.

The Board shall employ as its Administrator an executive director to perform the duties and

91 functions directed by the board.

92
93 **ARTICLE IV Board of Directors**

94
95 **Section 1. Composition of the Board.**

96 A. The Board shall consist of at least 14 and no more than 27 persons. The board may
97 decrease or increase the number of directors within these limits.

98
99 B. A voting member of the board must be:

- 100 1. An owner of property within the district subject to the tax; or
101 2. A voter registered in the district; or
102 3. An individual designated to represent and vote on behalf of an owner (individual,
103 corporation, or other legal entity) of a property used for commercial purposes if the
104 individual is a tenant of the owner, a corporate officer or partner of such tenant, or a
105 business representative, agent, or employee of the owner (individual, corporation, or
106 other legal entity) of the property, provided that the owner submits written authorization
107 naming the individual.

108
109 C. The board shall endeavor to maintain representation on the board from practicing
110 professionals, retail merchants, tenants of properties in the district, and property owners
111 exempt from the tax.

112
113 **Section 2. Representation on Board.**

114 The following representation shall be present on the board, except for temporary vacancies:

115 A. Nineteen voting members, apportioned as follows:

- 116
117 1. One member appointed by the Mayor;
118 2. (a) The President or his or her designee and one other representative appointed by each
119 of the following organizations: The Abell Improvement Association, The Charles Village
120 Civic Association, the Old Goucher Community Association and the Harwood
121 Community Association;
122 (b) Two members appointed from each of the following organizations within the district:
123 The Better Greenmount Alliance, The Old Goucher Business Alliance, and the North
124 Charles Village Business Association, appointed by the organization;
125 (c) In the event any of the organizations listed in 2(a) and (b) above, fails to appoint a
126 member or ceases to exist, the Board in its discretion may appoint that organization's
127 allocated members from the membership of the remaining organizations.
128
129 3. Four quadrant representatives, elected in accordance with Section 5 of this Article who
130 meet the following criteria:
131
132 a. Is a resident of the Quad that the person seeks to represent and is registered to
133 vote in that Quad; or
134 b. Owns a property in the Quad that the person seeks to represent, which property
135 is subject to the tax surcharge; or
136 c. Is representative of an owner of property subject to the tax surcharge that is used

137 for commercial purposes if the individual is a tenant of the owner, a corporate
138 officer or partner of the tenant of the owner, or a business representative or
139 agent of the owner, and the owner authorizes and designates in writing the
140 individual to represent the owner on the Board.

141
142 B. Non-voting members:

- 143 1. Shall include two members of the City Council appointed by the President of the City
144 Council;
- 145 2. May include up to four members, appointed by the board, one each from Neighborhood
146 Associations bordering the District; and
- 147 3. May include up to two members, appointed by the board, from non-profit organizations
148 within the District.

149
150 Section 3. Appointment of Directors to the Board.

151 Each year the executive director shall contact each appointing organization, requesting that
152 their directors appointments for service during the following calendar year be submitted no later
153 than the Fall Public Meeting date. If an organization neglects to name a representative, the
154 incumbent shall remain on the Board until the appointment is made, subject to Section 5 © of
155 this Article.

156
157 Section 4. Election of Quadrant Representatives to the Board.

- 158 A. Four quadrant representatives to the Board shall be elected each year at the Fall Public
159 Meeting.
- 160
161 B. Not later than September 15 of each year, the Board shall solicit written nominations for the
162 four quadrant representatives to the Board. Nominations shall be made in writing by any
163 resident or business owner within the District and submitted to the Chair of the Governance
164 Committee or his/her designee no later than three business days prior to the election.
- 165
166 C. One quadrant representative to the Board shall be elected by a majority of the eligible voters
167 of that quadrant in attendance at the Fall Board Meeting. The quadrants shall be defined as
168 an appendix to these bylaws. Any person at least 18 years of age who resides in the district,
169 owns property in the district, or is a representative of a business owning property within the
170 District shall be eligible to vote for quadrant representative at the meeting. The nominee
171 from each quadrant receiving the highest number of votes shall be elected.

172
173 Section 5. Term of Office.

- 174 A. The term of a director shall begin on January 1 of the year following appointment or election.
 - 175
176 B. A director shall serve a term of two years except quadrant representatives shall serve for
177 one year.
 - 178
179 C. Directors shall be eligible for reappointment or re-election provided that no individual shall
180 serve as a director for more than six consecutive years.
- 181

182 Section 6. Vacancies.

183 A. A vacancy shall be created whenever a director resigns, dies, is removed, or otherwise
184 leaves the Board before the end of his or her term. Except as provided below, vacancies
185 shall be filled by a majority of the remaining directors, whether or not sufficient to constitute
186 a quorum,
187

188 B. Vacancies in positions selected by elected officials and associations shall be filled by such
189 officials or associations. In the event an association does not fill their open position within
190 45 days from the date of the opening then the opening shall be filled by a majority of the
191 remaining directors, whether or not sufficient to constitute a quorum. In the case of an
192 association the Board will make its best effort to select someone who generally meets the
193 eligibility requirements of that association.
194

195 C. A vacancy in the Quad representative director shall be filled by a vote of a majority of the
196 Board.
197

198 Section 7. Compensation.

199 Unless otherwise specified by resolution of the Board, no compensation shall be paid to any
200 directors. A director who serves the Authority in any capacity other than as a director may
201 receive compensation for such services, pursuant to a resolution of the directors.
202

203 Section 8. Executive Committee.

204 A. There shall be an executive committee composed of the President, Vice President,
205 Secretary and Treasurer and shall include the executive director as a non-voting member.
206 In addition, the incoming Board shall select a member from the incoming Board to serve for
207 one year beginning on January 1.
208

209 B. The Executive Committee shall have all of the authority of the Board between Board
210 meetings, subject to policies and previous decisions of the Board. The Executive Committee
211 may not counteract Board decisions, and shall report to the Board fully and promptly on all
212 actions taken.
213

214 Section 9. Removal of a Director

215 A director may be removed with or without cause by a vote of 2/3 of the voting membership of
216 the Board. Such director and the appointing organization or officials, if any, that nominated the
217 director, shall be given no less than ten day's notice of the meeting at which his or her removal
218 is to be considered, and shall have the right to appear and speak on his or her behalf.
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223 **ARTICLE V Meetings**

224
225 Section 1. Regular Meetings.

226 The Board shall schedule at least ten meetings each calendar year to include the Spring and
227 Fall Public Meetings. The initial meeting of the Board in any calendar year may be chaired by

228 the previous president or the executive director.

229

230 Section 2. Spring and Fall Meetings.

231 The Board shall hold the following public meetings each year:

232 1. The Spring Public Meeting shall be held in the spring on or before April 30 and shall
233 include the presentation of the financial plan.

234 2. The Fall Public Meeting shall be held in the fall on or before October 31 and shall include
235 the election of the quadrant representatives.

236

237 Section 3. Special Meetings.

238 Special meetings of the Board may be called upon reasonable notice by the President and shall
239 be called on request of five voting members of the board. The time and place of such meetings
240 shall be determined by the President, or, in the case of a meeting called by members of the
241 Board, the time and place shall be determined by the President and those members calling the
242 meeting.

243

244 Section 4. Quorum and Voting.

245 The presence of at least ten voting members shall constitute a quorum for all meetings of the
246 Board. Each voting member of the Board shall have one vote.

247

248 Section 5. Notice of Meetings of Board of Directors.

249 A. The Secretary shall ensure that reasonable notice is given to the public and each director
250 stating the time, and place of each meeting.

251

252 B. The Board shall give notice of the Spring and Fall Public Meetings by publishing notice of
253 the date, time, and place in a newspaper of general circulation in Baltimore City at least
254 once a week for three consecutive weeks prior to the date of the public meeting and by any
255 other means of notice that the Board may deem appropriate. The notice for the Spring
256 Public Meeting shall also state that the financial plan for the upcoming fiscal year will be
257 presented. The notice for the Fall Public Meeting shall also state that elections for four
258 quadrant representatives to the Board will take place at the meeting, shall solicit written
259 nominations for election, and shall otherwise provide information concerning the nomination
260 and election process.

261

262 Section 6. Meetings by Conference Telephone.

263 Subject to Maryland State law, members of the Board may participate in a meeting by means of
264 a conference telephone or similar communication equipment if all persons participating in the
265 meeting can hear each other at the same time. Participation in a meeting by these means shall
266 constitute presence in person at a meeting.

267

268

ARTICLE VI Committees

269

270 Section 1. Standing Committees.

271 A. There shall be the following standing committees: Governance, Finance, and Program.

272 Membership of each committee shall be determined by the Board, and all committees shall
273 be chaired by a Board member.

274 B. Committees may not set policy or act on behalf of the Board without specific authorization
275 from the Board.

276
277 C. Committees shall keep minutes of their meetings and make them available to the Board
278 upon request. All committees shall comply with the Open Meetings Act.
279

280 Section 2. Governance Committee.

281 The Governance Committee shall ensure the Board runs effectively and efficiently by ensuring
282 that all members are aware of their respective roles and responsibilities. The committee shall
283 periodically review and make recommendations with regard to Board operations and policies.
284

285 Section 3. Finance.

286 The Finance Committee shall recommend and review activities and initiatives related to the
287 financial condition, operations, and status of the Authority to ensure good fiscal health. This
288 committee will be chaired by the Treasurer.
289

290 Section 4. Program

291 The Program Committee shall recommend and review the activities of the Authority, related to
292 promotional and safety and sanitation programs, and any other programs approved by the
293 Board
294

295 **ARTICLE VII Taxing District Provisions**

296
297 Section 1. Fiscal Year.

298 The fiscal year of the Authority shall begin on July 1 and shall end on June 30.
299

300 Section 2. The Financial Plan.

301 A. Each year the executive director shall develop a proposed financial plan in accordance with
302 §6.13 of the Code. Such plan shall consist of at minimum a proposed annual budget for the
303 ensuing fiscal year and a proposed rate for supplemental taxes to be imposed throughout
304 the District.

305 B. After the hearing on the financial plan and with due consideration for the community input
306 received at the meeting, the Board shall finalize and adopt the financial plan and submit it to
307 the Board of Estimates for approval prior to April 30.
308

309 Section 3. Supplemental Tax.

310 The Board shall recommend to the Board of Estimates the supplemental tax rate each year.
311 The rate of the supplemental tax may be adjusted to yield revenues which are no more than five
312 percent (5%) greater than in the prior year. A majority of all of the voting Board members,
313 excluding vacancies, shall be required to change the supplemental tax rate.
314

315 Section 4. Annual Audit.

316 The Board shall, no later than ninety (90) days following the end of the Authority's fiscal year,
317 contract with an independent certified public accountant not affiliated with the Board to prepare
318 an audit of all funds of the Authority. A copy of the audit report shall be furnished to the Board
319 and to the City's Department of Finance and Board of Estimates.

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ARTICLE VIII Parliamentary Authority

The rules contained in the tenth edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the Board 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 Board may adopt.

ARTICLE IX Indemnification

Section 1. Director Indemnification.

The Authority shall fully indemnify any director made a party to any proceeding by reason of service in that capacity unless it is established that:

- A. The act or omission of the director was material to the matter giving rise to the proceeding; and
 - i. Was committed in bad faith; or
 - ii. Was the result of active and deliberate dishonesty; or
 - iii. The director actually received an improper personal benefit in money, property, or services; or
- iv. In the case of any criminal proceedings, the director had reasonable cause to believe that the act or omission was unlawful

Section 2. Allowable Recompense.

Indemnification shall be against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the director in connection with the proceeding.

- A. Reasonable expenses incurred by the director who is a party to a proceeding may be paid or reimbursed by the Authority in advance of the final disposition of the proceeding upon receipt by the Authority of:
 - 1. A written affirmation by the director of the director's good faith belief that the standard of conduct necessary for indemnification by the Authority has been met; and
 - 2. A written undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

ARTICLE X Amendments

These bylaws may be amended by the Board provided that all of the following conditions are met:

- 1. Written notice of the exact text of the amendment is sent to all directors at least thirty days before the meeting at which the amendment is to be considered;
- 2. The notice contains the date, time and place of the meeting at which the amendment is to be considered;
- 3. The amendment is adopted by a majority plus 1 of the voting Board members present; and
- 4. The amendment is approved by the Board of Estimates.

363 **CHARLES VILLAGE COMMUNITY BENEFITS DISTRICT MANAGEMENT AUTHORITY**
364 **BYLAWS**

365
366 **APPENDIX A**

367 The four quadrants within the Charles Village Community Benefits District are as described
368 below and shown on the map on the last page of this Appendix A.

369
370 *Note: The exterior boundaries of each of the four quads (that is those boundaries that*
371 *correspond to the Charles Village Community Benefits District boundaries) shall include*
372 *properties binding on either side of a street or of the CSX Railroad tracks that constitute part of*
373 *the boundaries established by this section. This provision does NOT apply to the interior*
374 *boundaries of these quads.*

375
376 1st Quadrant

- 377 a) On the south, a line beginning at the intersection of the centerlines of 20th Street and St.
378 Paul Street, running north along the centerline of St. Paul Street to the centerline of 27th
379 Street; then
380 b) Running east along the centerline of 27th Street to the centerline of Greenmount Avenue;
381 then
382 c) Running south along the centerline of Greenmount Avenue to the centerline of CSX railroad
383 tracks; then
384 d) Running east along the centerline of the CSX railroad tracks to the centerline of Loch Raven
385 Boulevard; then running southwest along the centerline of Loch Raven Boulevard to the
386 centerline of 25th Street (approximately 500 feet south of the CSX railroad tracks); then
387 e) Running west along the centerline of 25th Street to the centerline of Guilford Avenue; then
388 f) Running south along the centerline of Guilford Avenue to the centerline of 20th Street; then
389 g) Running west along the centerline of 20th Street to the centerline of St. Paul Street (Point of
390 Origin).
391

392 2nd Quadrant

- 393 a) On the south, a line beginning at the intersection of the centerlines of 20th Street and St.
394 Paul Street, running west along the centerline of 20th Street to the centerline of Howard
395 Street; then
396 b) Running north along the centerline of Howard Street to the centerline of 21st Street; then
397 c) Running west along the centerline of 21st Street to the centerline of Huntingdon Avenue;
398 then
399 d) Running north along the centerline of Huntingdon Avenue to the centerline of 23rd Street;
400 then
401 e) Running east along the centerline of 23rd Street to the centerline of Huntingdon Avenue;
402 then
403 f) Running north along the centerline of Huntingdon Avenue to the centerline of 24th Street;
404 then
405 g) Running east along the centerline of 24th Street to the centerline of Howard Street; then
406 h) Running north along the centerline of Howard Street to the centerline of 25th Street; then
407 i) Running west along the centerline of 25th Street to the centerline of Huntingdon Avenue;
408 then

- 409 j) Running north along the centerline of Huntingdon Avenue to the centerline of 26th Street;
410 then
411 k) Running east along the centerline of 26th Street to the centerline of Howard Street; then
412 l) Running north along the centerline of Howard Street then to the centerline of 27th Street;
413 then
414 m) Running east along the centerline of 27th Street to the centerline of St. Paul Street; then
415 n) Running south along the centerline of St. Paul Street to the centerline of 20th Street (Point
416 of Origin)
417

418 3rd Quadrant

- 419 a) On the south, line beginning at the intersection of the centerlines of 27th Street and Calvert
420 Street, running west along the centerline of 27th Street to the centerline Howard Street; then
421 b) Running north along the centerline of Howard Street to the centerline of 29th Street; then
422 c) Running east along the centerline of 29th Street to the centerline of Charles Street; then
423 d) Running north along the centerline of Charles Street to the centerline of 33rd Street; then
424 e) Running east along the centerline of 33rd Street the centerline of Calvert Street; then
425 f) Running south along the centerline of Calvert Street to the centerline of 27th Street (Point of
426 Origin)
427

428 4th Quadrant

- 429 a) On the south, a line beginning at the intersections of the centerline of 27th Street and
430 Calvert Street, running north along the centerline of Calvert Street to 33rd Street; then
431 b) Running east along the centerline of 33rd Street to the centerline of Greenmount Avenue;
432 then
433 c) Running north along the centerline of Greenmount Avenue to the centerline of 35th Street;
434 then
435 d) Running east along the centerline of 35th Street to the centerline of Old York Road; then
436 e) Running south along the centerline of Old York Road to the centerline of Greenmount
437 Avenue; then
438 f) Running south along the centerline of Greenmount to the centerline of 27th Street; then
439 g) Running west along the centerline of 27th Street to the centerline of Calvert Street (Point if
440 Origin)
441

442 *The following properties located in the 4th Quadrant are excluded from the District:*

- 443 *(1) 3336 Old York Road.*
444 *(2) 3338 Old York Road.*
445 *(3) 3340 Old York Road.*
446 *(4) 3342 Old York Road.*
447 *(5) 3344 Old York Road.*
448 *(6) 3346 Old York Road.*
449 *(7) 3400 Old York Road.*
450 *(8) 3402 Old York Road.*
451 *(9) 3404 Old York Road.*
452 *(10) 3406 Old York Road.*
453 *(11) 3408 Old York Road.*

- 454 (12) 3410 Old York Road.
- 455 (13) 3412 Old York Road.
- 456 (14) 3414 Old York Road.
- 457 (15) 3424 Old York Road.
- 458 (16) 3426 Old York Road.
- 459 (17) 3428-30 Old York Road.
- 460 (17a) Lot on East side of Old York Road at Southeast corner of Venable Avenue.
- 461 (17b) 600 Venable Avenue.
- 462 (17c) 600 E. 33rd Street.
- 463 (18) 500 E. 34th Street.
- 464 (19) 501 E. 34th Street.
- 465 (20) 502 E. 34th Street.
- 466 (21) 504 E. 34th Street.
- 467 (22) 601 E. 34th Street.
- 468 (23) 500 E. 35th Street.
- 469 (24) 501 E. 35th Street.
- 470 (25) 502 E. 35th Street.
- 471 (26) 503 E. 35th Street.
- 472 (27) 504 E. 35th Street.
- 473 (28) 505 E. 35th Street.
- 474 (29) 506 E. 35th Street.
- 475 (30) 507 E. 35th Street.
- 476 (31) 508 E. 35th Street.
- 477 (32) 509 E. 35th Street.
- 478 (33) 510 E. 35th Street.
- 479 (34) 511 E. 35th Street.
- 480 (35) 512 E. 35th Street.
- 481 (36) 513 E. 35th Street.
- 482 (37) 514 E. 35th Street.
- 483 (38) 515 E. 35th Street.
- 484 (39) 516 E. 35th Street.
- 485 (40) 517 E. 35th Street.
- 486 (41) 518 E. 35th Street.
- 487 (42) 520 E. 35th Street.
- 488 (43) 522 E. 35th Street.
- 489 (44) 524 E. 35th Street.
- 490 (45) 526 E. 35th Street.
- 491 (46) 528 E. 35th Street.
- 492 (47) 530 E. 35th Street.
- 493 (48) 532 E. 35th Street.