

**CHARLES VILLAGE COMMUNITY BENEFITS DISTRICT
MANAGEMENT AUTHORITY**

BYLAWS

(Editor's Note: Modifications have been made to these bylaws to conform to changes made in the Baltimore City Code. These modifications are noted in italics. Outdated language, such as references to the Interim Board, has been deleted.)

Article I

Creation of The Charles Village Community Benefits District Management Authority

1.01 **Name**. Pursuant to Chapter ____ of the Laws of Maryland of 1994 (the "Enabling Law") and Ordinance No. 94-414 approved by the Mayor on July 1, 1994 (the "Ordinance"), the name of this organization is the "Charles Village Community Benefits District Management Authority (hereinafter referred to as the "Authority").

1.02 **Location of Offices**. The principal office of the Authority shall be located at such location as the Board of Directors may designate within the District. The Resident Agent of the Authority shall be _____.

1.03 **Definitions**. All terms defined in the Enabling Law and the Ordinance shall have the same definition herein unless expressly modified.

Article II

Board of Directors

2.01 **Function of Directors**. The business and affairs of the Authority shall be managed under the direction of its Board of Directors. All powers of the Authority may be exercised by or under authority of the Board of Directors.

2.02 **Composition of Board**.

A. The Board of Directors of the Authority shall be composed of no less than 14, excluding vacancies, and no more than 27 persons. Subject to limitations prescribed in the preceding sentence, the Board of Directors shall have the full authority to decrease or increase the number of directors.

B. Unless otherwise required by the Ordinance, the Board shall be subject to the following considerations:

(i) At least a majority of the Board shall be composed of owners or representatives of property owners subject to the tax imposed by this subtitle. A voting member of the Board must be eligible to vote in the election under Section 260 of the Ordinance.

(ii) The Board shall endeavor to maintain representatives on the Board from professionals practicing in the District, the retail merchants within the District, and the tenants of properties in the District; however, no minimum representative from the groups mentioned in this sub-paragraph shall apply; and

(iii) Consistent with the encouragement of partnerships between the Authority and property owners exempt from the tax imposed by the Ordinance, the Board is encouraged to consider representation of such partners on the Board.

(iv) An owner of property which is utilized for commercial purposes may designate an individual to represent the owner if:

(a) The individual is (1) a tenant of the owner, (2) a corporate officer or partner of the tenant of the owner, or (3) a business representative or agent of the owner, and

(b) The owner authorizes and designates in writing the individual to represent the owner on the Board.

2.03 Minimum Representation on Board. Unless modified by the Ordinance, the following minimum representation shall be present on the Board:

(i) One voting member shall be appointed by the Mayor;

(ii) Two (2) non-voting members shall be members of the City Council appointed by the President of the City Council.

(iii) At least seven (7) voting Board members shall be from the following constituent organizations within the District, each of whom must be eligible to serve as a voting Board member: The Abell Improvement Association; The Charles Village Civic Association; The South Charles Village Community Association, and Community Harwood Association. The President of the Charles Village Civic Association (or his/her written designee) and one other member of the Charles Village Civic Association selection by that Association shall serve as members of the Board. The President of the South Charles Village Community Association (or his/her written designee) and one other member of the South Charles Village Community Association selected by that Association shall serve as members of the Board. The President of the Abell Improvement Association (or his/her written designee) and one other member of the Abell Improvement Association shall serve as a member of the Board. The President of Harwood Community Association (or his/her written designee) and one other member of the Harwood Community Association shall serve as a member of the Board.

(iv) At least six (6) voting Board members shall be from the following constituent organizations within the District: The Better Greenmount Alliance, The South Charles Village Partnership, and the North Charles Village Business Association.

(v) The Board positions in this sub-paragraph that are appointed by the Mayor or by the President of the City Council and that are allocated to specific community associations for designation and selection shall be held in each case by the individual person who holds the appointment, designation, or selection at any given point in time.

2.04 Additional Board Members Permitted. The Board may contain additional members from the following constituent groups:

(a) Four (4) non-voting members from the neighborhood Associations bordering the District.

(b) Two (2) non-voting members from the various non-profit organizations and religious institutions within the District;

(c) Four (4) at-large voting members.

2.05 Initial Membership of the Board Proposed by Interim Board. The initial membership of the Board proposed by the Interim Board of Directors and submitted to the Board of Estimates for approval shall consist of the names on the list attached hereto as Exhibit A for the Board positions set forth in paragraph 2.03 of these By-Laws. Promptly after the approval by the Board of Estimates of the initial members of the full Board, the financial plan, and the By-Laws of the Authority, the Board shall solicit nominations for the four at-large voting Board position and shall give public notice of a meeting to be held for the purpose of presenting those nominated and conducting elections.

2.06 Appointment of Members by the Board. Not later than October 31 of each year, the existing Board shall make appointments, in accordance with the Ordinance and these By-Laws, of persons to serve as members of the Board for a term commencing on January 1 of the following year.

2.07 Election of At-Large Voting Members of the Board.

A. Four at-large voting members of the Board shall be elected each year at a public meeting held in the Fall open to all persons in the Charles Village Community Benefits District who are eligible to vote.

B. Not later than September 15 of each year, the Board shall solicit written nominations for the four (4) at-large voting members of the Board. At the Fall Public Meeting, the Board shall present to those eligible voters in attendance the nominees for each quadrant who have applied. Nominations may also be made from the floor of the meeting of persons eligible to serve as a Board member, which eligibility shall have been established, prior to the commencement of the meeting, to the satisfaction of the officer of the Board presiding at the meeting.

C. One at-large voting member of the Board who is eligible to vote under Section 260 of the Ordinance shall be elected by all of the eligible voters in attendance for each of the

four quadrants within the Charles Village Community Benefits District as shown on the map attached to these By-Laws and as delineated as follows:

(i) 1st Quadrant

(1) On the south, a line beginning at the intersection of the centerlines of 20th Street and St. Paul Street, running north along the centerline of St. Paul Street to the centerline of 27th Street; then

(2) Running east along the centerline of 27th Street to the centerline of Greenmount Avenue; then

(3) Running south along the centerline of Greenmount Avenue to the centerline of CSX railroad tracks; then

(4) Running east along the centerline of the CSX railroad tracks to the centerline of Loch Raven Boulevard; then running southwest along the centerline of Loch Raven Boulevard to the centerline of 25th Street (approximately 500 feet south of the CSX railroad tracks); then

(5) Running west along the centerline of 25th Street to the centerline of Guilford Avenue; then

(6) Running south along the centerline of Guilford Avenue to the centerline of 20th Street; then

(7) Running west along the centerline of 20th Street to the centerline of St. Paul Street (Point of Origin).

(ii) 2nd Quadrant

(1) On the south, a line beginning at the intersections of the centerlines of 20th Street and St. Paul Street, running west along the centerline of 20th to the centerline of Howard Street; then

(2) Running north along the centerline of Howard Street to the centerline of 21st Street; then

(3) Running west along the centerline of 21st Street to the centerline of Huntingdon Avenue; then

(4) Running north along the centerline of Huntingdon Avenue to the centerline of 23rd Street; then

(5) Running east along the centerline of 23rd Street to the center of Huntingdon Avenue; then

(6) Running north along the centerline of Huntingdon Avenue to the centerline of 24th Street; then

(7) Running east along the centerline of 24th Street to the centerline of Howard Street; then

(8) Running north along the centerline of Howard Street to the centerline of 25th Street; then

(9) Running west along the centerline of 25th Street to the centerline of Huntingdon Avenue; then running north along the centerline of Huntingdon Avenue to the centerline of 26th Street; then

(10) Running east along the centerline of 26th Street to the centerline of Howard Street; then

(11) Running north along the centerline of Howard Street to the centerline of 27th Street; then

(12) Running east along the centerline of 27th Street to the centerline of St. Paul Street; then

(13) Running south along the centerline of St. Paul Street to the centerline of 20th Street (Point of Origin).

(iii) 3rd Quadrant

(1) On the south, a line beginning at the intersection of the centerlines of 27th Street and Calvert Street, running west along the centerline of 27th Street to the centerline of Howard Street; then

(2) Running north along the centerline of Howard Street to the centerline of 29th Street; then

(3) Running east along the centerline of 29th Street to the centerline of Charles Street; then

(4) Running north along the centerline of Charles Street to the centerline of 33rd Street; then

(5) Running east along the centerline of 33rd Street to the centerline of Calvert Street; then

(6) Running south along the centerline of Calvert Street to the centerline of 27th Street (Point of Origin).

(iv) 4th Quadrant

(1) On the south, a line beginning at the intersections of the centerline of 27th Street and Calvert Street, running north along the centerline of Calvert Street to 33rd Street; then

(2) Running east along the centerline of 33rd Street to the centerline of Greenmount Avenue; then

(3) Running north along the centerline of Greenmount Avenue to the centerline of 35th Street; then

(4) Running east along the centerline of 35th Street to the centerline of Old York Road; then

(5) Running south along the centerline of Old York Road to the centerline of Greenmount Avenue; then

(6) Running south along the centerline of Greenmount Avenue to the centerline of 27th Street; then

(7) Running west along the centerline of 27th Street to centerline of Calvert Street (Point of Origin).

The following properties located in Quad 4 are excluded from the District:

(1) 3336 Old York Road.

(2) 3338 Old York Road.

(3) 3340 Old York Road.

(4) 3342 Old York Road.

(5) 3344 Old York Road.

(6) 3346 Old York Road.

(7) 3400 Old York Road.

(8) 3402 Old York Road.

(9) 3404 Old York Road.

(10) 3406 Old York Road.

(11) 3408 Old York Road.

(12) 3410 Old York Road.

(13) 3412 Old York Road.

(14) 3414 Old York Road.

(15) 3424 Old York Road.

(16) 3426 Old York Road.

(17) 3428-30 Old York Road.

(17a) Lot on East side of Old York Road at Southeast corner of Venable Avenue.

(17b) 600 Venable Avenue.

(17c) 600 E. 33rd Street.

- (18) 500 E. 34th Street.
- (19) 501 E. 34th Street.
- (20) 502 E. 34th Street.
- (21) 504 E. 34th Street.
- (22) 601 E. 34th Street.
- (23) 500 E. 35th Street.
- (24) 501 E. 35th Street.
- (25) 502 E. 35th Street.
- (26) 503 E. 35th Street.
- (27) 504 E. 35th Street.
- (28) 505 E. 35th Street.
- (29) 506 E. 35th Street.
- (30) 507 E. 35th Street.
- (31) 508 E. 35th Street.
- (32) 509 E. 35th Street.
- (33) 510 E. 35th Street.
- (34) 511 E. 35th Street.
- (35) 512 E. 35th Street.
- (36) 513 E. 35th Street.
- (37) 514 E. 35th Street.
- (38) 515 E. 35th Street.
- (39) 516 E. 35th Street.
- (40) 517 E. 35th Street.
- (41) 518 E. 35th Street.
- (42) 520 E. 35th Street.
- (43) 522 E. 35th Street.
- (44) 524 E. 35th Street.
- (45) 526 E. 35th Street.
- (46) 528 E. 35th Street.
- (47) 530 E. 35th Street.
- (48) 532 E. 35th Street.

D. The nominee from each quadrant receiving the highest number of votes of those eligible voters attending the Fall Public Meeting shall be elected to serve as a member of the Board.

E. The term “eligible voter(s)” shall mean for purposes of the at-large election of voting members of the Board any person who resides in the District, owns property in the District, or is a representative of a business within the District.

F. The initial Board shall hold the first election of four (4) at-large voting members of the Board during the first quarter of calendar year 1995 and prior to the 1995 Spring Public Meeting. The initial Board shall give public notice of this first election, shall solicit and receive nominations, and shall conduct this election in accordance with paragraph 2.07. The terms of the four (4) at-large voting members of the Board elected at this first election shall be until December 31, 1995, or until their successors take office after having been duly elected.

2.08 Term of Office. The term of a director shall begin on January 1 of the year following his/her appointment or election. The initial directors approved by the Board of Estimates shall have terms of one (1) or two (2) years, as determined by resolution of the Interim Board of Directors of the Authority. All subsequent terms shall be for periods of two (2) years, except the at-large voting members of the Board shall have a one-year term. Members of the Board of Directors shall be eligible for reappointment or reelection provided that no individual shall serve as a director for more than six (6) consecutive years.

2.09 Vacancies. In the event of a resignation, expiration or other departure from the Board of a member not appointed by an elected official or an association, a majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board of Directors. A director elected by the Board of Directors to fill a vacancy serves until the next annual meeting or such earlier or later time as his successor is elected and qualifies. Vacancies in the members selected by elected officials and associations shall be filled by such officials or associations.

2.10 Meetings.

A. Meetings. The Board of Directors shall hold at least ten (10) monthly meetings each calendar year.

B. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. In the absence of designation such meeting shall be held at such place as may be designated in the call.

C. Spring and Fall Public Meetings. In addition, the Board of Directors each year shall hold two public meetings, one in the Spring (the Spring Public Meeting) not later than April 30 and one in the Fall (the Fall Public Meeting) not later than October 31. Among other business that the Board may conduct, at the Spring Public Meeting, the Board shall present the financial plan in accordance with paragraph 5.02 of these By-Laws, and at the Fall Public Meeting, the Board shall conduct the election of at-large voting members of the Board in accordance with paragraph 2.07 of these By-Laws.

D. Notice of Meetings of Board of Directors. The Secretary shall give notice to each director of each regular and special meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice is given to a director when it is delivered personally to him, left at his residence or usual place of business, or sent by telegraph, facsimile transmission or telephone, at least 24 hours before the time of the meeting or, in the alternative by mail to his address as it shall appear on the records of the Authority, at least 72 hours before the time of the meeting. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of

any such adjourned meeting other than by announcement. The Secretary shall also give public notice as directed by the Board in accordance with paragraph 2.13 of these By-Laws.

E. Meeting by Conference Telephone. Subject to paragraph 2.13 (Open Meetings), members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

F. Notice of Spring and Fall Public Meetings. The Board shall give notice of the Spring and Fall Public Meetings by publishing notice of the date, time, and place in a newspaper of general circulation in Baltimore City at least once a week for three consecutive weeks prior to the date of the public meeting and by any other means of notice that the Board may deem appropriate. The notice for the Spring Public Meeting shall also state that the financial plan for the upcoming fiscal year will be presented. The notice for the Fall Public Meeting shall also state that elections for four (4) at-large voting members of the Board will take place at the meeting, shall solicit written nominations for election as an at-large voting member of the Board, and shall otherwise provide information concerning the nomination and election process.

2.11 Compensation. Unless otherwise specified by resolution of the Board of Directors, no compensation shall be paid to Directors for attendance at each regular or special meeting of the Board of Directors. A director who serves the Authority in any capacity other than as a director may receive compensation for such services, pursuant to a resolution of the directors.

2.12 Quorum and Voting. The actual presence of at least 9 voting members shall constitute a quorum for all regular and special meetings of the Board of Directors. Each member of the Board of Directors shall have one vote. The act of a majority of voting members in attendance at a Board of Directors meeting at which a quorum is present shall be the act of the entire Board of Directors.

2.13 Open Meetings. The Board acknowledges that it is a public body under the "Open Meetings Act," Title 10, Subtitle 5 or the State Government Article of Md. Ann. Code (1984, 1991 Cum Supp.). To the extent a meeting of the Board is subject to the provisions of the Open Meetings Act, the provisions for notice and other requirements in the Open Meetings Act shall be complied with, and the Board shall determine how such compliance shall be effected.

Article III Committees

3.01 Committees. The Board of Directors may appoint from among its members an Executive Committee and any other committees composed of two or more directors to perform such assignments as may be requested by the Board.

Article IV
Officers, the Administrator, and Director of Operations

4.01 **Officers.** The Board shall select from among its members, individuals to serve, at the pleasure of the Board, as President, Vice-President, Treasurer and Secretary of the Authority, delegating to such individuals such responsibilities as the Board deems appropriate.

4.02 **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 term of the office of the President shall be one year, commencing on January 1.

4.03 **Vice President.** The Vice President shall assist the President as requested and shall preside at meetings of the Board of Directors in the absence of the President. The term of the office of Vice President shall be one year commencing on January 1.

4.04 **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors, shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by law; shall be custodian of the records of the Authority; may witness any document on 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 are from time to time assigned to him by the Board of Directors or the President. The term of the office of Secretary shall be one year, commencing on January 1.

4.05 **Treasurer.** Subject to the terms of an agreement with the Administrator, 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 as shall, from time to time, be selected by the Board of Directors; shall render to the President and to the Board of Directors, whenever requested, 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 from time to time assigned to him by the Board of Directors or the President. The term of the office of Treasurer shall be one year, commencing on January 1.

4.06 **Assistant and Subordinate Officers.** The assistant and subordinate officers of the Authority are all officers below the office of Vice-President, Secretary, or Treasurer. The assistant or subordinate officers shall have such duties as are from time to time assigned to them by the Board of Directors or the President.

4.07 **The Administrator.** The Board shall employ an administrator to perform the duties and functions set forth in Section 258 of the Ordinance and to perform such other duties and functions as may be directed by the Board and/or the President consistent with the Ordinance and these By-Laws.

4.08 Director of Operations and Public Safety. The Board shall employ a person, from among several recommended by the Administrator, to serve as Director of Operations and Public Safety. The Director of Operations and Public Safety shall report to the Administrator.

Article V Finance

5.01 Fiscal Year. The fiscal year of the Authority shall begin on July 1 and shall end on June 30.

5.02 The Financial Plan. The Administrator shall develop for the Board a proposed financial plan in accordance with Section 256 of the Ordinance. Not later than the end of February of each year, the Board shall prepare a proposed annual financial plan consisting of at least a proposed schedule of taxes or charges to be imposed throughout the District. Thereafter, the Board shall give notice of and hold a public hearing not later than April 30 at a location within the District to present the financial plan, to respond to inquiries concerning the financial plan, and to receive comments and input from owners of property and residents within the District. This public hearing shall constitute the Spring Public Meeting. After the hearing on the financial plan and with due consideration for the community input received at the meeting, the Board shall finalize and adopt the financial plan and submit it to the Board of Estimates for approval in accordance with Section 259 of the Ordinance.

5.03 Supplemental Tax.

A. The Board shall recommend to the Board of Estimates the supplemental tax rate each year as part of the financial plan. During the process of adopting the financial plan, the Board shall approve the supplemental tax rate in a separate vote different from the vote of the Board for the purpose of adopting the financial plan.

B. The supplemental tax rate must be approved by a majority of all of the voting Board members.

C. For the initial or partial budget year, the rate of the supplemental tax shall be set to raise revenues equal to the cost of the financial plan but shall not exceed a full year rate of thirty cents (\$.30) per \$100.00 of assessed value. For the first full budget year, the rate of the supplemental tax shall be set to raise revenues equal to the costs of the financial plan but shall not exceed thirty cents (\$.30) per \$100.00 of assessed value, except that the rate may be adjusted to produce revenue equivalent to the full year 30-cent yield of the initial budget year. For any year after the first full budget year, the rate of the supplemental tax may be adjusted to yield revenues which are not more than five percent (5%) greater than in the prior year.

D. The supplemental tax rate shall remain the same unless a majority of all of the voting Board members vote to change it. If a majority of all of the voting Board members do not vote to change the supplemental tax rate, then the Board shall submit a financial plan to the Board of Estimates for approval containing the existing supplemental tax rate.

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

5.05 Annual Report. The Administrator and the Board shall approve and prepare an annual report evaluating the Authority's effectiveness and describing its accomplishments during the preceding fiscal year. The report shall be distributed within the District. A copy shall also be provided to the Board of Directors and Board of Estimates of the City.

Article VI Indemnification

6.01 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:

(i) The act or omission of the director was material to the matter giving rise to the proceeding; and

1. Was committed in bad faith; or
2. Was the result of active and deliberate dishonesty; or

(ii) The director actually received an improper personal benefit in money, property, or services; or

(iii) In the case of any criminal proceeding, the director had reasonable cause to believe that the act or omission was unlawful.

Indemnification may be against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the director in connection with the proceeding. Reasonable expenses incurred by a 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 VII
Sundry Provisions

7.01 Evaluation and Assessment. The Board shall establish prior to July 1, 1996, and shall complete prior to the commencement of the 1997 legislative session of the Maryland General Assembly a process to evaluate the operation of the Charles Village Community Benefits District Program and to assess public support within the District for the Continuation of the program.

7.02 Affirmative Action. The Authority shall comply with the requirements of City ordinances and City policies requiring achievement of goals regarding participation of minority and women's business enterprises and shall submit a quarterly report on the status of minority participation in the operation and governance of the District to the President and each member of the City Council. The Board shall not discriminate on the basis of race, sex, color, creed, or national origin, in any of its operations and shall include such prohibition in all of its contracts.

7.03 Amendments. These By-Laws may be amended from time to time as deemed appropriate or necessary by a vote of the majority of all members of the Board of Directors upon thirty (30) days written notice to Directors, which notice to Directors shall contain the proposed amendment(s) and the date, time and place of the meeting to consider such amendments. Any amendments shall be approved by the Board of Estimates.

7.04 Mail. Any notice or other document which is required by these By-Laws to be mailed shall be deposited in the United States mail, postage prepaid.

7.05 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.

7.06 Roberts Rules of Order. All meetings shall be conducted in accordance with the Enabling Law, the Ordinance, and these By-Laws, supplemented where not inconsistent by Roberts Rules of Order, Newly Revised.

Adopted For Recommendation by
the Interim Board to the Board of Estimates:

_____ [Thomas J. Shafer] _____
For the Interim Board

Date: _____ [December 22, 1994] _____