

KNOLLWOOD-DONNYBROOK IMPROVEMENT ASSOCIATION, Inc.
APPROVED BYLAWS – (April 6, 2017)

Article I. NAME and MISSION

- Section 1. The name of this Association is the Knollwood-Donnybrook Improvement Association, Inc. hereafter referred to in these bylaws as “the Association”.
- Section 2. The Association operates as a non-profit, non-partisan and non-sectarian community association of the residential property owners and permanent residents in the Knollwood-Donnybrook community, located in Towson, Baltimore County, Maryland, incorporated under the laws of the State of Maryland.
- Section 3. The *mission* of the Association is to continuously improve the quality of life for its members by:
- Improving the welfare and public safety of residents;
 - Fostering social interactions among residents as a catalyst to achieving a stronger community;
 - Maintaining the aesthetic appearance of the community as a highly desirable neighborhood in which to live and to own residential property; and
 - Communicating and cooperating with other associations and organizations, including Baltimore County, Maryland State and federal government agencies and officials.

Article II. BYLAWS

- Section 1. The purposes of these bylaws are to:
- Aid in the implementation of the Association’s mission;
 - Provide a democratic governance structure for the Association;
 - Provide mechanisms to enhance member participation in the Association;
 - Define the rights and responsibilities of the members, officers and directors of the Association;
 - Ensure good stewardship for the Association’s finances and assets; and
 - Provide a mechanism to dissolve the Association.

Article III. MEMBERSHIP ELIGIBILITY

- Section 1. The payment of annual membership dues, assessed per household, constitutes membership in the Association for that household’s property owners or permanent residents. Any household within the physical boundaries of the Association, as defined by the “KDIA Area Map” in the neighborhood directory and on the website, is eligible for membership. The Association does not discriminate against any residential property owner or permanent resident in the Knollwood-Donnybrook community on the basis of applicable federal, state or county laws.
- Section 2. The board of directors proposes any changes to the physical boundaries of the Association. A majority vote of the member households at an annual meeting or a special meeting is required to approve any proposed changes to the physical boundaries of the Association

Article IV. MEMBERSHIP DUES, FEES and ASSESSMENTS

- Section 1. The annual membership dues of the Association, assessed per household rather than per person, are a minimum of either:
- (a) Twenty dollars per annum for households in which any permanent resident is sixty-five years and older at the beginning of the fiscal year of the Association (May 1); or
 - (b) Twenty-five dollars per annum for any households in which all permanent residents are under the age of sixty-five years at the beginning of the fiscal year of the Association (May 1).
- Section 2. Annual membership dues above these minimum levels are proposed by the majority of the board of directors and approved by the majority of the members present at an annual meeting or a special meeting, and will

take effect at the beginning of the next fiscal year of the Association. Any fees or financial assessment of member households above the annual membership dues that are proposed by the board of directors requires the approval of the majority of the members present at an annual meeting or a special meeting.

Section 3. Full payment of annual dues entitles one member of each Association household to one vote at all Association elections and meetings. Members may not vote at any meeting, either in person or by proxy, unless their current Association dues are paid in full.

Article V. MEETINGS

Section 1. The Association holds three types of meetings, all of which are open to residents of Knollwood-Donnybrook: an annual meeting, board of directors meetings and special meetings.

Section 2. An *annual meeting* must be held each year in the two months prior to the commencement of the Association's fiscal year on May 1st. A quorum of **10%** of the member households of the Association is required to conduct official business at an annual meeting. The members will elect the officers and directors, receive a report on the affairs of the Association, approve the proposed annual operating budget, and approve any bylaws amendments or revisions at the annual meeting.

Section 3. *Board of directors meetings* must be held at least nine times per year, with at least twenty-five days separating each meeting. A quorum of 50%, or a minimum of 8 members of the board of directors is required to conduct official business at a board of directors meeting.

Section 4. *Special meetings* may be called by either the president, by a majority of the board of directors or by a written petition of 5% of the member households delivered to the president or any officer. A quorum of 10% of the member households of the Association is required to conduct official business at a special meeting. An exception to this requirement will be that a quorum of 30% of the member households in the Association will be required at a special meeting in which the dissolution of the Association and the disposal of its assets are voted upon.

Section 5. At least twenty-one days prior to an annual meeting, or at least fourteen days prior to a special meeting, the date, time, location and agenda of the meeting will be sent by postal mail and/or electronic mail to the membership by the board of directors. Absentee voting by electronic mail will be an option starting in the 2017-2018 fiscal year.

Section 6. *Proxy voting* by member households at an annual meeting will be allowed. Proxies, however, will not be included to meet the **10%** quorum requirement for an Annual Meeting. Proxy voting is not allowed for either board of directors meetings or special meetings.

Section 7. *Parliamentary authority* shall govern all meetings of the Association, as described in *Robert's rules of Order Newly Revised, eleventh edition* or later.

Article VI. NOMINATIONS and ELECTIONS

Section 1. The *Nominating Committee* will submit a slate of nominees for all Board positions to the membership at least twenty-one days prior to the date of an annual meeting.

Section 2. Any member present at an annual meeting may be nominated for any officer or board of directors' position upon the nomination of two members present at an annual meeting.

Section 3. The *election of officers and directors* will be either by a voice vote, by ballot, or by electronic media. To be elected, nominees must receive a majority of the votes of those member households present, either in person, absentee ballot or by proxy.

Section 4. The officers' term is for one year, commencing at the beginning of the Association's fiscal year, for a maximum of three consecutive years, at the discretion of the board. The at-large directors' term is for two years, commencing at the beginning of the Association's fiscal year, at the discretion of the board. In the event that a vacancy occurs on the board of directors, the directors will attempt to fill that vacancy until a new officer or director is elected at the next annual meeting.

Article VII. BOARD OF DIRECTORS and OFFICERS

Section 1. The **governance** of the Association is vested in the board of directors.

Section 2. The **board of directors** will have the full power and authority to transact any business of the Association at any time, other than during an annual meeting or a special meeting, provided that the exercise of such power and authority complies with these bylaws.

Section 3. The board of directors consists of five officers, and up to sixteen at-large directors. The five officers are the president, the vice-president, the treasurer, the financial secretary and the recording secretary.

Section 4. The **president** prepares the agenda for all meetings and presides at all meetings. The president approves all committee chairs and committee members unless such membership is specified in these bylaws. The board of directors confirms all committee chair appointments by a majority vote of those directors present at a board meeting with the required quorum. The president may attend all committees except the nominating committee.

Section 5. The **vice-president** presides at any meeting in the absence of the president. In the absence of both the president and the vice-president at a meeting, the board of directors will appoint one director to be the presiding officer for that meeting. The vice-president chairs the Financial Audit committee.

Section 6. The **treasurer** receives all revenues from the financial secretary; makes all deposits into the Association's accounts; pays all expenditures by either check or electronic transfer of Association funds; prepares and files all applicable income tax returns and documents; and is the custodian of the Association's financial assets; and keeps copies of all legal contracts. The treasurer chairs the Budget committee.

Section 7. The treasurer submits an operating budget update to the board of directors at least once every three months, and preferably for every board meeting. The treasurer submits a final operating budget report covering the current fiscal year and a proposed operating budget for the next fiscal year to the membership at an annual meeting.

Section 8. The **financial secretary** prepares the dues statements and collects all dues and donation revenue, records payments and transfers all revenues to the treasurer. The financial secretary maintains an accurate record of the member households and a count of the member households present at annual meetings and special meetings. The financial secretary is a member of the Budget Committee.

Section 9. The **recording secretary** records and distributes the minutes of all meetings; maintains a count of the board members present at all board meetings; maintains an archive of the Association's papers, including a file of all financial disclosure statements filed by directors; copies of all legal documents; and sends out notification of meeting date, place and time.

Section 10. Directors' responsibilities include:
Attending board meetings, and being a member of one or more special or standing committees of the board.

Section 11. Only one member from any household in the Association may serve on the board of directors at one time.

Section 12. Officers and directors may be removed from office by a two-thirds majority of the member households present at an annual meeting or a special meeting. If an officer or director fails to attend three consecutive

meetings of the board of directors without a reasonable excuse for his/her absence, then a two-thirds majority of the board of directors present at a meeting may declare that his/her position is vacant.

Section 13. A two-thirds majority of the board of directors may declare an officer's or director's position vacant if the incumbent in that position has failed to fulfill their responsibilities, as outlined in these bylaws, or been arrested for, or convicted of, a felony during the previous twelve months.

Article VIII. COMMITTEES

Section 1. The Association has two types of committees: **standing** and **special**.

Section 2. The **standing committees** are permanent committees designated in the bylaws to carry out the work of the Association. The five standing committees are: **Budget, Financial Audit, Investment, Growth and Marketing, and Nominating**.

Section 3. The **Budget committee** prepares an annual operating budget for review and approval by the board of directors and subsequent approval by the membership at an annual meeting. The Budget committee is chaired by the treasurer and includes the financial secretary and at least one other member of the Association.

Section 4. The **Financial Audit committee** audits the Treasurer's accounts at the end of each fiscal year and provides a written report at the annual meeting. The Financial Audit committee is chaired by the vice-president and includes at least two other members of the Association, at least one of whom is not on the board of directors.

Section 5. The **Investment committee** monitors the investment of the Association's long-term financial assets and recommends investment opportunities to the board of directors.

Section 6. The **Growth and Marketing committee** promotes the retention and recruitment of members of the Association, with the approval of the board of directors, and includes a special committee that oversees communication with the membership.

Section 7. The **Nominating committee** submits a slate of nominees for all officer positions to the membership at least twenty-one days prior to an annual meeting.

Section 8. Every standing and special committee will include at least one member of the board of directors who will report to the board. Only one member from any household in the Association may serve on the same standing committee at one time, unless two-thirds of the directors approve the addition of one additional member from that same household.

Section 9. The chair of a standing committee will have the right to present a committee report at a board meeting or an annual meeting.

Section 10. **Special committees** are created by the president, with the approval of the board of directors, to carry out a specific task for the Association such as social events, welcome committee, electronic communications or median strip maintenance.

Article IX. DIRECTORS' ETHICS, DISCLOSURE and BUSINESS PRACTICES

Section 1. All directors will demonstrate **ethical behavior and sound business practices** in their work as directors.

Section 2. If the Association contracts to purchase or lease goods, services or property from a director, or one of their immediate household members, immediate family members or business associates, then the director must disclose that fact in writing to the board of directors.

- Section 3. Any unbudgeted purchase of goods and/or services from another party, solicited on behalf of the Association, must be discussed and approved by the board of directors following due diligence in obtaining up to three comparable bids for such work, before any contracts are accepted and signed. Such contracts will require the signatures of two board members, one of whom should be an officer.
- Section 4. All contracts with third parties (e.g. website master, median maintenance) will be reviewed annually by the board of directors.
- Section 5. If a director receives a gift or gratuity in excess of one-hundred dollars (\$100) from any person, entity or business that does or seeks to do business with the Association in any fiscal year, then the director must disclose that fact in writing to the board of directors.
- Section 6. If a director receives any preferential treatment by the Association whose market value exceeds one-hundred dollars (\$100), then the director must disclose that fact in writing to the board of directors.
- Section 7. If a director knows of a conflict of financial interest between the Association and either himself/herself, their immediate household members, immediate family members or business associates, then the director must disclose that fact in writing to the board of directors.
- Section 8. Failure to comply with these rules in a timely manner may result in removal of the noncompliant director from the board of directors. The recording secretary maintains a file of all financial disclosure statements filed by directors.

Article X. BUDGET and FINANCES

- Section 1. The treasurer, in consultation with the Budget committee, prepares an **annual operating budget** for the board of directors to review and approve at a board meeting held at least thirty days prior to an annual meeting. Notice of this proposed budget shall be made available to the membership at least twenty-one days prior to an annual meeting. Members in good standing present at an annual meeting will give final approval to the annual operating budget.
- Section 2. The **fiscal year** of the Association will commence May 1 and end on April 30 of the following calendar year.
- Section 3. The board of directors will not spend in excess of **15%** of the total annual operating budget without the approval of a majority of the member households present at an annual meeting or a special meeting.
- Section 4. Financial accounts owned by the Association will have the names and signatures of at least two officers on each account. Any withdrawal from a financial account in excess of **15%** of the annual operating budget will require the approval of the majority of the board of directors.
- Section 5. The board of directors will make all decisions regarding the investment of the Association's financial assets.

Article XI. ELECTRONIC COMMUNICATION AND INFORMATION

- Section 1. A special committee will oversee electronic communications to residents.
- Section 2. Resident email (or other electronic) addresses included in the mass email group will not be shared with any other parties, or other recipients. Group emails will not be used to promote any business or fee-for-service organization without the approval of the board of directors.
- Section 3. Accepted protocols on electronic media regarding the privacy of children under 18 will be in place at all times.

Article XII AMENDMENTS TO THE BYLAWS

- Section 1. Amendments to the bylaws may be proposed by either the board of directors or by a written petition of at least 5% of the member households.
- Section 2. Any proposed amendments to the bylaws will be distributed to the membership at least twenty-one days prior to an annual meeting or fourteen days prior to a special meeting. A two-thirds vote of the member households present at that meeting is required for approval of any amendments to the bylaws.
- Section 3. The KDIA bylaws should be reviewed at least every three years.

Article XIII. DISSOLUTION

- Section 1. The Association was created to be a permanent, self-sustaining community association.
- Section 2. A written petition to dissolve the Association must be signed by at least 20% of the member households and delivered to the president or any officer. Within thirty days of the delivery of a petition of dissolution, the board of directors will vote on the petition. A two-thirds vote in favor of the petition of dissolution by the directors will be required for the petition to be presented to the membership for a final vote.
- Section 3. Within thirty days of the director's approval of the petition of dissolution, a special meeting will be held to vote on the dissolution of the Association and the disposal of its assets. A two-thirds majority of the member household present at the special meeting will be required to dissolve the Association and to approve the disposal of its assets. A quorum of 30% of the member households in the Association will be required at a special meeting in which the dissolution of the Association and the disposal of its assets are voted upon.
- Section 4. If the number of member households in the Association falls below thirty households for a continuous period of at least ninety days, then the Association may be dissolved by a two-thirds majority of the member households at a special meeting without the prior approval of the board of directors.
- Section 5. In the event of dissolution, the Association's financial assets will be donated to a nonprofit organization to be determined by the majority of the member households present at a special meeting called to vote on dissolution. No funds shall inure to the benefit of individual members.