

BY-LAWS

CALVERT HILLS CITIZENS ASSOCIATION INC.

ARTICLE I

Corporation Offices

Section 1. Corporate Name. The name of Corporation is Calvert Hills Citizens Association, Inc. (hereinafter referred to as the "Corporation")

Section 2. Corporate Purpose. The activities of the Corporation are limited primarily to exempt purposes described in section 501(c)(3) of the Internal Revenue Code.

Section 3. Office Location. The principal office of the Corporation shall be that of the President of the Corporation. The Corporation shall have and continuously maintain in Maryland a resident agent whose post office address shall be within the State of Maryland, as required by the laws of the state of Maryland.

Section 4. Corporation Boundaries. The geographical boundaries of the Corporation shall be on the north by the south side of Calvert Road, on the west by the east side of U.S.. Route 1/Baltimore Avenue, on the south by Albion Road, and on the east by the railroad tracks, all within Prince George's County, Maryland.

ARTICLE II

Members

Section 1. Membership. The members of the Corporation shall be all those persons eighteen years of age and older residing within the corporation boundaries specified in Article I, Section 4.

Section 2. Annual Dues. Annual dues shall be determined in an amount set by the Board of Directors and approved by a vote of the members. Dues shall be collected annually and shall be based per residence. All members of the Corporation shall be permitted to vote regardless of whether their dues have been paid.

Section 3. Voting. All members of the Corporation shall be entitled to one (1) vote. Voting by proxy shall be permitted provided the proxy is valid. A proxy shall be valid if it is:

- a) Signed by the member;
- b) Dated by the member;

- c) States the residence address of the member;
- d) States the date of the meeting it is to be used for; and e) States the vote(s) it is to be used for.

A proxy may only be submitted for one, specifically stated meeting; it shall not be valid for more than one meeting date. The determination of all matters requiring a vote of the members shall be by majority vote of a quorum of those members present and voting and those members submitting a valid proxy.

ARTICLE III

Meetings of the Members

Section 1. Annual Meeting. An annual meeting shall be held at such place and time as designated by the Directors/Officers. At each annual meeting the members shall elect the Board of Directors/Officers and transact such other business as may properly be brought before the meeting.

Section 2. General Meetings. General meetings, in addition to the annual meeting, may be held as necessary to conduct general business of the Corporation.

Section 3. Notice of Annual and General Meetings. Sufficient written notice of annual and general meetings shall be provided to the members at least ten (10) days prior to each meeting and shall state the place, date, time and purpose of the meeting. Sufficient written notice shall include two or more of the following methods:

- a) Flyers distributed to residences located within the geographical boundaries of the Corporation, described in Article I, Section 4;
- b) Signs placed in one or more high-visibility areas located within the geographical boundaries of the Corporation; or,
- c) Electronic communication, including publicly-available sections of a Corporation website, or email list that is available for subscription by all members meeting the membership requirements of Article II, Section 1.

Section 4. Special Meetings. A special meeting may be called by the Directors/Officers in place of a general meeting in the event that due to time constraints the notice requirements for a general meeting cannot be met.

Section 5. Notice of Special Meetings. Sufficient notice of special meetings called by the Directors/Officers pursuant to Article III, Section 3, shall be provided to those members whose names have been provided to the Secretary for special meeting notification purposes. Notice to those members shall be made in writing or verbally. Sufficient written notice of special meetings shall be provided to all the members of the

Corporation if practicable. A report of the action taken at any special meeting shall be given at the next regular meeting.

Section 6. Presiding officers. Meetings of the members shall be presided over by the President, or if the President is not present by a Vice President, or if a Vice President is not present by a Secretary, or if a Secretary is not present by the Treasurer, or if the Treasurer is not present then by a member chosen by the Board of Directors or if no member is chosen then by a member chosen at the meeting by a majority of the members present and voting.

Section 7. Quorum. A quorum shall consist of those members present and voting and those members submitting a valid proxy provided proper notice of the meeting is provided pursuant to Article III.

ARTICLE IV

Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors which may exercise all powers of the Corporation and perform all lawful acts and things which are not by law, the Articles of Incorporation, or these By-laws directed or required to be exercised or performed by the members. The Board of Directors shall only have the authority to conduct routine corporate business matters without first obtaining the approval of the members.

Section 2. Number. The number of Directors of the Corporation shall be no less than four (4).. Directors shall also be the Officers. The Directors shall be nominated by the members and elected at the annual meeting of the members..

Section 3. Tenure. Each Director elected shall hold office until the next succeeding annual meeting of the members or until their successor has been elected. Directors must be members of the Corporation.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by a majority vote of a quorum of the members at the next annual or general meeting of the members after the vacancy occurs..

Section 5. Resignation. Any Director may resign at any time by providing written notice to the Board of Directors.

Section 6. Directors' First Meeting. The annual first meeting of each newly elected Board of Directors shall be held as soon as practicable following their election.

Section 7. Special Directors' Meetings. Special meetings of the Board of Directors may be called by any of the Directors.

Section 8. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at the end of each and every meeting of the Board of Directors, and the act of a majority of the Directors present shall be the act of the Board of Directors, except as may otherwise be provided by law, the Articles of Incorporation or these By-laws. All Directors shall be given sufficient notice of each meeting of the Board of Directors. Directors may vote by valid proxy as permitted by Article II, Section 3.

Section 9. Removal. Any Director may be removed for an intentional violation of the By-laws by a majority vote of a quorum of the members at a general or annual meeting.

ARTICLE V

Officers

Section 1. Officers. The Officers of the Corporation shall be the same persons elected as Directors. No less than four (4) Officers shall be elected at the annual membership meeting. Those Officers shall at a minimum be the President, a Vice President, a Secretary, and the Treasurer. All Officers of the Corporation shall perform such duties as from time to time may be determined by the Board of Directors. Nominations for Officers may be made by any member from the floor, or any Nominating Committee established pursuant to Article VIII, at the annual meeting with the express prior consent of the subject nominee(s).

Section 2. Term of Office. The Officers of the Corporation shall serve the same term as the Board of Directors.

Section 3. President. The President shall preside at all meetings of the members and the Board of Directors; may sign and execute all authorized contracts and other obligations and undertakings in the name of and on behalf of the Corporation; shall have general charge and supervision of the business of the Corporation; shall assign oversight duties to all officers of the Corporation as necessary and shall perform other such duties as may be required or assigned by the Board of Directors.

Section 4. Vice President. In the absence or disability of the President, a Vice President shall perform any and all duties of the President. A Vice President shall have such other powers and perform such other duties as the President and/or the Board of Directors may assign. Vice presidential seniority shall be determined by the Board of Directors at their first annual meeting.

Section 5. Secretary. A Secretary shall keep the minutes of all meetings of the members and the Board of Directors; shall issue notice of all meetings; shall record all votes; shall perform all duties incident to the office of the Secretary and perform such other duties as the President and/or the Board of Directors may assign.

Section 6. Treasurer. The Treasurer shall have joint responsibility with the President for the finances of the Corporation under the guidance and direction of the Board of Directors; shall have fiduciary control of and responsibility for all the Corporation's funds, subject to such internal controls and regulations as may be prescribed by the Board of Directors; shall be responsible for the accurate accounting of all funds, in whatever form received, held or disbursed by the Corporation; may endorse on behalf of the Corporation for collection, checks, notes and other obligations. All monies shall oversee the keeping of proper books of account. The Treasurer shall have the custody of the corporate funds, securities, other similar valuable effects, and evidences of indebtedness, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as from time to time may be designated by the Board of Directors/Officers. The Treasurer shall disburse the funds of the Corporation in such manner as may be ordered by the Board of Directors/Officers from time to time and shall render to the Board of Directors/Officers at regular meetings of the Board or whenever any of them may so require, an account of all transactions and of the financial condition of the Corporation.

ARTICLE VI

Fiscal Affairs and Audits

Section 1. Fiscal year. The fiscal year of the Corporation shall commence on the first day of January and shall end on the thirty-first day of December in each year.

Section 2. Annual Report. The Treasurer shall file an annual report at the annual meeting.

Section 3. Funds. All funds and property received by or coming into the custody of the Corporation belong to the Corporation and are entrusted to the Corporation to be expended only for authorized purposes. The financial affairs of the Corporation shall be kept in such manner as to show readily the financial condition of the Corporation to facilitate the preparation of any periodic reports to the Directors/Officers and of prescribed annual reports to the Corporation. No Corporation member or official is authorized to commit the funds of the Corporation or otherwise obligate the Corporation except to the extent that funds are available to the Corporation for discharging such commitment.

Section 4. Deposits and Withdrawals. All funds received for on the account of the Corporation shall be acknowledged by issuance of official receipts and deposited in bank(s) or depository(ies) in the name of the Corporation. Withdrawals shall be made only by checks or similar orders signed by the Treasurer alone if the withdrawal is less than \$200.00. If a withdrawal is in excess of \$200.00 the check shall be countersigned by the President. Only banks that are members of the Federal Deposit Insurance

Corporation or credit unions that are members of the National Credit Union Share Insurance Fund may be used as depositories.

ARTICLE VII

Minutes and Records

Section 1. Minutes and Records. The minutes and records shall be kept by a Secretary and shall be accessible to the members of the Corporation.

ARTICLE VIII

Committees

Section 1. Committees. The Board of Directors shall have the power and duty to establish and delegate power to such committees as it may deem necessary for the proper management of the Corporation and shall determine their duties and functions. Upon establishment of a Committee, the President shall notify the members of the establishment, powers, duties and purpose of the Committee and its membership at the next general meeting.

Section 2. Committee Chairs. The Chairs of all established Committees shall be determined by the members of each Committee.

Section 3. Committee Meetings. Meetings of any Committee may be called by the Chair of the Committee or the Board of Directors.

Section 4. Committee Dissolution. Committees may be dissolved by the Board of Directors with the approval of a majority vote of a quorum of the members at a general or annual meeting.

ARTICLE IX

Non-Partisan Policy

Section 1. No Candidate Endorsements. In recognition of the diversity of interests and political opinions of the individual members, and in order to promote participation in and cooperation within the Corporation, the Corporation shall not endorse any candidate for elective or other political office, nor shall any Director/Officer in their official capacity, or any member on behalf of the Corporation or in their capacity within the Corporation, endorse any candidate for elective or other political office.

ARTICLE X

Representation of the Corporation

Section 1. Representation of the Corporation. No member, Director/Officer, Committee, or Board of Directors shall represent to any governmental agency; civic, fraternal, or educational institution or association; elected body; private person; or corporation that they speak or write on behalf of the Corporation without first being specifically authorized by a majority vote of a quorum of the members at a general or annual meeting.

Section 2. Qualified Representation of the Corporation. If a special meeting has been held pursuant to Article III, Section 4, to address an issue which requires a representation otherwise prohibited by Section 1, a member shall be authorized to make such a public, corporate representation provided that at least fifty percent (50%) of those members to be notified of the special meeting pursuant to Article III, Section 5, vote to allow such representation. However, any such representation shall be prefaced with the following statement: "The Calvert Hills Citizens' Association Bylaws require (10) days notice of a general membership meeting. Sufficient time does not exist to comply with that requirement. Therefore, at a special meeting of the members, the following position was adopted."

ARTICLE XI

Dissolution Clause

Section 1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the City of College Park, Maryland, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Prince George's County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendments

Section 1. Amendments. Amendments to these By-laws may be adopted at any general or annual meeting of the members at which a quorum is present. Amendments may be adopted by a vote of two-thirds (2/3) of the members present and voting and those members submitting a valid proxy pursuant to Article II, Section 3 at the meeting provided that at least thirty (30) days written notice of any such meeting is provided reasonably to the members in accordance with Article III, Section 3 and contains reasonably adequate notice of the terms of the amendment proposed.

NOTES:

(a) These by-laws were adopted and approved by a unanimous vote of the Board of Directors on June 6, 1995 at a general meeting of the members following at least seven (7) days notice of the proposed By-law amendments prior to the meeting.

(b) These by-laws were subsequently amended by a unanimous vote of the members of the Corporation at an annual meeting occurring on June 8, 2013. For these amendments, all annual meeting requirements described in Article III of the by-laws were met, and at least thirty (30) days written notice of proposed By-law amendments were provided to members of the Corporation, as required by Article XII, Section 1.

(c) These by-laws were subsequently amended by a unanimous vote of the members at a general meeting on December 8, 2021, following the procedures set forth in Articles III and XII.