

AMENDED VERSION APPROVED March 3, 2008:

**WESTGATE COMMUNITY ASSOCIATION, INC.**  
**By-Laws**

**PURPOSES,** The purposes of the Corporation are exclusively charitable, scientific, educational, and nonprofit as defined under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and are as follows:

- (A) To combat neighborhood deterioration;
- (B) To facilitate community involvement and service by Westgate citizens;
- (C) To create programs to promote neighborhood safety in the Westgate community and surrounding communities; and
- (D) To undertake other projects, programs, and activities not inconsistent with section 501(c)(3) of the Internal Revenue Code and applicable state law, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as the need to do so presents itself in the opinion of the Board of Directors.

A R T I C L E I

Membership, Meetings, and Quorum

Section 1. Membership Qualifications: Any owner of property in or resident of the Westgate community shall be entitled to membership in the Association provided that: (i) such person is at least 18 years of age, and (ii) that Association dues are fully paid in accordance with Article V below. Each member shall be entitled to one vote.

Section 2. Boundaries: Unless otherwise herein specified, the term "Westgate" shall refer to that area in Baltimore City and Baltimore County designated on the map and indicated by the perimeter addresses listed attached hereto as Exhibit A; the term "Association" shall mean the Westgate Community Association, Inc.; and the term "Members" shall mean any member or members of the Association entitled to vote.

Section 3. Meetings: Regular annual meetings of the Association shall be held on a selected Monday in May and October. Special meetings may be called by the President or in the President's absence by the Vice-President, and shall be called upon the request of any three members of the Board of Directors (as defined in Article III) or any twelve Members of the Association in good standing. Notice of such special meeting, clearly stating the purpose of the meeting, shall be made in writing (i.e. notice by first class mail or electronic correspondence) at least ten (10) days in advance of the scheduled meeting. No business shall be transacted at any special meeting except that for which the meeting was called.

- Section 3. Quorum:

The presence of 12 members who are in good standing i.e. (have paid their dues for the fiscal year) at any regular or special meeting of the Association shall constitute a quorum.

ARTICLE II

Election of Board of Directors and Officers

Section 1. Generally: The election of the Board of Directors and officers, as defined in Article IV, shall take place at the May meeting in each and every year and the officers then elected shall be installed at the end of the May meeting, their effective term commencing June 1st. Officers from the preceding year shall serve through and including May 31st of their term. Each officer shall serve for a term of one year (June 1 - May 31) or until their successors shall be elected and qualified.

ARTICLE III

Board of Directors

Section 1. Generally: The Board of Directors (hereafter referred to as "the Board" or "Directors") shall have the power to undertake any lawful action in order to manage the affairs of the Association, including without limitation the power to act in any manner set forth herein. The Board of Directors shall include the President, Vice-President, Secretary, and Treasurer. Directors shall be elected at the same meeting at which the officers are elected and shall serve for such term as is specified herein or until their successors are elected and qualify.

1.01 Number and Quorum: The number of voting Directors shall be seven (7), which number may be increased or decreased from time to time, as recommended by the Board and approved by a majority of the Members present at a regular or special meeting of the Association, so long as the total number of Directors is never less than three (3) nor greater than eleven (11). The presence at any meeting of a majority of Directors entitled to vote shall constitute a quorum.

1.02 Classes of Directors: There shall be two classes of Directors entitled to vote: Class A Directors and Class B Directors. Half (or a simple majority in the case of an odd number) of the Directors shall be Class A Directors. For example, for 5 such Directors, 3 shall be Class A; for 6 such Directors, 3 shall be class A; and for 7 such Directors, 4 shall be Class A. The minutes shall clearly reflect whether a Director is Class A or Class B.

1.02.01 Anything herein to the contrary notwithstanding, commencing with the term beginning June 1, 2008, Class A Directors shall serve for two years, their term ending May 31, 2009. Thereafter, each Class A Directors shall serve for a two year term.

1.02.02 Anything herein to the contrary notwithstanding, commencing with the term beginning June 1, 2008, Class B Directors shall serve for one year, their term ending May 31, 2009. Thereafter, each Class B Directors shall serve for a two year term.

Section 2. Vacancies: In the event of a vacancy in the Board, the Board shall have the power to appoint a substitute Director, who shall serve for the remainder of that Director's term or until the next regularly scheduled meeting of the Members of the Association, whichever shall come first. In the event that the term for the vacant Director position has not yet expired by the next regularly scheduled meeting of the Association, the replacement for that vacant position shall be made by the Members, either by confirming the existing substitute Director or designating another replacement.

Section 3. Removal: In the event that any Director fails to attend three (3) consecutive, regularly scheduled, meetings of the Board, the Board may, at the next regularly scheduled meeting, remove that Director and designate a replacement for his or her position. Any Director may be removed upon a vote of a majority of the total membership at any regular or special meeting of the Association duly called for that purpose. A Director may resign at any time by providing written notice to the President of the Association. Any replacements necessary under this Section 3 shall be made in accordance with the provisions of Article III, Section 2 above.

Section 4. Committees: The Board may establish such committees as are necessary to conduct the activities of the Association; provided, however, that: (i) committees may consist of Directors and/or Members; and (ii) committees may only recommend action to the Board, but may not conduct any activity or expend funds unless expressly authorized by the Board in writing or acknowledged in Board minutes.

Section 5. Board Meetings: The Board shall have such regularly scheduled meetings as the President deems appropriate; provided, however, that: (i) each Director receives written notice of the regular meetings scheduled for any succeeding fiscal year prior to June 15th; (ii) the schedule is not thereafter altered more than twice in any 12 month period; (iii) Directors receive at least ten (10) days written notice of any alteration in the schedule of regular meetings; and (iv) the Board has at least six (6) regularly scheduled meetings per annum, occurring no more often than once per month. Special meetings may be called by the President or shall be called upon the request of any three members of the Board. No business shall be transacted at any special meeting except that for which the meeting was called. Notice of special meetings may be made in writing, or by telephone, or electronic communication, at least five (5) days in advance of the meeting date; such notice shall clearly describe the purpose of the meeting.

Section 6: Action without Meeting: Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing, or via electronic correspondence, setting forth the action taken is signed by a quorum of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

## ARTICLE IV

### Officers

Section 1. Generally: The officers of the Association shall consist of a President, a Vice President, a Secretary, and a Treasurer. Any officer or member of the Board of Directors may be removed during their term of office by a majority vote of the total membership of the association present at a meeting duly called for that purpose.

Section 2. President: The President shall preside at all meetings of the Board and the Association. The President shall perform the duties which usually attach to the office of President and such other duties as may from time to time be assigned to him by the Board of Directors of the Association. Should both the President and Vice-President fail to attend any meeting, the members shall elect a Chairman pro tem.

Section 3. Vice-President: The Vice-President shall be vested with all the powers and perform the duties of the President in the President's absence; the Vice-President shall perform such other duties as may be assigned by the Board of Directors or the Association.

Section 4. Secretary: The Secretary shall be the custodian of the records of the Association and the Board meetings. The Secretary shall attend to the giving and serving of all notices as required by law or these By-Laws. The Secretary shall keep a complete roster of the members and shall perform such other duties as may be from time to time assigned by the Board. In the absence of the Secretary from any meeting, the presiding officer may appoint a secretary pro tem.

Section 5. Treasurer: The Treasurer shall be the chief financial officer of the Association. The Treasurer shall collect the membership dues and shall have custody of all funds. All receipts shall be deposited in a bank to be approved by the Board and all disbursements shall be by check, signed by the Treasurer. The Treasurer shall make monthly reports of receipts and disbursements and shall at the October meeting of the Association submit an annual report accounting for the receipts and disbursements of the proceeding fiscal year.

## Article V

### Dues and Funds

Section 1. Dues: The dues shall be established by the Board, at its reasonable discretion; provided, however, that: (i) dues are payable per annum; (ii) dues may not be increased more than fifty percent (50%) per annum without the approval of the quorum of the board; (iii) existing members receive at least 30 days notice prior to an increase in such dues for the next succeeding fiscal year; (iv) dues are assessed on the basis of a post office address within Westgate and not on the basis of the number of members within a household; and (v) dues are due in advance for the next succeeding fiscal year at or before the May meeting of the Association. Any member whose dues are not timely paid shall not be in good standing and may not vote at any regular or special meeting or have the privilege of the floor in any discussion. Any such suspended member may be reinstated at any time by the payment of dues.

Section 2. Additional Funds: The Board shall have the power to solicit or obtain such additional funds as it reasonably deems necessary to support the best interests of the Association. Such additional funds may be solicited or obtained by undertaking fundraising activities, applying for private or governmental grants, or raising funds in any other lawful manner that is not in contravention of the organizational documents of the Association.

Section 3. Expenditures: The Board shall have the power to expend funds on behalf of the Association in order to undertake such activities as the Board deems reasonably necessary and appropriate. All income and expenditures for the immediately preceding fiscal year shall be reported to the members at the October membership meeting.

Section 4. Compensation/Reimbursement: The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as Directors or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

Section 5. Fiscal Year: The fiscal year shall be from July 1 to June 30.

## ARTICLE VI

### Order of Business.

Section 1: Generally: The order of business for meetings of both the Board of Directors and Members shall be as follows:

1. Call to order
2. Determination of Quorum
3. Reading of minutes of previous meeting
4. Reports of officers and committees
5. Unfinished business
6. New business
7. Good of the Association
8. Adjournment

The order of business may be changed at any meeting upon proper resolution.

## ARTICLE VII

### Amendment.

Section 1: Generally: The By-Laws of the Association may be amended only by a two-thirds majority vote at any regular or special meeting of the Association called especially for that purpose, provided such amendment be duly proposed at a prior meeting or shall be submitted in writing to the Members by mail at least ten days before such meeting.

## ARTICLE VIII

### Conflict of Interest

Section 1. Generally: Any Director, Officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Association for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction.

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If after hearing the member's response and after making further investigation as warranted by the circumstances, the Board will determine if the member has failed to disclose an actual or possible conflict of interest, and shall take appropriate disciplinary and corrective action.

1.01 The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can be reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberation with respect to such contract, transaction, or determination) the issue. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

1.02 The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum was present.

## ARTICLE IX

### Indemnification

Section 1. Generally: The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.

A R T I C L E X

Nondiscrimination

Section 1. Generally: The organization's, officers, Directors, employees, and persons served by the corporation shall be selected in a non-discriminatory manner with respect to age, sex, color, national origin, sexual orientation, and political or religious opinion or affiliation.

Adopted by the Board of Directors and Westgate Community Association Membership this day of March 3, 2008

Signatures:

Linda Lottes Smith 4/13/08  
President Dated

Allen Jones 4/13/08  
Vice-President Dated

Mark Byler 4/13/08  
Treasurer Dated

Suzanne Hollins 4/13/08  
Secretary Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the By-laws adopted by the Board of Directors and Westgate Community Association membership.

Suzanne Hollins 4/13/08  
Secretary Dated

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