

BYLAWS OF THE CAMBRIDGE ASSOCIATION OF NEIGHBORHOODS, INC.

ARTICLE I. TITLE AND LOCATION

Section 1. Name.

The name of this organization shall be the CAMBRIDGE ASSOCIATION OF NEIGHBORHOODS, INC. (hereafter referred to as "CAN").

Section 2. Location.

The location of the principal office of CAN shall be in Cambridge, Maryland 21613 at a place determined by the Board of Directors.

ARTICLE II. PURPOSE AND OBJECTIVES

The purposes and objectives of CAN are:

1. To foster and enhance the quality of community life for all residents of Cambridge, Maryland through the support of community events, social activities and neighborly assistance.
2. To protect and enhance the value of properties located in Cambridge, Maryland by improving building and zoning codes and supporting adherence to these codes. This includes supporting the Cambridge Historic District guidelines where applicable.
3. To engage in all lawful activities incidental to the foregoing purposes.

ARTICLE III. MEMBERSHIP

Section 1. Membership Area.

The boundaries of CAN membership area, as described in Article XV of these Bylaws, may be modified by a majority vote of the Board of Directors.

Section 2. Classes of Membership.

There shall be two (2) classes of membership in CAN: Individual and Organizational. Dues for each class of membership shall be set by a majority vote of the Board of Directors present at the Annual Business Meeting for the period January 1st through December 31st. The Board may waive dues for an Individual or Organization at its discretion.

Section 3. Membership Requirements.

All individuals and organizations subscribing to the purposes and objectives of CAN and owning property, residing or operating a business within the area described in Article XV of these Bylaws shall be eligible for membership. A member shall be described as being in "Good Standing" upon payment of the dues established by CAN for the term that is established.

Section 4. Voting Rights.

Each individual member in Good Standing shall be entitled to one vote on any matter requiring a vote by membership. Each organization in Good Standing shall be entitled to one vote on any matter requiring a vote by membership. The organization shall designate one representative of said organization to cast the organization's vote. If the designee of the organization is also an individual member, the designee shall only be entitled to one vote as a representative of the organization and not as an individual member.

Section 5. Eligibility for Office.

All members in Good Standing residing within the boundaries described in Article XV, shall be eligible to serve on the Board of Directors.

Section 6. Terms of Membership.

Membership in CAN shall remain in force so long as the member remains in Good Standing and supports the objectives of CAN. Membership may be withdrawn by a vote of two-thirds (2/3) of the entire Board of Directors.

ARTICLE IV. MANAGEMENT.

Section 1. Board of Directors.

The management of CAN shall be vested in the Board of Directors consisting of four (4) officers (President, Vice President, Treasurer and Secretary) and seven (7) Board members. The Directors shall be elected by and from membership who are eligible to hold office. The number of Directors may be increased or decreased by amendment to these Bylaws by a general membership vote.

Section 2. General Powers and Duties.

Authority and responsibility for the operation of CAN is vested in the Board of Directors which shall have the right, power, authority and duty to manage the activities and affairs of CAN and to act for and on its behalf in accordance with the Articles of Incorporation, these Bylaws, and applicable law, but may delegate to its agents and committees of CAN such rights, powers, duties, and authority as it sees fit. The Board shall have the power to make such rules and regulations as may be necessary or advisable for

the orderly and efficient management of CAN business and property, and from time to time, to amend such rules and regulations. This authority does not apply to the Bylaws which can only be amended by a majority vote of the membership at a regular or special meeting.

Section 3. Annual Business Meeting.

The Board of Directors shall hold an Annual Business Meeting of the membership of CAN during the month of January for the election of Directors and for the transaction of such other business as may properly come before the meeting. All matters including the election of Directors shall be decided by the majority vote of the members present and voting. Absentee votes are permitted if submitted to the Secretary **seven (7) days** in advance of the meeting.

Section 4. Other Regular and Special Meetings

Regular meetings of the Board of Directors may be held on such dates and at such places as may be fixed by the Board. Special meetings of the Board of Directors and special meetings of the membership at large may be called by the President and shall be called by the President upon the written request of a simple majority of the Directors. The President shall call a special meeting of the membership upon receiving written request for such meeting by 20% of the membership. The Secretary shall be responsible for certification of written requests for meetings and for their announcement.

Section 5. Notice of Meetings

The Secretary shall provide each Director and the CAN membership with notice of the date, time and place of all meetings of the Board of Directors and all meetings of the membership at large at least seven (7) days prior to each regular meeting and at least 24 hours prior to any special meeting. All such meetings shall be open to attendance by any CAN member in Good Standing.

Section 6. Place of Holding Meetings

All meetings of CAN shall be held in Cambridge, Maryland in a place designated by the Board of Directors.

Section 7. Terms of Service

Members of the Board of Directors shall be elected by majority vote of the membership present at the Annual Business Meeting. All Directors shall enter upon their official duties upon being elected. Members are elected for staggered terms of two (2) years, so that no more than half of the Board members' terms shall expire in a given year. The initial Board members shall serve one- or two-year terms as designated. Upon the expiration of

their terms, the Board members are eligible for reelection to the same or a different office. Board members may serve no more than two consecutive terms. There must be an interval of one year before they may again seek election to the Board. This gap in office does not apply to committee chairmanships or other appointed positions.

Section 8. Vacancies

If a vacancy should occur on the Board of Directors, the remaining Directors, by affirmative vote of a majority thereof, may select an individual to fill said vacancy at any meeting of the Board, and such Director shall serve until the next Annual Business Meeting.

Section 9. Resignation and Removal of Directors

An individual member of the Board may resign at any time during his or her term of office. Any individual member of the Board, including Directors who fail to attend three (3) consecutive regular meetings of the Board, may be removed by a vote of two-thirds (2/3) of the total Board. Any Director removed by such a procedure shall be duly notified of the action taken.

Section 10. Compensation

No Director shall receive any compensation for serving as a Director on the Board.

Section 11. Quorum

For the transaction of business by the Board of Directors, a quorum shall consist of not less than one-half (1/2) of the number of Directors. For a Board consisting of an odd number (e.g., 11) the quorum would be rounded up (e.g., 6) for the majority.

Section 12. Voting

Each member of the Board of Directors shall have one vote on each matter that comes before the Board. All issues subject to vote by the Board shall be decided by a simple majority of those present. A member of the Board of Directors may be counted as present if participating remotely by telephone or other electronic means so approved by the Board of Directors. Remote participation shall count toward the Quorum requirement.

Section 13. Action Between Meetings

It may be necessary, from time to time, for the Board of Directors to take action between meetings. The entirety of the Board of Directors must be notified of the proposed action by electronic delivery. The matter shall be decided by a simple majority of the Board of Directors affirming or denying the action by electronic delivery. The Secretary shall record the action

taken, promptly advise the membership of the Board by electronic delivery, and append the text of the action to the minutes of the next scheduled meeting of the Board.

ARTICLE V. OFFICERS

Section 1. Executive Officers

The officers shall consist of a President, Vice President, Treasurer and Secretary.

Section 2. Duties of the Officers

The officers of CAN shall administer the affairs of the organization in accordance with the Bylaws and Board policies. The specific duties of each officer shall include, but not be limited to, the following:

President:

The President shall be responsible for the day-to-day management of CAN under the general policies approved by the Board of Directors and, in general, act as the chief executive officer. The President shall preside at all CAN meetings, including meetings of the Board of Directors. The President shall appoint chairpersons to committees that have been approved by the Board. The President shall be the spokesperson for the organization. The President shall be responsible for the compilation of an annual report to be presented at the Annual Business Meeting.

Vice President:

The Vice President, in the absence of the President, shall perform the duties of the President. Each January, the Vice President, with a concurrence of a majority of the Board of Directors, shall appoint a CAN member in Good Standing to assemble an Audit Committee and lead the annual audit of the organization. No member of the Board of Directors may lead or serve as a member of the Audit Committee. The Vice President shall chair the CAN nominating committee and perform other duties as the Board may request.

Treasurer:

The Treasurer shall be responsible for overseeing the fiscal activities and shall be the custodian of the organization's funds. The Treasurer shall provide a quarterly and annual financial statement to the Board of Directors and present the annual summary of fund status to the membership at the Annual Business Meeting. The Treasurer shall deposit all funds to the credit of the Organization in general or special accounts in such banks or other depositories as the Board of Directors may select. If requested by the Board, the Treasurer shall, at the expense of the Organization, obtain a

bond for the faithful performance of his or her duties. The Treasurer shall assist the Audit Committee in the annual audit of the CAN financial records, providing such information as the Committee may require. The Treasurer will submit all required financial records to the appropriate Federal, State and Local governments. The Treasurer shall perform all other duties normally related to the office of the Treasurer as assigned by the President.

Secretary:

The Secretary shall be responsible for maintaining the records of CAN and keeping minutes of all meetings of the membership and the Board of Directors. The Secretary shall ensure proper notifications of all CAN meetings and shall certify that quorums and certifications for meetings fulfill the requirements outlined in the Bylaws.

Section 3. Check and Other Financial Signatures

The Treasurer is authorized to sign all checks up to \$500.00. Checks above that amount must be countersigned by the President or, in his or her absence, the Vice President. The Vice President may sign checks in the Treasurer's absence. The President and Treasurer must sign all documents that obligate the Organization to a financial commitment, except that the Vice President may sign in either's absence.

ARTICLE VI. EMPLOYEES

The Board of Directors may employ such full- or part-time personnel as necessary to support the functions of the Organization.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND EMPLOYEES

Section 1. Definition

The provisions of this Article shall apply to each individual director or employee of CAN.

Section 2. Indemnification

CAN shall indemnify each individual director and employee of the Organization against expenses and liabilities (including attorney fees) actually and necessarily incurred by them, or imposed on them, in conjunction with any action, suit or proceeding in which they or any of them are made parties or in which they become involved as a party, by reason of being or having been a present and or past director or present and or past employee of CAN. CAN shall not, however, be obligated to cover such expenses to which any such current or former director or employee shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. Any indemnification payments shall be specially authorized by the Board of Directors, or, at

their designation, by independent counsel. Any potential obligations under this Article may, at the discretion of the Board of Directors, be funded by insurance.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees

There shall be standing committees as established by the Board of Directors. The President shall appoint the Chair of each standing Committee where the Chair is not designated by the Bylaws. All committee members shall be appointed by the Chair of the Committee.

Executive Committee:

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and one additional Director elected by the Board of Directors. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Organization and shall report such recommendations to the Board of Directors for action.

Nominating Committee:

The Nominating Committee shall be Chaired by the Vice President and include at least three (3) other voting members of CAN. The committee will meet at least sixty (60) days before the Annual Business Meeting to nominate candidates for election to the Board of Directors. Nominations for the Board of Directors may also be taken from the membership if received 30 days before the meeting.

Communications Committee:

The Communications Committee shall be chaired by the Secretary and include as members the Chairs of the Website, Newsletter and Email subcommittees. This committee will keep the membership lists and email addresses of all members. All correspondence with CAN membership at large shall go through the Committee Chair or designee. In carrying out these duties, the Committee may solicit advertising and sponsorship.

Housing Quality Committee:

The Housing Quality Committee shall have subcommittees or subgroups dealing with Zoning Regulations, Housing Code Enforcement, Neighborhood Safety, The Historic District and any other subcommittee related to the improvement of housing and the safety of the residents.

Neighborhood Development Committee:

The Neighborhood Development Committee shall have subcommittees or subgroups dealing with Neighborhood Block or Street Teams, community-wide social events, welcoming programs, charity and youth Sponsorship activities and any other activity related to improving the social and cooperative programs in the Community.

Section 2. Other Committees

The Board of Directors shall have the authority to establish any committee that supports the mission of CAN.

ARTICLE IX. AMENDMENTS

These Bylaws may be altered by the affirmative vote of the majority of members entitled to vote and present at any Annual or Special meeting of the membership or by absentee vote, provided that number is over 20 members and that the text of any proposed amendment has been submitted in writing to all members of CAN and to the Board of Directors via the Secretary. Notice shall be provided at least seven (7) days prior to the meeting at which the Bylaws changes are to be addressed.

ARTICLE X. DISSOLUTION

In the event CAN is ever dissolved, the Board of Directors, after paying or making provision for payment of all liabilities of the Organization, shall dispose of all assets of the Organization exclusively for the purposes of CAN in such a manner, or to such an organization or organizations organized and operated exclusively "for culture, educational, environmental, and civic purposes" as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so alternatively disposed of and after all informal attempts having failed shall be disposed of by a court with competent jurisdiction exclusively and operated exclusively for above said purposes. The decision to dissolve shall be made by a majority vote of the entire Board of Directors.

ARTICLE XI. LIMITS TO THE CORPORATION ACTIVITIES

Notwithstanding any other provision of the Bylaws, the Organization shall not undertake any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or by a corporation, contributions to which are

deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law).

ARTICLE XII. FISCAL YEAR

The CAN fiscal year shall begin on the first day of January each year and end on the thirty-first (31) day of December each year.

ARTICLE XIII. SEVERABILITY

If any provision of these Bylaws is or becomes void or unenforceable by force of law, the other provisions shall remain valid and enforceable.

ARTICLE XIV. NON-DISCRIMINATION

CAN shall not discriminate on account of race, creed, national origin, gender, age, sexual orientation, gender identity or disability with respect to selection of Board members, employment of staff or in connection with any other activity of CAN.

ARTICLE XV. GEOGRAPHIC DESCRIPTION OF “CAN” MEMBERSHIP AREA

The boundaries of the Organizations membership areas are the corporate limits of the City of Cambridge, Maryland 21613.

Defined terms:

Individual. Any person over the age of eighteen years owning property or residing within the boundaries defined in Article XV. Residing shall be construed to include any owner-occupant or non-owner-occupant occupying a residential property on a full- or part-time basis within the aforesaid boundaries.

Organization. Any corporate, limited liability company, partnership, not-for-profit or religious organization duly and appropriately formed and organized and registered as in Good Standing with the Maryland Department of Assessments and Taxation and maintaining offices or operating within the boundaries defined in Article XV. Multiple organizational memberships that include a majority of the same officers, members, partners or owners shall not be permitted.

Absentee Vote. A vote cast by someone unable to attend a meeting for any reason. An absentee vote must be submitted to the Secretary

seven (7) days prior to any scheduled vote. Absentee votes shall be permitted for matters set forth in Article III, Section 4 and Article IX only. The format and submission requirements for an absentee ballot shall be established by the Board of Directors.

Notice/Notifications. Shall be provided by electronic delivery to the membership at large and by posting on the website, if available. The Board may, but shall not be obligated to, place notices in a newspaper or other periodical publication.