

# **BYLAWS OF THE CAMBRIDGE ASSOCIATION OF NEIGHBORHOODS, INC.**

**Revised January 16, 2024**

## **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:

- (a) 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.
- (b) 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.
- (c) To engage in all lawful activities incidental to the foregoing purposes.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Geographic Boundaries of Membership Area.**

The geographic boundaries of the Organization's membership areas are the corporate limits of the City of Cambridge, Maryland 21613, and its environs as determined by the Board of Directors.

### **Section 2. Classes of Membership.**

There shall be three (3) classes (categories) of membership in CAN: Individual, Household, and Organizational. Dues for each class (category) of membership shall be set by a majority vote of the Board of Directors for the period February 1<sup>st</sup> through January 31<sup>st</sup>. The Board may waive dues at its discretion.

**Section 3. Membership Requirements.**

All Individual members, Household members, and Organizational members subscribing to the purposes and objectives of CAN and owning property, residing in, or operating a business within the area described in Article III, Section 1 of these Bylaws shall be eligible for membership. A member shall be described as being in “Good Standing” upon paying dues and/or satisfying any other conditions established by the Board of Directors.

**Section 4. Voting Rights.**

Each Individual member or Household member in Good Standing shall be entitled to one vote on any matter requiring a vote by membership. Each Organizational member in Good Standing shall be entitled to one vote on any matter requiring a vote by membership. The organization shall designate one representative to cast the organization’s vote. Individual and Household members may not serve as Organizational representatives.

**Section 5. Eligibility for Office.**

All Individual and Household members and Organizational representatives in Good Standing residing within the boundaries described in Article III, Section 1 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 (Board Members).**

The management of CAN shall be vested in the Board of Directors consisting of four (4) Officers (President, Vice President, Treasurer, and Secretary) plus no fewer than five (5) nor more than eight (8) Members-at-Large.

- (a) Officers and Board Members-at-Large shall be elected by and from members who are eligible to hold office in accordance with Article IV, Section 3(a) and Article IV, Section 7 below.

- (b) The number (between 5 and 8) of Board Members-at-Large in any calendar year shall be determined a majority vote of members present at that year's Annual Business Meeting.

## **Section 2. General Powers and Duties of the Board.**

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. Membership Meetings.**

- (a) The President shall convene the membership of CAN during January of each year for an Annual Business meeting and may convene additional membership meetings periodically to discuss matters of interest to the community. Membership meetings may include Board actions and votes as warranted. The election of Directors (Officers and other Board Members), shall be decided by a majority vote of the CAN members present and voting at the Annual Business Meeting. Absentee votes are permitted if submitted to the Secretary **seven (7) days** in advance of the meeting.
- (b) The Board of Directors may elect to delay the Annual Business Meeting for reasons related to public health or other emergencies, subject to timely notification of the membership.
- (c) The above notwithstanding, the President shall convene the Annual Business meeting or other membership meeting within 30 days of receiving a written request for such meeting by 20% of the membership. The Secretary shall be responsible for certification of such requests and for announcement of the meeting.
- (d) The Secretary shall distribute minutes of all membership meetings to the CAN membership.

**Section 4. Board and Executive Committee Meetings.**

Regular and Special meetings of the Board of Directors (Board Meetings) and of the Executive Committee may be convened by the President as needed.

- (a) The President may elect to convene in-person meetings, hybrid meetings, or entirely virtual meetings of the Board or the Executive Committee.
- (b) A member shall be counted as present in any meeting in which the member participates virtually, subject to identification satisfactory to the Secretary.
- (c) The President shall call a Special Board Meeting upon the written request of a simple majority of the Directors (Board Members).
- (d) The Secretary shall distribute minutes of all Board and Executive Committee meetings to the CAN membership.
- (e) 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 (Board Member) and the CAN membership with notice of the date, time and place of all meetings of the membership at large at least seven (7) days prior to each meeting. All such meetings shall be open to the public.

**Section 6. Location of Meetings.**

Any in-person, hybrid, or entirely virtual meeting shall be conducted in the City of Cambridge, or its immediate environs, to be determined by the Board of Directors.

**Section 7. Terms of Service for Directors (Board Members).**

Members of the Board of Directors shall be elected by majority vote of the membership present at the Annual Business Meeting. All Directors (Board Members) shall enter upon their official duties upon being elected. Members are elected for staggered terms of two (2) years. To the extent practicable, approximately half of the Board members' terms should expire in a given year. (The initial Board members shall serve one- or two-year terms as designated.)

- (a) Upon the expiration of their terms, Board Members are eligible for reelection to the same or a different office.

- (b) Board Members may serve no more than four 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 service as committee chairs or other appointed positions.

### **Section 8. Board 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 (Board Members).**

An individual Director (Board Member) may resign at any time during his or her term of office. Any individual Director (Board Member) who fails 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 (Board Member) removed by such a procedure shall be duly notified in writing of the action taken.

### **Section 10. Compensation of Board Members.**

No Director (Board Member) shall receive any compensation for serving on the Board.

### **Section 11. Board Quorum.**

For the transaction of business by the Board of Directors, a quorum shall consist of a majority of the total number of Directors (Board Members).

### **Section 12. Board Voting.**

Each member of the Board of Directors (Board Member) 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. Board Action Between Meetings.**

It may be necessary, from time to time, for the Board of Directors to take action between meetings.

- (a) The entirety of the Board of Directors must be notified of the proposed action by electronic delivery.
- (b) The matter shall be decided by a simple majority of the Board of Directors (Board Members) affirming or denying the action by electronic delivery.
- (c) 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.

#### **Section 14. Procedures for Board Elections.**

- (a) Pursuant to CAN Bylaws at Article VIII, Section 3, all nominations for Board positions must be forwarded to the Nominating Committee at least 30 days prior to the date of the election.
- (b) As soon as possible following the close of nominations on the 30th day prior to the election, the Nominating Committee, in consultation with the Treasurer and the Secretary shall certify any nominee who was a member in Good Standing as of the close of nominations. Such certified members in Good Standing shall be placed on the election ballot.
- (c) The Secretary shall inform all CAN Members of the certified nominees no later than 14 calendar days prior to the election.
- (d) All members in Good Standing as of the close of nominations on the 30th day prior to the election shall be eligible to vote in the election.
- (e) Any member eligible to vote in the election may request an absentee ballot to be submitted to the CAN Secretary at least seven (7) days in advance of the meeting.
- (f) The CAN Secretary shall provide each member in Good Standing with the election ballot upon arrival at the Annual Business Meeting.
- (g) The election shall be conducted by a Board Member who is not on the election ballot.
- (h) Election to office shall require a majority vote of the members present and voting. Voting shall be conducted by secret ballot except for any nominee who is unopposed, in which case a voice vote shall be sufficient.
- (i) Where a secret ballot is required, two Board Members who are not on the ballot shall count the votes and announce the results prior to the close of the meeting.

#### **Section 15. Membership Records.**

- (a) CAN membership shall extend from February 1 through January 31 annually.

- (b) The Secretary shall receive membership enrollments and maintain accurate membership records, including names, physical addresses, and email addresses.
- (c) The Secretary shall provide for enrollment of new members through the CAN website.
- (d) The Secretary shall promptly notify the Treasurer and the email distribution coordinator of each new member enrollment.
- (e) The Secretary shall send a “welcome” message to each new member.
- (f) Each January, the Secretary shall notify all members of dues requirements, if any, for the upcoming membership year.

## **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, those specified herein.

### **Section 3. 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.

- (a) The President shall preside at all CAN meetings, including meetings of the Board of Directors.
- (b) The President shall appoint chairpersons to committees that have been approved by the Board.
- (c) The President shall be the spokesperson for the organization.

### **Section 4. Vice President.**

The Vice President, in the absence of the President, shall perform the duties of the President.

- (a) The Vice President shall chair the CAN Nominating Committee and perform other duties as the Board may request.

- (b) The Vice President, with a concurrence of a majority of the Board of Directors, shall appoint at least one CAN member in Good Standing to conduct an audit of the organization at two-year intervals.
- (c) Results of the audit shall be reported to the Board of Directors in writing.
- (d) No member of the Board of Directors may participate in conducting the audit, except to provide information needed for the audit.

### **Section 5. Treasurer.**

The Treasurer shall be responsible for overseeing the fiscal activities and shall be the custodian of the organization's funds.

- (a) The Treasurer shall collect and maintain a list of dues paid by members in accordance with requirements established by the Board of Directors.
- (b) The Treasurer shall promptly notify the Secretary of receipt of dues from any member.
- (c) The Treasurer shall receive donations and maintain a record of donors and the amount donated.
- (d) The Treasurer shall provide a financial summary at the Annual Business Meeting and at each Board of Directors meeting and Executive Committee meeting.
- (e) 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.
- (f) 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.
- (g) The Treasurer shall assist in any audit of the CAN financial records by providing such information as the auditor(s) may require.
- (h) The Treasurer will submit all required financial records to the appropriate Federal, State and Local governments.
- (i) The Treasurer shall perform all other duties normally related to the office of the Treasurer as assigned by the President.
- (j) The Treasurer shall sign checks in accordance with Article V, Section 7, below.

### **Section 6. Secretary.**

The Secretary shall be responsible for maintaining all CAN records, including membership records and email distribution lists in accordance with Article IV, Section 15 above.



- (a) The Secretary shall keep minutes of all meetings held or sponsored by CAN.
- (b) The Secretary shall approve and authorize all communications from CAN.
- (c) The Secretary shall provide for development and distribution of the CAN Newsletter.
- (d) The Secretary shall provide for development and maintenance of the CAN website.
- (e) 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 7. 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.

### **Section 2. Executive Committee.**

The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer and may include one additional Director elected by the Board of Directors.

- (a) The President may convene meetings of the Executive Committee as needed, subject to timely notification of all Board Members.
- (b) Executive Committee meetings shall be open to all Board Members.
- (c) 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.
- (d) Actions recommended by the Executive Committee must be presented for approval by a majority of the Board Members, either at a Board Meeting or in accordance with Article IV, Section 13 (Action Between Meetings).

### **Section 3. Nominating Committee.**

The Nominating Committee shall be Chaired by the Vice President and include at least one (1) other voting member of CAN. In accordance with Article IV, Section 14, the committee will nominate candidates for election to the Board of Directors at least sixty (60) days before the Annual Business Meeting. Nominations for the Board of Directors may also be taken from the membership if received by the Secretary at least 30 days before the Annual Business Meeting.

### **Section 4. Communications Committee.**

The Communications Committee shall be chaired by the Secretary and assist the Secretary in maintaining the records of CAN, including membership listings and

email listings; keeping minutes of all meetings of the membership, Board of Directors, Executive Committee, and other CAN meetings; distributing communications from CAN; providing for development and maintenance of the CAN website, and providing for development and distribution of the CAN Newsletter. In carrying out these duties, the Committee may solicit advertising and sponsorship.

#### **Section 5. Housing Quality Committee.**

The Housing Quality Committee shall have subcommittees or subgroups, as needed, dealing with such issues as 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.

#### **Section 5. Neighborhood Development Committee.**

The Neighborhood Development Committee shall have subcommittees or subgroups, as needed, dealing with such issues as 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 7. 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 the Annual Business Meeting or any Special Membership Meeting, provided that number voting is at least 20 members (participating in person or virtually).

- (a) The text of any proposed amendment must be submitted in writing to all members of CAN and to the Board of Directors via the Secretary.
- (b) Notice shall be provided at least seven (7) days prior to the meeting at which the Bylaws changes are to be addressed.
- (c) Absentee voting shall be permitted as announced and certified by the Secretary.

**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. DONATIONS TO EXTERNAL ORGANIZATIONS**

CAN funds should primarily support CAN activities, including providing assistance to neighbors in maintaining their properties. Nevertheless, the CAN Board may authorize donations to other organizations under the following circumstances.

- (a) All proposed donations must be presented to the CAN Board of Directors for approval.
- (b) Donations may be made only to non-profit organizations.
- (c) Donations may not support religious or political purposes.
- (d) The mission of recipient organizations, and the goals of supported needs or events, must be consistent with CAN's mission.
- (e) Donations should ordinarily be made where CAN also hopes to achieve a collateral benefit, such as marketing or member recruitment.

## **ARTICLE XVI. DEFINITIONS**

**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.

**Household.** Any persons over the age of eighteen occupying a single residential property on a full- or part-time basis within the aforesaid boundaries.

**Hybrid Meeting.** Any meeting conducted partly in person, as well as having a virtual component that allows individuals to participate remotely via electronic means.

**In-Person Meeting.** Any meeting conducted in person. An In Person Meeting may be recorded or broadcast live.

**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.

**Notice/Notifications.** Shall be provided by electronic delivery to the membership at large and by posting on the CAN website, if available. The Board may, but shall not be obligated to, provide notices by other digital or nondigital means.

**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.

**Virtual Meeting.** Any meeting conducted entirely remotely via electronic means.