

AMENDED AND RESTATED BY-LAWS
OF
THE MEDFIELD COMMUNITY ASSOCIATION, INCORPORATED

ARTICLE I

Name and Object

SECTION 1. Name. The name of the Corporation shall be THE MEDFIELD COMMUNITY ASSOCIATION, INCORPORATED (the "Association").

SECTION 2. Purposes. The Association shall be operated exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (the "Code"), by (i) promoting the general welfare of the community known as "Medfield" and the City of Baltimore in general in whatsoever way the Corporation may determine and (ii) engaging in other activities that are permitted of organizations which are described in Section 501(c)(3) of the Code. The Association is a non-profit organization and is not formed for pecuniary or financial gain.

SECTION 3. Boundaries. Membership in the Association shall be available from the area of West 40th Street on the South, Hickory Avenue on the East, Cold Spring Lane on the North and the Jones Falls on the West.

ARTICLE II

Members

SECTION 1. Members. Membership in the Association shall be available to any person over eighteen years of age or any entity which is eligible for membership provided the requirements of membership have been completed.

SECTION 2. Categories of Membership. The following shall be categories of membership.

a. Individual. Any person over eighteen years of age is eligible to become a voting member of the Association if he or she is a:

- i. Resident: a person who owns property located in Medfield or a person renting residential property in Medfield and residing in the same.
- ii. Business Person: the operator of a business in Medfield.
- iii. A non-resident individual may obtain voting member status by vote of the general membership.

b. Organization. An entity or organization that is located in or provides services to residents of Medfield, such as churches, recreation centers, clinics, schools, businesses or any other organization interested in Medfield, may obtain non-voting member status. Voting member status shall only be available to an eligible organization by a vote of the general membership.

SECTION 3. Dues. Membership dues for residents, homeowners, businesses and organizations shall be set annually by the Board of Directors for each member regardless of whether such member is a voting or non-voting member and shall be collected by the Treasurer. Payment of dues is a requirement to be a member-in-good-standing, entitled to vote. Dues are not prorated.

SECTION 4. Powers and Duties. Voting members of the Association shall have the power to vote on: (1) election of officers; (2) budgetary appropriations not within the purview of the Board of Directors; and (3) general membership positions on bills, resolutions, and proposals that directly impact on the Medfield community. A Member shall be eligible to vote only if he or she is a member-in-good-standing at the time of such vote. It is the duty of each member of the Association to report and inform any Officer of the Association, either individually or at the General Meeting of the Association, of any matter which impacts on the health and general welfare of the Medfield community.

ARTICLE III

Officers

SECTION 1. Officers. The Officers of the Association shall be a President, Vice-President, Recording Secretary, Treasurer and a Board of Directors.

SECTION 2. Board of Directors. The Board of Directors shall consist of nine (9) members, including the President, Vice-President, Recording Secretary, Assistant Recording Secretary, Treasurer and two alternates for directors.

SECTION 3. Attorney. An Attorney shall be retained by the Board of Directors when deemed necessary and shall meet with the Board when requested.

SECTION 4. Duties and Powers. The duties and powers of the Officers of the Association are as follows:

a. President. The President shall be the chief executive officer of the Association, the Chair of the Board of Directors and shall preside at all meetings of the membership and the Board of Directors. He or she shall prepare or cause to be prepared the agenda of all meetings of the membership and the Board of Directors and shall call all special meetings. He or she may sign and execute in the name of the Association all authorized documents, contracts and correspondence. The President shall serve as the representative of the Association in all meetings, discussions and public communications or correspondence, unless the Board of Directors shall have appointed a special committee to represent the Association in any particular matter. The President shall appoint all committee chairpersons, when appropriate, in consultation with the committee members. The President shall also perform any duties as may from time-to-time be assigned by the Board of Directors. The President shall see that all vital papers and property of the Association are transferred to the appropriate incoming Officers and committee chairpersons. The outgoing President shall serve on the Board of Directors for the calendar year following the expiration of his term of office.

b. Vice-President. The Vice-President shall perform the duties of the President in the event of the temporary disability, absence, resignation or at the request of the President or as assigned by the Board of Directors.

c. Recording Secretary. The Recording Secretary shall record the proceedings of all meetings of the membership and the Board of Directors. In general, he or she shall assist in the performance of the duties of the President and the Board of Directors.

d. Treasurer. The Treasurer shall have custody of all funds and securities of the Association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. He or she shall deposit all monies or other valuables in the names and to the credit of the Association in such a depository as may be designated by the Board of Directors. The Treasurer shall be responsible for the collection of annual dues from members and the maintenance of a list of members in good standing and entitled to vote at each meeting of the membership. The Treasurer shall disburse the funds of the Association as may be ordered by the President or the Board of Directors, making proper vouchers for such disbursements. The Treasurer shall prepare an annual financial statement for distribution to the members. He or she shall make all books available to the President and Board of Directors and, upon the request of either, shall give an account of the transactions of the Treasurer and of the financial condition of the Association. The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

e. Board of Directors. The Board of Directors shall meet the third Wednesday of each month except as otherwise set forth herein. The Board shall attend to all Association matters not referred to Committee and make a report to the members at the next regularly scheduled meeting of the members following thereafter. The Board shall have full power and authority over all affairs that have been acted upon by the Association and shall report on all such matters at the next regularly scheduled meeting of the members following thereafter. If any member of the Board absents himself or herself from three (3) consecutive meetings of the Board, without reasonable excuse, the President of the Association shall declare the position vacant, and will notify the Board in order that the Board may proceed to select his or her successor.

SECTION 5. Nominations, Election and Tenure. At the May meeting of the Association, a slate of officers shall be nominated by the Board of Directors. Further nominations may be made from the floor at the June meeting when the election is held. Any nominated person shall be an individual who resides in Medfield and is a member-in-good-standing of the Association. Officers shall be elected by a simple majority of the voting members present at the meeting.

The Officers shall hold their respective office for one year, commencing the first July following their election. In the event that a Board member, aside from the President, cannot complete their term, the remaining Board shall appoint an interim successor.

Incumbent Officers shall serve at the pleasure of the voting membership. Outgoing Officers shall do their utmost to advise the Officers-Elect prior to their taking of office so as to ensure a smooth transition of power.

ARTICLE IV

Meetings

SECTION 1. Schedule of Meetings. During the calendar year the Association may schedule the following meetings:

a. General Meetings. General meetings of the Association shall be held the first Monday of each month, with the exception of July and August. In cases of inclement weather or holidays, the meeting shall be held on the second Monday of the month. Meetings shall be scheduled for 7:00 p.m. unless otherwise noted in the Newsletter.

b. Special Meetings. Special meetings of the Association shall be called by the President at his or her request or by the request of ten (10) or more members in good standing at any time. Such a request is to be made in writing, signed by each petitioner, and recorded upon the minutes of the meeting so called. Not less than three (3) nor more than fourteen (14) days before each special meeting, the President shall give notice of the meeting. The notice shall state the time and place of the meeting and the purpose of the meeting. Notice is given when it is posted electronically to the Association's website. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he or she, before or after the meeting, signs a waiver of the notice which is filed with the records of the Association meetings, or is present at the meeting in person or by proxy.

c. Board of Directors Meetings. The Board of Directors shall meet the third Thursday of each month, with the exception of June and July and/or such alternate dates to be decided by consensus of the Board.

d. Closed Meetings. The Board of Directors, by majority vote, may determine that a General or Special meeting of the Association shall be attended by members only. In such case, this decision shall be published in the monthly Association Newsletter and posted on the Associations' web site, immediately preceding the meeting in question. Only those members-in-good-standing may attend.

SECTION 2. Quorums. The following shall constitute a Quorum:

a. At all meetings of the Association, ten (10) members-in-good-standing shall constitute a Quorum.

b. At all meetings of the Board of Directors, five (5) Directors shall constitute a quorum.

SECTION 3. Rules and Order of Meetings of Members.

The Rules and Order of Meetings shall be as follows:

a. Rules. The rules of parliamentary practice as contained in Robert’s Rules of Order (as revised) shall govern the meetings of the membership so long as such rules are not inconsistent with the provisions of these By-Laws.

b. Order of Business. The order of business at membership meetings is as follows:

- i. Call to Order
- ii. Reading and Approval of Prior Minutes
- iii. Reading of Treasurer’s Report
- iv. Report of Officers if requested by the Board of Directors
- v. Report of Board of Directors if requested by the members
- vi. Reports of Committees
- vii. Unfinished Business
- viii. Bills, resolutions, communications, etc.
- ix. Nomination and Election of Officers when applicable
- x. New Business
- xi. Announcements
- xii. Adjournment

ARTICLE V

Committees

SECTION 1. Formation of Committees. There shall be the following Standing Committees composed of members of the Association, appointed by the President at the first meeting after the Annual Meeting and Election. The chairperson of each committee shall be appointed by the President, when appropriate, in consultation with the committee members. Committee chairpersons may serve as chairperson for only one committee at a time. The annual budgetary appropriation for these committees shall be approved by the Board of Directors. Any request for monies over the appropriation must be approved by a vote of the general membership. One time “Ad Hoc” committees will be formed by the Board on an “as needed” basis.

SECTION 2. Names of Standing Committees. The following shall constitute the Standing Committees of the Association:

- a. Finance
- b. Land Use/Zoning
- c. Membership
- d. Public Service
- e. Entertainment
- f. Newsletter
- g. Publicity
- h. Parks/Recreation/Education

ARTICLE VI

Funds

SECTION 1. Monies. All monies of the Association shall be deposited in a Federal Deposit Insurance Corporation (F.D.I.C.) Bank selected by the Board of Directors to be withdrawn subject to the signatures of any two (2) of the Officers mentioned – President, Vice-President, Treasurer and Recording Secretary.

ARTICLE VII

Indemnification

SECTION 1. Indemnification. Unless expressly prohibited by law, the Association shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Association or serves or served any other enterprise at the request of the Association, against all expenses (including attorneys' fees), judgements, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

ARTICLE VIII

Amendments

SECTION 1. Amendments. All amendments and changes to the By-Laws of the Association must be submitted in writing at a regularly scheduled meeting of the Association. All members shall be notified of the proposed change(s), and such motion shall be voted on at the next meeting of the Association; a simple majority vote of those present shall be necessary to affect the changes of amendments.

ARTICLE IX

Articles of Dissolution

SECTION 1. Dissolution. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States, but only for charitable purposes. The Board of Directors shall determine how the Association's assets will be distributed in accordance with the foregoing sentence. Any of the Association's assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office

of the Association is then located to one or more organizations which said court determines are organized and operated exclusively for one or more of the purposes for which the Association was organized.

The provisions in this Article IX are to be carried out by the presiding President and Treasurer after consulting an Attorney about dissolving the Association and disposing of the funds in the manner as set forth herein. All costs of dissolution are to be paid from the funds of the Association.

All alterations to the Constitution and By-Laws are to be carried out in accordance with Article VIII, Section 1.