# CHARLES VILLAGE COMMUNITY BENEFITS DISTRICT MANAGEMENT AUTHORITY BYLAWS 

Article I. Name, Location and Powers

## Section 1. Name.

The name of this organization is the Charles Village Community Benefits District Management Authority (the "Authority"), which was organized pursuant to the Baltimore City Code, Article 14, Subtitle 6 (the "Code"). These bylaws are intended to be consistent with the Code and to the greatest extent reasonably possible shall be so interpreted.

## Section 2. Location of Offices.

The principal office of the Authority shall be at such location as the Board may designate within the Charles Village Community Benefits District ("the District"), whose boundaries are defined in the Code.

## Section 3. Powers

A. The Authority shall have the powers enumerated in § 6-4 of the Code, subject to the limitations described therein or in $\S 6-5$ of the Code.
B. The Authority may contract for and purchase goods and services without being subject to Baltimore City requirements regarding wage scales, competitive bidding or other local procurement laws, but nonetheless shall be subject to applicable ordinances regarding City policy on encouraging and achieving goals for minority and women's business enterprises participation in the contracting activities of the Authority.
C. The business and affairs of the Authority shall be managed under the direction of its Board of Directors ("the Board"). All powers of the Authority may be exercised by or under authority of the Board. The Board is a public body under the "Open Meetings Act," Title 10, Subtitle 5 of the State Government Article of Md. Ann. Code.
D. The Authority shall not discriminate on any basis prohibited by applicable federal, state, or Baltimore City laws or ordinances.
E. If an organization or association from which Board members are to be drawn ceases to exist, the Board shall petition the City Council to amend the Code to reflect the change.
F. The Board has the sole power to determine whether any representative of a neighborhood organization, business association, or individual, is eligible under the Code to serve on the Board.

## ARTICLE II. Mission

The mission of the Authority is to promote and market the District, provide supplemental security and maintenance services, provide amenities in public areas, provide park and recreational programs and functions, and other services and functions as requested by the Authority and approved by the Mayor and City Council.

## ARTICLE III. Officers

## Section 1. Officers.

The Board shall select from among its members individuals to serve as President, Vice President, Treasurer and Secretary of the Authority.
A. President. The President shall sign and execute, in the name of the Authority, all instruments related to the Authority's affairs, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Authority. The President shall perform other duties incident to the office of President assigned to him or her by the Board.
B. Vice President. The Vice President shall assist the President as requested, shall preside at meetings of the Board when the President is absent, and shall perform other duties incident to the office of Vice President assigned by the Board.
C. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Authority, and shall deposit or cause to be deposited, in the name of the Authority, all monies or other valuable effects in such banks, trust companies or other depositories selected by the Board; shall render to the President and to the Board, whenever requested by the Board, an account of the financial condition of the Authority; and, in general, shall perform all the duties incident to the office of a Treasurer and such other duties as are assigned by the Board.
D. Secretary. The Secretary shall keep the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the records on the Authority; may witness any document of behalf of the Authority, the execution of which is duly authorized; and, in general, shall perform all duties incident to the office of a Secretary and such other duties as assigned by the Board.
E. Any or all of the duties of the Secretary or Treasurer may be delegated by the Board to the Executive Director.

## Section 2. Term of Office.

An officer's term shall be for one year, beginning July 1. If an office becomes vacant, the Board may elect a member to serve the remainder of the term.

Section 3. Execution of Documents.
A person who holds more than one office in the Authority may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

## Section 4. Executive Director.

The Board shall employ as its Administrator an Executive Director to perform the duties and functions delegated to him or her by the Board. The Executive Director may preside at Board meetings when the President and Vice President are absent.

## ARTICLE IV. Board of Directors

## Section 1. Composition of the Board.

A. The Board shall consist of at least 14 and no more than 27 members and a majority of the Board shall be composed of owners or representatives of property owners subject to the tax imposed by the Code ("the Surtax"). The Board may decrease or increase the number of members within these limits.
B. A voting member of the Board must meet one of the following criteria:

1. An owner of property within the District that is subject to the Surtax; or
2. A voter registered to vote within the District; or
3. An individual designated to represent an owner of a property that is subject to the Surtax and utilized for commercial purposes if the individual is (a) a tenant of the owner, (b) a corporate officer or partner of a tenant of the owner, or (c), a business representative or agent of the owner, provided that the owner authorizes and designates in writing the individual to represent the owner on the Board.
C. The Board shall endeavor to maintain representation on the Board from practicing professionals, retail merchants, tenants of properties in the District, and owners of property exempt from the Surtax.
D. City Council Representatives appointed by the President of the City Council shall not be subject to Article IV, Section 1.B.

Section 2. Representation on Board.

The Board may have up to 27 maximum members by law. Of those 27 members, 23 are voting members. Two of these 23 voting members must be Baltimore City Councilmembers. In addition to these 23 voting members, the Board may have up to two non-voting members.
A. The following voting members shall be on the Board except in times of temporary vacancies for members:

1. The Mayor shall appoint one member.
2. Each of the following neighborhood associations shall appoint two members, one of whom shall be president of that association or his or her designee:

- The Abell Improvement Association;
- The Charles Village Civic Association;
- The Old Goucher Community Association;
- The Harwood Community Association.

If any of these associations fails to fill one of the Board seats hereby allocated to it with a qualified individual, the Board may, no sooner than 30 days after delivery of written notice to the association, appoint a member from one of the other associations listed above, except that the Board may not fill more than one of an association's vacant seats unless the association is determined in the Board's reasonable judgment to be defunct or to have effectively ceased to function.
3. Each of the following business organizations shall appoint two members to the Board:

- Waverly Main Street;
- The Old Goucher Business Alliance;
- The North Charles Village Business Association.

If any of these organizations fails to fill one of the Board seats hereby allocated to it with a qualified individual, the Board may, no sooner than 30 days after delivery of written notice to that organization, appoint a member from one of the other organizations listed above, except that the Board may not fill more than one of an organization's vacant seats unless the organization is determined in the Board's reasonable judgment to be defunct or to have effectively ceased to function.
4. There may be up to four quadrant representatives elected to the Board in accordance with Article IV, Section 3 of these bylaws, each of whom must meet one of the following criteria:

- Is a resident of the quadrant that the individual seeks to represent and is registered to vote within that quadrant; or
- Owns property that is subject to the Surtax in the quadrant that the individual seeks to represent.

5. The Board may appoint up to two additional members that are not otherwise serving in any other capacity listed above that represent constituencies that the Board determines in its discretion will enhance the Authority's success in furthering the broad objectives of improving and enhancing public services throughout the District, including by way of example only, retail merchants, major employers, professionals practicing in the District, and residential tenants.
6. The Board shall include two members of the Baltimore City Council appointed by the President of the City Council who are voting members.
B. The following non-voting members may be on the Board:

The Board may appoint up to two additional non-voting members, who are not otherwise serving in any other capacity listed above, from neighborhood associations bordering the District or nonprofit organizations within the District, but no more than one member from any such association or organization.

## Section 3. Election of Quadrant Representatives to the Board.

A. Up to four quadrant representatives to the Board may be elected each year at the Board's Fall Public Meeting.
B. No later than April 15 of each year, the Board shall solicit written nominations for the four quadrant representatives to the Board. Nominations shall be made in writing by any resident or business owner within the District and submitted to the Chair of the Governance Committee or his/her designee no later than three business days prior to the election.
C. A quadrant representative shall be elected by a majority of the eligible voters of that quadrant who are present in person at the Spring Public Meeting. The quadrants are defined in Appendix A to these bylaws. Any individual at least 18 years of age who resides in the quadrant or owns property in the quadrant that is subject to the Surtax shall be eligible to vote for that quadrant's representative at the meeting. The nominee receiving the highest number of votes cast by eligible voters from a quadrant shall be elected as that quadrant's Board representative.

## Section 4. Board Vacancies.

Vacancies on the Board that occur for any reason shall be filled by voting for a replacement. The replacement must have the qualifications for the seat that he or she is filling.

## Section 5. Term of Office.

A. For purposes of calculating term limits, a Board member's term shall be deemed to have commenced on July 1 of the year in which that member assumed his or her seat on the Board.
B. A Board member shall serve a term of two years, except quadrant representatives, who shall serve a term of one year.
C. Board members shall be eligible for reappointment or re-election provided that no individual shall serve as a Board member for more than six consecutive years.

## Section 6. Compensation.

Unless otherwise specified by resolution of the Board, no compensation shall be paid to any Board members. A Board member who serves the Authority in any capacity other than as a Board member may receive compensation for such services pursuant to a resolution of the Board.

## Section 7. Executive Committee.

A. There shall be an Executive Committee composed of the President, Vice President, Secretary, and Treasurer, and the Executive Director as a non-voting ex officio member. In addition, the incoming Board shall select a member from the incoming Board to serve on the committee for one year beginning on July 1.
B. The Board may delegate to the Executive Committee from time to time the authority to act on the Board's behalf in the implementation of specific Board decisions or policies. In emergent circumstances where Board action is required but a quorum of the Board cannot be convened in time to meet the emergency, the Executive Committee may act on the Board's behalf and in its stead in the absence of a specific delegation of authority.

Section 8. Removal of a Board Member.
A Board member may be removed for cause by a vote of a majority of the total number of voting members of the Board, regardless of whether these members are present for that vote. Such Board member and the association, organization or officials, if any, that appointed the Board member, shall be given no less than ten days' notice of the meeting at which his or her removal is to be considered, and shall have the right to appear and speak on his or her behalf.

## ARTICLE V. Meetings

## Section 1. Regular Meetings.

The Board shall schedule at least ten meetings each calendar year to include the Spring and Fall Public Meetings. The initial meeting of the Board in any calendar year may be chaired by the previous year's

President or the Executive Director. Committees constituted in the previous year may continue to meet and report to the Board until such times as the Board appoints a new committee in the new calendar year.

## Section 2. Spring and Fall Meetings.

The Board shall hold the following public meetings each year:
A. The Spring Public Meeting shall be held in the spring on or before April 30 and shall include the presentation of the financial plan and the election of quadrant representatives.

## B. The Fall Public Meeting shall be held in the fall on or before October 31.

## Section 3. Special Meetings.

Special meetings of the Board may be called upon reasonable notice by the President and shall be called on request of five voting members of the Board. The time and place of such meetings shall be determined by the President, or, in the case of a meeting called by members of the Board, the time and place shall be determined by the President and those members calling the meeting.

Section 4. Quorum and Voting.
A. The presence of a majority of the total number of voting members of the Board (not including unfilled seats for voting members or City Councilmembers) shall constitute a quorum for all meetings of the Board. Each voting member shall have one vote.
B. To approve any motion, except those listed in subsection 4.C. below, requires the approval of a majority of the voting members present at the meeting.
C. To approve any motion for removal of a board member, approval of the annual financial plan or revising these Bylaws, requires the approval of a majority of the total voting members (not including unfilled seats for voting members or City Council members), regardless of their presence for that vote.

## Section 5. Notice of Board Meetings.

A. The Secretary shall ensure that reasonable notice is given to the public and each Board member stating the time and place of each Board meeting.
B. The Board shall give notice of the Spring and Fall Public Meetings by publishing notice of the date, time, and place in a newspaper of general circulation in Baltimore City at least once a week for three consecutive weeks prior to the date of the public meeting and by any other means of notice that the Board may deem appropriate. The notice for the Spring Public Meeting shall state that the financial plan for the upcoming fiscal year will be presented and that elections for four quadrant representatives to the Board will take place at the meeting, shall solicit written
nominations for election, and shall otherwise provide information concerning the nomination and election process.

Section 6. Meetings by Conference Telephone.
Subject to Maryland State law, members of the Board may participate in a meeting by means of a conference telephone, video conference, or similar communication equipment if all persons participating in the meeting can hear each other at the same time. Participation by a Board member in a meeting by these means shall constitute presence in person at a meeting, except as to voting in elections of quadrant representatives.

## ARTICLE VI. Committees

## Section 1. Standing Committees.

A. In addition to the Executive Committee, there shall be the following standing committees: Governance, Finance, and Program. Membership of each committee shall be determined by the Board, and all committees shall be chaired by a Board member.
B. Committees may perform the duties and responsibilities delegated to them by the Board. Except as otherwise provided in these bylaws, no Committee may act on behalf of the Board without specific authorization from the Board.
C. Committees shall keep minutes of their meetings and make them available to the Board upon request. All committees shall comply with the Open Meetings Act.

Section 2. Governance Committee.
The Governance Committee shall ensure that the Board runs effectively and efficiently by ensuring that all Board members are aware of their respective roles and responsibilities. It shall periodically review and make recommendations with regard to Board operations and policies.

## Section 3. Finance Committee.

The Finance Committee shall recommend, and review activities and initiatives related to the financial condition, operations, and status of the Authority to ensure good fiscal health. This committee shall be chaired by the Treasurer.

## Section 4. Program Committee.

The Program Committee shall recommend and review the activities of the Authority related to promotional, safety and sanitation programs, and any other programs approved by the Board.

Section 5. Additional Committees.

The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may establish such other standing and ad hoc committees as it deems appropriate to discharge its responsibilities.

## ARTICLE VII. Taxing District Provisions

## Section 1. Fiscal Year.

The fiscal year of the Authority shall begin on July 1 and shall end on June 30.
Section 2. The Financial Plan.
A. Each year the Executive Director shall develop a proposed financial plan in accordance with § 6.13 of the Code. Such plan shall include a proposed annual budget for the ensuing fiscal year and a proposed Surtax rate to be imposed throughout the District.
B. After the Spring Public Meeting presentation of the financial plan and with due consideration for the community input received at the meeting, the Board shall finalize and adopt the financial plan and submit it to the Board of Estimates for approval prior to April 30.

## Section 3. Surtax.

The Board shall recommend to the Board of Estimates the Surtax rate each year. The rate of the Surtax may be adjusted to yield revenues which are no more than five percent (5\%) greater than in the prior year. Any increase in the Surtax rate must be approved by a majority of the voting Board members.

Section 4. Annual Audit.
The Board shall, no later than ninety (90) days following the end of the Authority's fiscal year, contract with an independent certified public accountant not affiliated with the Board to prepare an audit of all funds of the Authority. A copy of the audit report shall be furnished to the Board and to the City's Department of Finance and Board of Estimates.

## ARTICLE VIII. Parliamentary Authority

Meetings of the Board shall, to the extent applicable and not inconsistent with the bylaws or specific rules of order adopted by the Board, be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised.

## ARTICLE. IX Indemnification

Section 1. Board Indemnification.
A. The Authority shall fully defend and indemnify any Board member made a party to any proceeding by reason of some act or omission by him or her in his or her capacity as a Board member unless it is
established that an act or omission of the Board member was material to the matter giving rise the proceeding, and

1. was committed in bad faith; or
2. was the result of active and deliberate dishonesty on the part of the Board member; or
3. the Board member actually received an improper personal benefit in money, property, or services; or
4. in the case of any criminal proceedings, the Board member had reasonable cause to believe that the act or omission was unlawful.

## Section 2. Allowable Recompense.

A. Indemnification shall be against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the Board member in connection with the proceeding. Reasonable expenses may be paid or reimbursed by the Authority in advance of the final disposition of the proceeding upon receipt by the Authority of:

1. a written affirmation by the Board member of the Board member's good faith belief that the standard of conduct necessary for indemnification by the Authority has been met; and
2. a written undertaking by or on behalf of the Board member to repay any amount if it shall ultimately be determined that the standard of conduct has not been met.

## ARTICLE X. Amendments

A. These bylaws may be amended by the Board provided that all of the following conditions are met:

1. Written notice of the exact text of the amendment is sent to all directors at least thirty days before the meeting at which the amendment is to be considered;
2. The notice contains the date, time and place of the meeting at which the amendment is to be considered;
3. The amendment is approved by the Board of Estimates.

# CHARLES VILLAGE COMMUNITY BENEFITS DISTRICT MANAGEMENT AUTHORITY BYLAWS 


#### Abstract

\section*{APPENDIX A}


The four quadrants within the Charles Village Community Benefits District are as described below and shown on the map on the last page of this Appendix A.

Note: The exterior boundaries of each of the four quads (that is those boundaries that correspond to the Charles Village Community Benefits District boundaries) shall include properties binding on either side of a street or of the CSX Railroad tracks that constitute part of the boundaries established by this section. This provision does NOT apply to the interior boundaries of these quads.

1st Quadrant
a) On the south, a line beginning at the intersection of the centerlines of 20th Street and St. Paul Street, running north along the centerline of St. Paul Street to the centerline of 27th Street; then
b) Running east along the centerline of 27th Street to the centerline of Greenmount Avenue; then
c) Running south along the centerline of Greenmount Avenue to the centerline of CSX railroad tracks; then
d) Running east along the centerline of the CSX railroad tracks to the centerline of Loch Raven Boulevard; then running southwest along the centerline of Loch raven Boulevard to the centerline of 25th Street (approximately 500 feet south of the CSX railroad tracks); then
e) Running west along the centerline of 25th Street to the centerline of Guilford Avenue; then
f) Running south along the centerline of Guilford Avenue to the centerline of 20th Street; then
g) Running west along the centerline of 20th Street to the centerline of St. Paul Street (Point of Origin).

## 2nd Quadrant

a) On the south, a line beginning at the intersection of the centerlines of 20th Street and St. Paul Street, running west along the centerline of 20th Street to the centerline of Howard Street; then
b) Running north along the centerline of Howard Street to the centerline of 21st Street; then
c) Running west along the centerline of 21 st Street to the centerline of Huntingdon Avenue; then
d) Running north along the centerline of Huntington Avenue to the centerline of 23rd Street; then
e) Running east along the centerline of 23 rd Street to the centerline of Huntington Avenue; then
f) Running north along the centerline of Huntingdon Avenue to the centerline of 24th Street; then
g) Running east along the centerline of 24th Street to the centerline of Howard Street; then
h) Running north along the centerline of Howard Street to the centerline of 25th Street; then
i) Running west along the centerline of 25 th Street to the centerline of Huntingdon Avenue; then
j) Running north along the centerline of Huntingdon Avenue to the centerline of 26th Street; then
k) Running east along the centerline of 26th Street to the centerline of Howard Street; then

1) Running north along the centerline of Howard Street then to the centerline of 27 th Street; then
m) Running east along the centerline of 27th Street to the centerline of St. Paul Street; then
n) Running south along the centerline of St. Paul Street to the centerline of 20th Street (Point of Origin)

3rd Quadrant
a) On the south, line beginning at the intersection of the centerlines of 27th Street and Calvert Street, running west along the centerline of 27th Street to the centerline Howard Street; then
b) Running north along the centerline of Howard Street to the centerline of 29th Street; then
c) Running east along the centerline of 29th Street to the centerline of Charles Street; then
d) Running north along the centerline of Charles Street to the centerline of 33rd Street; then
e) Running east along the centerline of 33 rd Street the centerline of Calvert Street; then
f) Running south along the centerline of Calvert Street to the centerline of 27th Street (Point of Origin)

4th Quadrant
a) On the south, a line beginning at the intersections of the centerline of 27th Street and Calvert Street, running north along the centerline of Calvert Street to 33rd Street; then
b) Running east along the centerline of 33 rd Street to the centerline of Greenmount Avenue; then
c) Running north along the centerline of Greenmount Avenue to the centerline of 35th Street; then
d) Running east along the centerline of 35th Street to the centerline of Old York Road; then
e) Running south along the centerline of Old York Road to the centerline of Greenmount Avenue; then
f) Running south along the centerline of Greenmount to the centerline of 27th Street; then
g) Running west along the centerline of 27th Street to the centerline of Calvert Street (Point if Origin)

The following properties located in the $4^{\text {th }}$ Quadrant are excluded from the District:
(1) 3336 Old York Road.
(2) 3338 Old York Road.
(3) 3340 Old York Road.
(4) 3342 Old York Road.
(5) 3344 Old York Road.
(6) 3346 Old York Road.
(7) 3400 Old York Road.
(8) 3402 Old York Road.
(9) 3404 Old York Road.
(10) 3406 Old York Road.
(11) 3408 Old York Road.
(12) 3410 Old York Road.
(13) 3412 Old York Road.
(14) 3414 Old York Road.
(15) 3424 Old York Road.
(16) 3426 Old York Road.
(17) 3428-30 Old York Road.
(17a) Lot on East side of Old York Road at Southeast corner of Venable Avenue.
(17b) 600 Venable Avenue.
(17c) 600 E. 33 rd Street.
(18) 500 E. 34th Street.
(19) 501 E. 34th Street.
(20) 502 E. 34th Street.
(21) 504 E. 34th Street.
(22) 601 E. 34th Street.
(23) 500 E. 35th Street.
(24) 501 E. 35th Street.
(25) 502 E. 35th Street.
(26) 503 E. 35th Street.
(27) 504 E. 35th Street.
(28) 505 E. 35th Street.
(29) 506 E. 35th Street.
(30) 507 E. 35th Street.
(31) 508 E. 35th Street.
(32) 509 E. 35th Street.
(33) 510 E. 35th Street.
(34) 511 E. 35th Street.
(35) 512 E. 35th Street.
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(45) 526 E. 35th Street.
(46) 528 E. 35th Street.
(47) 530 E. 35th Street.
(48) 532 E. 35th Street.

