

***PROPOSED BYLAW CHANGES OF THE
YORK ROAD PARTNERSHIP, INC.
SEPTEMBER 5, 2018***

ARTICLE I NAME

The name of this organization shall be the York Road Partnership, Inc. (referred to herein as the Partnership or the YRP).

ARTICLE II MISSION

Section 1. Mission Statement

The mission of the YRP is to promote the vitality of Baltimore City's York Road community as a desirable urban environment in which to live, shop, work and worship.

Section 2. The specific objectives of the YRP shall be to:

- A. Develop a common purpose between neighborhood, residential, business, institutional, and organizational entities within the area.
- B. Provide information needed to resolve community issues.
- C. Provide a forum for the review of planning, zoning, legislative and other proposals that may affect both the York Road corridor and the adjacent residential areas.
- D. Mobilize resources as needed to carry out objectives listed herein.
- E. Publicize community issues and events.
- F. Plan, coordinate, and implement projects in support of the priorities established by the membership.
- G. Undertake any other actions necessary and proper to carry out the mission of the organization.

Section 3. The General Operating Rules of the YRP will be as follows:

- A. The YRP is primarily concerned about larger issues that affect the community.
- B. The YRP will not consider issues that are the responsibility of a member organization unless requested to do so by them. However, the YRP reserves the right to consider such an issue when two-thirds of the member organizations present at a General Meeting agree that the issue is so important to the larger community that it merits YRP involvement.
- C. The YRP will not take a position on any issue without providing an opportunity for the presentation of different points of view at a General Meeting. However, the Officers of the YRP may take a position under circumstances described in Article V, Section 7.

- D. When two member organizations are in conflict, the YRP may attempt to mediate the dispute. The YRP will not take a position in a conflict between member organizations except in those cases when two-thirds of the member organizations present at a General Meeting agree that the issue is so important to the larger community that it merits YRP involvement.
- E. If the YRP adopts a position on an issue to which there is significant disagreement, the YRP will fully acknowledge the minority position. The YRP will encourage the dissenting member organizations to develop and publicize their position on the issue.
- F. Before a discussion begins at a General or Leadership Committee meeting, time limits may be proposed by the chair and agreed to by the group. The group reserves the right to extend or postpone discussion by a simple majority of those present and eligible to vote.
- G. The Partnership shall not endorse any candidate for political office. No officer or member of the Partnership shall appear to represent the Partnership if they choose to personally endorse a candidate for political office.

ARTICLE III MEMBERSHIP

Section 1. Area of the Partnership

- A. The area of the YRP is defined by the following boundaries:

From the City Line, south on North Charles Street to 39th Street, from 39th Street to Argonne Drive, along Argonne Drive to The Alameda, north on The Alameda to Northwood Drive and along Northwood Drive to the northern City Line.

- B. If the boundaries of a neighborhood are only partially included within this area, it is the intention that the neighborhood in its entirety should be included in the YRP area.

Section 2. Organizational Membership

- A. All neighborhood associations, business organizations, schools, institutions, religious organizations and other non-profit organizations located within the area of the Partnership as defined in Article III Section 1, are entitled to membership in the YRP.
- B. Eligible associations and organizations are considered official members of the YRP when they have signed a Membership Registration Form and filed it with the Corresponding Secretary.

Section 3. Associate Membership

Associate membership in the YRP shall be open to all persons residing in or affiliated with associations, businesses, institutions, or organizations within the area of the Partnership who share the aims of the Partnership and desire to assist in their accomplishment. Associate members shall have all the privileges of members except the right to vote.

Section 4. Membership Responsibilities

The responsibilities of members (except when limited for Associate Members) shall be as follows:

1. Elect Officers and At-Large Members of the Board of Directors
2. Evaluate issues on which a position is requested and establish the Partnership's response
3. Adopt major initiatives
4. Communicate priorities to the Board of Directors
5. Facilitate communication between member and other area organizations
6. Provide volunteer support for the implementation of initiatives
7. Participate and engage with all community members providing support and resources where needed
8. Communicate and discuss YRP activities and information within the community
9. Approve the establishment of new Action Committees as needed
10. Report on the activities of the YRP to area associations and organizations with which they are involved.

ARTICLE IV

VOTING Section

1. Voting

- A. Each YRP organizational member is entitled to one vote on all matters considered by the Partnership. The designated representative or, if absent, the alternate representative, casts the vote of the organizational member.
- B. At any General Meeting, a quorum of 25% of the organizational members must be represented to vote on an issue. A simple majority of the organizational members present shall be required to approve a proposal.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

Section 1. The Corporate Officers of the YRP shall consist of a President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.

Section 2. The Board of Directors of the Corporation shall be comprised of the Officers, four At-Large Members, the Immediate Past President, and one representative from each Action Committee.

- A. The Board of Directors shall meet at least six times a year. Board of Directors meetings may be called at any time by the President or by any three Members of the Board of Directors. The Board of Directors are specifically responsible for:
 1. Recognizing and presenting projects to the membership
 2. Reviewing and managing projects effectively
 3. Communicating progress on projects to the general membership
 4. Providing support for committees
 5. Responding to issues raised by the membership and working toward productive solutions

6. Receiving committee and officer reports and overseeing committee work
7. Exercising adherence to and promoting the support of bylaws within and throughout the membership
8. Establishing, maintaining, and publicizing a yearly calendar of events and meetings
9. Assuring that records of YRP meetings, activities, and correspondence are properly retained and are available to any member upon request.

B. At any Board of Directors meeting, a quorum of 50% of the members must be present to vote on an issue. A simple majority of the members present shall be required to approve a proposal.

Section 3. The President shall be the presiding officer of the YRP and shall assume the responsibility for the general operation of the Partnership with the assistance of the Board of Directors. The President shall be the Chair of the Board of Directors.

Section 4. The Vice President shall assume the responsibility of the President in the event the President is unable to attend meetings or carry out the duties of the presidency. The Vice President shall carry out other duties as might be assigned by the President. The Vice President shall be Vice Chair of the Board of Directors.

Section 5. The Treasurer shall be the custodian of any funds received and disbursed by the Board of Directors and shall keep accurate records of such funds. The Treasurer shall coordinate all financial operations of the Partnership with the Fiscal Sponsor.

Section 6. The Recording Secretary shall maintain an accurate record of all General and Board of Directors meetings. Minutes shall be distributed electronically to members prior to the next meeting (printed copies will be available for members who do not have e-mail).

Section 7. The Corresponding Secretary is responsible for the maintenance of a roster of Organizational Members and their representatives and alternates. The Corresponding Secretary shall assure that there is an up-to-date mailing and e-mail list of members and that they are informed of meeting times, dates, locations, and agendas.

Section 8. The Board of Directors of the YRP may act in lieu of the Organizational Members to evaluate issues on which a position is requested and establish the Partnership's response, after consultation with affected parties and with unanimous agreement of all Board Members, when issues require immediate attention. This may only occur when a regularly scheduled general meeting will not take place before a decision must be made.

ARTICLE VI ELECTIONS

Section 1. The election of officers and at-large members of the Board of Directors shall take place at the annual meeting in May.

Section 2. Only members of the organizations comprising the YRP are eligible to hold office.

Section 3. At least sixty days before the Annual Meeting, the Board of Directors shall appoint a Nominating Committee, comprised of at least 5 members, chaired by an officer, and composed of at least one additional Member of the Board of Directors and at least one non-member of the Board of Directors. The Nominating Committee shall develop a slate of candidates for offices and for four at-large members of the Board of Directors.

The slate of nominees will be presented at the General Meeting prior to the Annual Meeting. Nominations may be taken from the floor at this meeting. No nominations shall be accepted from the floor at the Annual Meeting when the election takes place.

- A. The Nominating Committee shall diligently try to present a slate that reflects the diversity that exists throughout the Partnership in regards to geographic, socio-economic, racial and type of affiliated member organization.
- B. No more than one individual from each member organization may be nominated as an officer. No more than two individuals from the same member organization may serve as elected members of the Board of Directors.
- C. No member shall hold more than one office at a time.
- D. The services of the Nominating Committee are time limited and considered fulfilled at the completion of the election.

Section 4. For each office or vacancy, the person receiving the majority of votes of the member organizations present shall be duly elected to serve for a term of one year.

Section 5. No officer shall serve more than four consecutive terms in any one position.

Section 6. If a vacancy occurs in an office, the Board of Directors may appoint an interim officer to fill the vacancy.

Section 7. Elected or appointed officers may be removed from office by a two-thirds vote of the Board of Directors after receiving a removal petition from either one-third of the membership or from any two officers. Individuals may be removed from office for failure to fulfill their duties including but not limited to failure to attend three consecutive General and Board of Directors meetings. The individual being considered for removal must be notified in writing at least two weeks in advance and given reasonable time to defend her or his position to the Board of Directors. A committee chairperson may be removed or replaced at the discretion of the Board of Directors by majority vote.

ARTICLE VII MEETINGS

Section 1. General meetings of the Partnership shall be held on a set day of the month. There will be at least six regular meetings each year including the Annual Meeting held in May.

Section 2. Special meetings of the YRP may be called by the President at any time, or shall be called by the President at the request of five or more organizational members in good standing. Special meeting requests must be made in writing, signed by each of the petitioners, and recorded in the minutes of the meeting so called. Notice of the time and place of such meetings shall be issued electronically to the membership at least five days before the meeting date. The notice must state the circumstances and purpose of the meeting. Business at the special meeting shall be confined to the purposes stated in the notice.

Section 3. Meetings of the YRP shall be governed by "Robert's Rules of Order" when they are not inconsistent with these bylaws.

ARTICLE VIII COMMITTEES

Section 1. Action Committees necessary to carry out the functions of the YRP shall be established by the membership. All committees will be responsible and accountable to the Board of Directors.

Section 2. All committees of the Partnership shall keep a record of each meeting. All minutes, correspondence and other records of the Partnership shall be available for inspection by any member.

ARTICLE IX AMENDMENTS AND RATIFICATION OF BYLAWS

Section 1. These bylaws may be amended or revised at any regular meeting of the YRP by a two-thirds vote when a quorum is present. In order to be considered, proposed amendments must be distributed to the membership at the previous general meeting.

Section 2. Bylaw changes will take effect at the general meeting following their adoption.