

Annotated WORA By-Laws

June 13, 2017

BY-LAWS OF THE WARD ONE RESIDENTS ASSOCIATION ANNAPOLIS, MARYLAND (approved 5/31/88)

ARTICLE ONE I (Amendment #5a)

MISSION

To promote a strong community that encourages long-term residency, improves our quality of life, preserves the historic nature of our unique neighborhoods, and supports a diverse commercial district that serves the needs of residents. (Proposed Amendment #1)

PURPOSE

The Purpose of the Ward One Residents Association is to provide a non-political, non-partisan community association of Residents, Property owners, and Business representatives. The Association provides education, awareness and a platform for discussion of important city, county or state issues that affect its members in terms of quality of life, regulatory actions, taxation, property value, the delivery of governmental services, and other issues deemed relevant by the membership. (Proposed Amendment #2)

NAME AND LOCATION

The name of the Association is "Ward One Residents Association", hereinafter referred to as the "Association". The principal office of the Association shall be located at Annapolis, Maryland, but meetings of the members and directors may be held at such place or places within the State of Maryland as may be designated by the Executive Board.

Section 1.

"Association" shall mean and refer to the Ward One Residents Association, its successors and assigns. [ART](#) (Amendment #5b)

Section 2.

"Ward One" shall mean and refer to the "First Ward" as described in the Code of the City of Annapolis, as amended from time to time.

Section 3.

"Resident" shall mean and refer to any person over the age of eighteen (18) whose principal residence is in Ward One.

Section 4.

"Principal Residence" shall mean and refer to the home where a person lives for more than six (6) months of the calendar year.

Section 5.

"Member" shall mean and refer to those residents who live within the bounds of Ward One and have paid their annual dues to the Association.

Section 6.

"Voting Member" shall mean and refer to a member who has paid his or her annual dues to the Association or a family of two (2) or more members residing in one (1) residence who have paid for one (1) unit of dues shall have only one (1) vote. In the case of family members, each adult member that has paid one (1) unit of dues shall have one (1) vote. (Amendment #5c)

Section 7.

"Associate Member" shall be either:

- (a) An owner of residential property in Ward One but whose principal residence is outside of Ward One, or
- (b) A non-resident of Ward One who is the owner or principal officer of a business in Ward One, or
- (c) A resident or business organization with a close relationship or interest in Ward One, and which allows reciprocal membership for the Association in its organization.

An Associate Member shall pay dues as set by the Association from time to time but shall not be entitled to vote.

Section 8.

"Membership Year" shall begin on January 1 and end on December 31. (Amended June 1990)

**ARTICLE III (Amendment #5a)
MEETING OF MEMBERS**

Section 1. Annual Meeting.

There shall be an annual meeting of the Members once a year in May ~~at such date and time~~ or such other month as determined by the Board. The date and time shall ~~may~~ be determined by the President. Any and all business of the Association may be conducted at the annual meeting. (Amendment #5d)

Section 2. Regular Meetings.

There shall be not less than six (6) regular meetings or member events each year as deemed necessary by the Board, one of which may include and coincide with the annual meeting. Any and all business of the Association, except as otherwise provided herein may be conducted at a regular meeting. (Amendment #5e)

Section 3. Special Meetings.

Special meetings of the Members may be called at any time by the President or the Executive Board, or upon written request of one-tenth (1/10th) of the Voting Members.

Section 4. Notice of Meetings.

Written notice of each meeting of the Members shall be given by, or at the discretion of, the secretary or person authorized to call the meeting, by making or delivering a copy of such notice to each Member entitled to vote there at, addressed to the Member's residential or electronic address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of Notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 5. Quorum.

The presence at a meeting of ten percent (10%) of the Voting Members shall constitute a quorum for any action, except as otherwise provided in these By-Laws. If, however, such a quorum shall not be present or represented at any meeting, the Voting members present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present. (Amended May 1989)

Section 6. Rules of Procedure

Meetings shall be conducted in loose compliance with the latest edition of Robert's Rules of Order. During a meeting any member may call for strict compliance with Robert's at which time Robert's Rules of Order shall be followed strictly for the duration of that meeting. (Proposed Amendment #4)

ARTICLE ~~IV~~ III (Amendment #5a)

EXECUTIVE BOARD: SELECTION: TERM OF OFFICE

Section 1. Number.

The affairs of this Association shall be managed by an Executive Board consisting of the officers of the Association and five (5) other people who are Members of the Association.

Section 2. Enumeration of Offices

The officers of this Association shall be a President, Vice President, Secretary, and a Treasurer, and other such officers as the Executive Board may from time to time by resolution create. (Amendment #5f)

Section 2. Term of Office.

The term of office for all Members of the Executive Board shall be one (1) year, commencing at the close of business of the Annual Meeting, at which they are elected. Officers and Members may be reelected but the President and Vice President may not serve more than three consecutive terms in that specific office. (Amended May 1994, April 1996)

Section 3. Removal.

Any Members of the Executive Board may be removed from the Executive Board without cause by a majority vote of the Voting Members of the Association. A Member of the Executive Board may be removed from the Executive Board by a majority vote of the other Members of the Executive Board if he or she has two (2) or more unexcused absences from meetings of the Executive Board. In the event of death, resignation or removal of a Member of the Executive Board, his or her successor shall be selected by the remaining Members of the Executive Board and shall serve for the unexpired term of his or her predecessor.

Section 4. Compensation.

No member of the Executive Board shall receive compensation for any service he or she may render to the Association. However, any Member of the Executive Board may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE ~~V~~ IV (Amendment #5a) NOMINATING COMMITTEE

Section 1. Nomination.

(a) Nomination for election to the Executive Board and of officers shall be made by a nominating committee. The nominating committee shall consist of five (5) or more Voting Members of the Association, one of which shall be a member of the Executive Board.

(b) The Nominating Committee shall be appointed by the Executive Board ~~more than within~~ ninety (90) days ~~of the conclusion of~~ prior to the annual meeting to serve Until the close of the next annual meeting. The President shall appoint one board member to chair the committee. The nominating committee shall make as many nominations for election to the Executive Board and of officers as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations must be made from among Members who have belonged to the Association for six (6) months or more. (Amendment #5g)

(c) No member of the Nominating Committee, with the exception of the Board member appointed by the President, shall be eligible for nomination for the Executive Board or officer. (Amendment #5h)

Section 2. Election.

(a) Election of the Executive Board and officers shall be by **vote of a majority of a quorum of Voting Members present in person.** ~~secret written ballot.~~ The process of either voting by secret ballot or by voice vote shall to be determined by the Nominating Committee. (Amendment #5i)

(b) If there is no more than one declared candidate for each of the offices, the entire slate of office candidates may be placed before the membership for a vote. If there is more than one declared candidate for one of the offices, ~~secret written ballot.~~ ~~S~~ separate votes shall be held for the offices of President, Vice-President, Secretary and Treasurer, in that order, to permit nominees defeated for one office to be nominated from the floor for other positions. In the event of no nominee having received a majority of the votes, a second vote shall be taken between the two individuals with the largest number of votes.

(Amendment #5j)

(c) A separate vote shall be taken to select the five (5) board members from the list of nominees. Voting members shall vote for ~~up to~~ **up to** five (5) persons of those nominated, and the five (5) with the most votes shall be elected.

(Amended May 1994) (Amendment #5k)

ARTICLE VI (Amendment #5a)

MEETINGS OF THE EXECUTIVE BOARD

Section 1. Regular Meetings.

Regular meetings of the Executive Board shall be held monthly without notice, such place and hour as may be fixed from time to time by **the President or by** resolution of the Executive Board. Meetings may be held by telephone conference call or other ~~similar~~ electronic communication so long as all other requirements of these By-Laws concerning such meetings are complied with. (Amendment #5l)

Section 2. Special Meetings.

Special meetings of the Executive Board shall be held when called by the President of the Association or by any two (2) Members of the Executive Board after not less than three (3) days notice to each Members of the Executive Board.

Section 3. Quorum.

A majority of the Members of the Executive Board shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Members of the Executive Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Executive Board.

Section 4. Action taken without a meeting.

The Members of the Executive Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority ~~all~~ of the Members of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Executive Board. (Amendment #5m)

ARTICLE VII (Amendment #5a)

POWERS AND DUTIES OF THE EXECUTIVE BOARD

Section 1. Powers.

The Executive Board shall have the power to:

- (a) Suspend the voting right of a Member during any period in which such Member may be in default in the payment of his or her dues to the Association.
- (b) Exercise for the Association all powers, duties, and authority vested in or delegated by this Association, and not reserved to the membership by other provisions of these By-Laws or the Constitution.
- (c) Declare the office of a Member of the Executive Board to be vacant in the event such Member shall be absent without excuse from two (2) regular meetings of the Executive Board.
- (d) Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.
- (e) Discount the amount of dues to be paid by a Member due to financial hardship. The President shall, upon receipt of the application, have sole authority to accept a lesser amount of five (5) dollars. The identity of the Member shall not be disclosed. (Amended April 1996)
- (f) State the position of the Association on important city, county or state issues provided the Executive Board has presented the position to the Membership and has received approval of the position from the Membership at a membership meeting where a quorum is present. (Proposed Amendment #2)

Section 2. Duties.

It shall be the duty of the Executive Board to:

- (a) Cause to be kept a complete record of all acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by 10% ~~one-fourth (1/4)~~ of the Members who are entitled to vote. (Proposed Amendment #3)

(b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.

(c) Cause all officers or employees having fiscal responsibilities to be bonded if, in the Executive Board's sole discretion, it deems that appropriate.

ARTICLE VIII

~~OFFICERS AND THEIR DUTIES~~

~~Section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, secretary, and a Treasurer, and other such officers as the Executive Board may from time to time by resolution create.~~

~~Section 2. Special Meetings. Special meetings of the Executive Board shall be held when called by the President of the Association or by any two (2) Members of the Executive Board after not less than three (3) days notice to each Members of the Executive Board.~~

~~Section 3. Quorum. A majority of the Members of the Executive Board shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Members of the Executive Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Executive Board.~~

~~Section 4. Action taken without a meeting. The Members of the Executive Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Members of the Executive Board. Any action so approved shall have the same effect as though taken at a meeting of the Executive Board.~~

(Amendment #5n)

ARTICLE VII

~~POWERS AND DUTIES OF THE EXECUTIVE BOARD~~

~~Section~~

~~Section 1. Powers. The Executive Board shall have the power to:~~

~~(a) Suspend the voting right of a Member during any period in which such Member may be in~~

~~default in the payment of his or her dues to the Association.~~

~~(b) Exercise for the Association all powers, duties, and authority vested in or delegated by this Association, and not reserved to the membership by other provisions of these By Laws or the Constitution.~~

~~(c) Declare the office of a Member of the Executive Board to be vacant in the event such Member shall be absent without excuse from two (2) regular meetings of the Executive Board.~~

~~(d) Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.~~

~~(e) Discount the amount of dues to be paid by a Member due to financial hardship. The President shall, upon receipt of the application, have sole authority to accept a lesser amount of five (5) dollars. The identity of the~~

~~Member shall not be disclosed. (Amended April 1996)~~

~~Section 2. Duties. It shall be the duty of the Executive Board to:~~

~~(a) Cause to be kept a complete record of all acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one fourth (1/4) of the Members who are entitled to vote.~~

~~(b) Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed.~~

~~(c) Cause all officers or employees having fiscal responsibilities to be bonded if, in the Executive Board's sole discretion, it deems that appropriate.~~

~~(Amendment #5o)~~

~~ARTICLE VIII~~

~~OFFICERS AND THEIR DUTIES~~

~~section 1. Enumeration of Offices. The officers of this Association shall be a President, Vice President, secretary, and a Treasurer, and other such officers as the Executive Board may from time to time by resolution create.~~

~~(Amendment #5p)~~

ARTICLE ~~IX~~ VII (Amendment #5a) **COMMITTEES**

Section 1.

The Executive Board shall appoint such committees as deemed appropriate to carry out its purpose.

Section 2.

There shall be a Finance Committee consisting of the Treasurer and one **other** Member of the Executive Board and one **other** Member of the Association. (Amendment #5q)

The Finance Committee shall:

(a) On a regular basis, but not less than once every membership year, review the books and records of the association;

(b) Prepare an annual budget to be presented to the Executive Board for approval and/or modification or amendment prior to the annual meeting of the Association.

(c) Recommend to the Executive Board the dues amount and structure for the membership year and any prorating of any such dues in conjunction with the annual budget.

Section 3.

There shall be a Nominating Committee tasked with nominating Members for the Executive Board. (Amendment #5r)

ARTICLE ~~X~~ VIII (Amendment #5a)

BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to inspection by any Member and maintained by either the President, Vice President, or Secretary.

(Amendment #5s)

ARTICLE ~~XI~~ IX (Amendment #5a)

AMENDMENTS

~~Section 1.~~ At any regular or special meeting of the Association any Member may propose amendment of the By-Laws provided that the proposed amendment shall have been presented to the President and Executive Board at a meeting prior to the meeting of the Association and the proposal has been placed on the agenda of the Association meeting. The presiding officer shall permit discussion of the proposed amendment and its presentation as a motion, but it shall not be voted on at that meeting. On the notice of the next Association meeting the Membership will be informed of the proposed amendment, and at that meeting, after such additional discussion as is required, the amendment may be adopted by a vote of a majority of a quorum of Voting Members present in person.

(Amended March 1994) (Amendment #5t)

ARTICLE ~~XI~~ (Amendment #5a)

BUDGET

The Executive Board shall at the annual meeting or at a regular meeting after notice thereof, present to the Association a proposed budget for the following fiscal year. Said budget shall be subject to approval and modification by a vote of the Association. The budget must be approved by the Association either in the form presented by the Executive Board or as modified at said meeting.

(Amended 5/29/96)