

BYLAWS
of
FEDERAL HILL SOUTH NEIGHBORHOOD ASSOCIATION
(an unincorporated association)

ARTICLE I
PURPOSES AND SERVICE AREA

1.1 **PURPOSES.** Federal Hill South Neighborhood Association (the "Association") is organized and operated exclusively for charitable and educational purposes within the meaning of section 501 (c)3 of the Internal Revenue Code, as amended from time to time, (or the corresponding provision of any future United States Internal Revenue law). For example: The Association lessens the burdens of government by acting as a liaison between various government agencies and the Community, (as that term is defined in Section 1.5 below), and through many other activities, such as the operation of "Citizens on Patrol," an organization of volunteers who regularly patrol the Community acting as eyes and ears for the police, etc. The Association lessens community tensions by holding regular meetings of its members regarding all variety of matters concerning the Community, and by facilitating positive relationships between the Community and other neighborhood and civic associations, local schools, area businesses, and both large and small developers in and around the Community. The Association combats Community deterioration and blight by organizing regular volunteer trash pick-ups and through the beautifying efforts of its Garden Club. The Association combats juvenile delinquency in the Community both through the enforcement efforts of its "Citizens on Patrol" and through the prevention efforts of its "Kid Committee," a volunteer organization of parents who seek to improve the opportunities for minors of all ages throughout the Community. And the Association provides instruction to the public on subjects useful to individuals and beneficial to the Community through its newsletter and its regular public meetings where guest speakers address a wide variety of topics, such as public safety and crime control, fire safety, local educational opportunities, and the like.

1.2 **POWERS.** The Association shall have all the powers granted by law to Maryland nonstock Associations and all other powers not inconsistent with applicable law or the Association's stated purposes to the extent that such powers are appropriate to promote and attain such purposes.

1.3 **ACTIVITIES NOT PERMITTED.** Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried out (a) by an Association exempt from federal income tax under section 501 (c)3 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

1.4 **NONPARTISAN ACTIVITIES.** The Association shall be a non-profit organization within the meaning of section 501 (c)3 of the Internal Revenue Code, (or the corresponding provision of any future United States Internal Revenue Law), and shall be nonpartisan. No substantial part of the activities of the Association shall consist of the publication or dissemination of materials within the purpose of attempting to influence legislation. The

Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

1.5 SERVICE AREA. The service area of the Association shall be within the City of Baltimore in the area bounded by Cross Street on the north, Covington Street on the east, Fort Avenue on the south, and Light Street on the west, such area being referred to in these bylaws as the "Community."

ARTICLE II

MEMBERS

2.1 MEMBERSHIP. Membership in the Association shall be open to all persons of legal age residing, owning property or operating a business in the Community at any time and from time to time.

2.2 VOTING RIGHTS OF MEMBERS. Subject to the full and current payment of membership dues, charges or assessments, if any, each Member of the Association shall be entitled to cast one vote on any and all matters on which Members of the Association shall be entitled to vote as provided in these bylaws and on any and all matters the Board of Directors deems appropriate for a membership vote at any time and from time to time. All votes by Members shall be cast in person and no Member may vote for another Member by proxy or otherwise.

2.3 DUES, CHARGES AND ASSESSMENTS. Upon the affirmative vote of at least two-thirds of all Members voting on the matter, the Board of Directors shall be vested with the power and authority to establish fees for admission to membership, annual membership dues, and other charges and assessments, and to increase, decrease or abolish any such fees or charges.

ARTICLE III

MEETINGS OF MEMBERS

3.1 ANNUAL MEETINGS. The annual meeting of the Members of the Association shall be held during the month of May of each year or as soon as practical thereafter as determined by the Board of Directors at a date, time and location to be determined by the Board of Directors. Each annual meeting of Members shall be open for the election of officers and directors and for the transaction of any other business within the powers of the Association. The failure of the Association to hold an annual meeting at the designated time shall not invalidate the Association's existence or affect any of its acts which are otherwise valid.

3.2 GENERAL MEETINGS. General meetings of the Members shall be held at least four (4) times during each calendar year at such dates, times and locations to be determined by the Board of Directors. The annual meeting of the Members provided for in Section 3.1 of these bylaws shall be deemed to be a general meeting of the Members for purposes of this Section 3.2.

3.3 SPECIAL MEETINGS. The President or a majority of the Board of Directors may call special meetings of the Members at any time and for any purpose.

3.4 NOTICE. Not less than two (2) nor more than thirty (30) days before each meeting of the Members, the Board of Directors shall make reasonable efforts to deliver written or printed notice of the meeting to the extent practicable stating the date, time and place of the meeting, setting forth all matters to be voted on at the meeting, and, in the case of a special meeting, stating the purpose for which the meeting is called.

3.5 CONDUCT OF MEETINGS. Meetings of the Members shall be presided over by the President, or in the President's absence, by a Director designated by the President. The Secretary of the Association shall act as secretary of meetings of Members and in the Secretary's absence, a Director designated by the President or by the Director presiding over the meeting shall act as secretary.

3.6 VOTING. All elections and matters submitted to a vote at meetings of Members shall be decided by a majority of the votes cast by Members present in person and entitled to vote at the meeting, unless a greater proportion of votes are required by these bylaws. No matter may be voted on by the Members unless and until notice that a vote will be taken on the matter has been given to Members as provided in Section 3.4 of these bylaws.

ARTICLE IV

DIRECTORS

4.1 GENERAL POWERS. The property, business and affairs of the Association shall be managed under the direction of its Board of Directors. The Board of Directors may exercise all the powers of the Association except those conferred upon or reserved to the Members by these bylaws.

4.2 NUMBER. The number of directors of the Association shall not be less than the minimum number required by the applicable provisions of the general laws of the State of Maryland and shall not be more than nine (9). At any regular meeting or at any special meeting called for that purpose, a majority of the Board of Directors may increase or decrease the number of directors, provided that the number thereof shall never be less than the minimum required by the applicable provisions of the general laws of the State of Maryland, and provided that the tenure of office of a director shall not be affected by any decrease in the number of directors.

4.3 COMPOSITION. The President, Secretary and Treasurer of the Association shall at all times during their respective terms in office be directors of the Association. The remaining directors shall be elected at-large from among the Members (such directors are herein referred to as "At-Large Directors"). All directors shall at all times be Members of the Association.

4.4 NOMINATIONS FOR AT-LARGE DIRECTORS Nominations for At-Large Directors shall be open to the Members commencing with the general meeting of Members immediately prior to the annual meeting of Members at which an election of directors shall take place. Such nominations may be made by any Member at such general meeting, upon a motion duly made and seconded. Nominations for At-Large Directors may also be made by any Member following such general meeting and prior to the annual meeting by delivering a written notice of such nomination, signed by at least two (2) Members, to the President or the Secretary of the Association, and at the annual meeting, upon a motion duly made and seconded.

4.5 ELECTION OF AT-LARGE DIRECTORS At-Large Directors shall be elected from among the nominees therefore at each annual meeting of Members and shall hold office for a term of one year, beginning in the month of July following the election and continuing for one (1) year until the following June or until the person's successor is elected and qualifies, or until the person's death, resignation or removal pursuant to these bylaws.

4.6 REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least four (4) times during each calendar year at such dates, times and locations to be determined by the President or the Board of Directors.

4.7 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or by any three (3) directors then in office. The person or persons who call any such special meeting of the Board of Directors may fix any date, time and location for such special meeting.

4.8 NOTICE. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings of the Board of Directors without other notice than such resolution. Notice of any special meeting shall be given to each director at least two (2) days prior to the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors, need be stated in the notice, unless specifically required by these Bylaws.

4.9 VOTING. Each director shall have one vote. There shall be no proxy voting. The action of the majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable statute, charter provision or these bylaws. A majority of the entire Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of such number of directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.10 TELEPHONE MEETINGS. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

4.11 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing to such action is signed by each director entitled to vote on the matter. Such written consent may

be in the form of an electronic mail sent from a director to the President or the Secretary of the Association. .

4.12 VACANCIES. Any vacancy on the Board of Directors for any cause may be filled by a majority of the remaining directors, although such majority may be less than a quorum. A director elected by the Board of Directors to fill a vacancy shall serve until the end of the term of the director's predecessor and/or until the director's successor is elected and qualifies.

4.14 RESIGNATION: REMOVAL OF DIRECTORS A director may resign by submitting a written resignation to the President, or to another director, if the resigning director is the President. The failure of any director to attend any three consecutive board meetings shall be deemed to be that director's tender of resignation. A director may be removed, with or without cause, by the affirmative vote of two-thirds of the entire Board of Directors at any meeting at which at least two-thirds of the entire Board of Directors is present.

4.15 COMMITTEES. The President or Board of Directors may provide for such standing or special committees as it may deem desirable, and may discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with these bylaws and applicable law, as may be assigned to it by the President or Board of Directors.

ARTICLE V

OFFICERS

5.1 GENERAL PROVISIONS. The officers of the Association shall consist of a President, a Treasurer, and a Secretary, and such other officers as the Board of Directors may determine to be necessary. The President, Treasurer and Secretary may be the same person or different persons as agreed to by a majority of the Board of Directors. Each officer shall at all times be a member of the Board of Directors and a Member of the Association.

5.2 NOMINATIONS OF OFFICERS. Nominations for the offices of President, Treasurer and Secretary shall be open to the Members of the Association commencing with the general meeting of Members immediately prior to the annual meeting of Members at which an election of such officers shall take place. Such nominations may be made by any Member at such general meeting, upon a motion duly made and seconded. Nominations may also be made by any Member following such general meeting and prior to the annual meeting by delivering a written notice of such nomination, signed by at least two (2) Members, to the current President or Secretary of the Association, and at the annual meeting, upon a motion duly made and seconded.

5.3 ELECTION OF OFFICERS. Officers shall be elected from among the nominees therefore at each annual meeting of Members and shall hold office for a term of one year, beginning in the month of July following the election and continuing for one (1) year until the following June or until the person's successor is elected and qualifies, or until the person's death, resignation or removal pursuant to these bylaws. If no nominations for Treasurer or Secretary are duly made as provided in Section 5.2 of these bylaws, after the annual election of the President and At-Large Directors, a majority of the Board of Directors then elected may designate a Treasurer and Secretary from among its members, which may be the same person or different persons. And, if agreed to by a majority of the Board of Directors, the President may serve in all

three offices. If the election of officers shall not be held at such annual meeting of Members, it shall be held as soon thereafter as may be convenient. Election or appointment of an officer shall not of itself create contract rights between the Association and such officer.

5.4 COMPENSATION. Officers shall not receive any stated salary for their services in such capacities, but each officer shall be entitled to receive from the Association reimbursement of expenses incurred by such officer in connection with Association matters if such expenses are approved by the Board of Directors.

5.5 PRESIDENT. The President shall, in general, supervise the business and affairs of the Association. The President shall be Chairman of the Board of Directors and act as Chief Executive Officer, and shall preside at all meetings of the Board of Directors and of the Members at which the President shall be present. Unless otherwise directed by the Board of Directors, all other officers shall be subject to the authority and supervision of the President. The President may execute in the name of the Association any contract, agreement or other instrument, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association or shall be required by law to be otherwise executed. The President shall serve as the representative of the Association in meetings and discussions with other organizations and governmental agencies; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President may choose to delegate any of these duties to another director or directors.

5.6 SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the Members and the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office and electronic mail (if any) address of each director which shall be furnished to the Secretary by such director; and (e) in general, perform such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. The Secretary may delegate any of these duties to another director or directors, including the President.

5.7 TREASURER. The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Board of Directors, at the regular meetings of the Board of Directors or whenever they may require it, an account of all transactions undertaken as Treasurer and of the financial condition of the Association.

5.8 REMOVAL AND RESIGNATION Any officer of the Association may be removed with or without cause by the affirmative vote of two-thirds of the entire Board of Directors at any meeting at which at least two-thirds of the entire Board of Directors is present. Any officer of the Association may resign at any time by giving written notice of his resignation to the President, or to another director, if the resigning officer is the President. Any resignation shall take effect at the time specified therein, or, if the time when it shall become effective is not specified therein,

immediately upon its receipt. The acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the resignation.

5.9 VACANCIES. A vacancy in any office may be filled by the Board of Directors for the balance of the term.

ARTICLE VI

FINANCE

6.1 DEDICATION OF ASSETS. The properties and assets of this nonprofit Association are irrevocably dedicated to the charitable and educational purposes of the Association. No part of the net earnings, properties, or assets of this Association, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Association.

6.2 DEPOSITS: CHECKS AND DRAFTS. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, savings associations, trust companies, or other depositories as the Board of Directors shall designate. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be designated by the Board of Directors. Any such designations by the Board of Directors may be either general or specific. No check or order for the payment of money shall be invalidated because a person whose signature appears on such check or order ceased to be an officer or agent of the Association prior to the time of payment of such check or order by any such depository.

6.3 CONTRACTS. The Board of Directors may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. The foregoing sentence notwithstanding, no loans shall be contracted on behalf of the Association and no evidences of indebtedness or guaranties of the obligations of others shall be issued in the name of the Association unless authorized by a resolution of the Board of Directors. Such authority may be either general or specific. Unless the authorizing resolution shall provide otherwise, all loans, promissory notes, acceptances, other evidences of indebtedness and guaranties shall be signed by the President or the Secretary or Treasurer.

6.4 FISCAL YEAR. The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Association by a duly adopted resolution.

ARTICLE VII

SEAL

7.1 CORPORATE SEAL. The Board of Directors of the Association may authorize the adoption of a corporate seal at any time and provide for the custody thereof, and may, at any time, alter or abandon the corporate seal.

7.2 AFFIXING SEAL WHERE REQUIRED. Whether or not a corporate seal is in existence, whenever the Association is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule, regulation, or other request for a corporate seal to place the word "(seal)" adjacent to the signature of the person authorized to execute the document on behalf of the Association.

ARTICLE VIII

INDEMNIFICATION

8.1 INDEMNIFICATION. The Association shall indemnify, to the fullest extent permitted by applicable Maryland law in effect from time to time, all persons who at any time were or are directors or officers of the Association for any threatened, pending or completed suit or proceeding, (whether civil, criminal, administrative or investigative), relating to any action alleged to have been taken or omitted in such capacity as director or officer of the Association. The Association shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Association in connection with any threatened, pending or completed suit or proceeding (whether civil, criminal, administrative or investigative) in which the former or present director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, applicable Maryland law in effect from time to time. The Association may indemnify any other persons permitted but not required to be indemnified by applicable Maryland law in effect from time to time, if and to the extent that such indemnification is authorized and determined to be appropriate in each case by the Board of Directors or by legal counsel appointed by the Board of Directors. The Association shall not be required to purchase or maintain insurance on behalf of any former or present director or officer or other person required or permitted to be indemnified.

8.2 AMENDMENT, REPEAL OR ADOPTION. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Bylaws or charter of the Association inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding Section with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE IX

NOTICE

9.1 NOTICE GIVEN. Whenever any written notice is required to be given pursuant to the charter or bylaws of the Association or pursuant to applicable law, such notice shall be deemed to be given as follows: (a) If mailed by postal service, when deposited in the United States mail, postage prepaid, addressed to the person entitled to receive such notice at that person's post office address as it appears on the records of the Association; and (b) If mailed by electronic mail, when sent via computer modem to the person entitled to receive such notice at that person's electronic mail address as it appears on the records of the Association.

9.2 WAIVER OF NOTICE. Whenever any written notice is required to be given pursuant to the charter or bylaws of the Association or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE X

DISSOLUTION

10.1 LIABILITY FOR DEBTS OF THE ASSOCIATION. None of the directors, officers or Members of the Association shall have any personal liability for any debts or other liabilities of the Association solely by reason of being a director, officer or Member of the Association.

10.2 DISTRIBUTION. In the event of a liquidation, dissolution or winding up of the affairs of the Association, the Board of Directors shall distribute and pay over all of the remaining property and assets of the Association, after the payment or provision for payment of any and all liabilities of the Association, to an organization or organizations dedicated to purposes consistent with those of the Association and which has established its tax exempt status under Internal Revenue Code Section 501(c)3.

ARTICLE XI

AMENDMENTS

11.1 BY DIRECTORS. The Board of Directors, after giving prior notice to all directors and pursuant to the vote of two-thirds of the directors, shall have the power to adopt, alter or repeal the charter and any bylaws of the Association and to make new bylaws, except that the Board of Directors shall not alter or repeal this Section.

ARTICLE XII

MISCELLANEOUS PROVISIONS

12.1 FORCE AND EFFECT OF BYLAWS These Bylaws are subject to the provisions of the general laws of the State of Maryland and to any restrictions or conditions in the Association's charter, as the same may be amended from time to time. Anything in these Bylaws that is inconsistent with applicable law or the Association's charter shall be null and void.

I, Bonnie Crockett, the President of the Association, hereby certify that the foregoing is a true and correct copy of the bylaws of the Association which have been duly adopted by the Board of Directors on this 27th day of March, 2001.
