

CONSTITUTION AND BY-LAWS
OF
THE ORIGINAL NORTHWOOD ASSOCIATION

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ARTICLE I - NAME

The name of this association is:

"THE ORIGINAL NORTHWOOD ASSOCIATION"

which is hereinafter called "the Association."

ARTICLE II – PURPOSES

The purposes for which the Association is formed and the objects to be carried on and promoted

by it are as follows:

- (a) To promote the welfare and improvement of the Original Northwood area through research, education, public and private discussion, neighborhood and community action and any other appropriate means.
- (b) To promote adherence to and proper enforcement of laws, regulations and land covenants applicable to the Original Northwood Area.
- (c) To seek a higher standard in the delivery. and efficiency of public and private services for the Original Northwood area.
- (d) To sponsor social events and other neighborhood activities for the enrichment and enjoyment of the residents of the Original Northwood area.

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(e) To do everything necessary, suitable and proper for the accomplishment of the purposes and objects set forth in this Article, including, but not limited to, making and carrying out contracts, collecting dues and other funds and making disbursements and expenditures of funds collected by and entrusted to the Assoc.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Any person who is a member of a household which owns or rents property within the Original Northwood area (as defined in the Constitution-and By-Laws) shall be eligible to become a member of the Association. Any person eligible for membership in the Association shall become a member upon the payment of dues for the current fiscal year by the household to which he or she belongs.

Section 2. For the purposes of the Association, the term "Original Northwood Area" shall consist of the geographical section of the City of Baltimore in the State of Maryland, contained within the following described lines: Beginning at the northernmost point of the intersection of Loch Raven Boulevard and the Alameda; proceeding north on the west side of Loch Raven Boulevard to its intersection with Havenwood Road; proceeding west on the south side of Havenwood Road to its intersection with Kelway Road, proceeding north on the west side of Kelway Road to a walkway located between the north side of 4230 Kelway Road and the south side of garages of the Northwood Apartments; proceeding west along the walk-way to its intersection with the alley running behind the lots on the north side of Northview Road; proceeding west and then south along said alley to a point where an imaginary line drawn west would run along the northern boundary of 4109 The Alameda; proceeding west along said line to the east side of The Alameda to the point of the beginning; excepting

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the parcel owned by an instrumentality of the United States upon which is erected the Veterans Administration Hospital and associated grounds. Section 3. The amount of annual dues for membership shall be determined by the Board of Governors in January of each year preceding the beginning of the next fiscal year, except that the Board of Governors shall not increase the annual amount of dues more than twenty-five percent (25%) in any fiscal year without the approval of the members of the Association at a duly convened meeting. The fiscal year of the Association shall be from January 1 to the last day of December.

ARTICLE IV - BOARD OF GOVERNORS

Section 1. The Association shall be managed by a Board of Governors consisting of the four (4) officers of the Association and five (5) members-at-large.

Section 2. The Board of Governors shall have general supervision and control of the affairs of the Association, subject to the provisions of the Constitution and By-Laws. It shall authorize or ratify all, commitments or contracts that entail the payment of money, and it shall authorize or ratify the disbursement and expenditure of all monies that are available for the use and benefit of the Association. The Board of Governors shall not, however, authorize or ratify any commitments, contracts, disbursements, or expenditures which would entail the payment of more money during any fiscal year than the amount available to the Association for that fiscal year. The Board of Governors shall have complete authority to act on behalf of and to bind the Association on any And

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all matters arising between meetings of the Association.

Section 3. The five (5) members-at-large of the Board of Governors shall be elected by the members of the Association at the Annual Meeting in September for a one-year term. The members-at-large shall serve without salary or compensation.

ARTICLE V - OFFICERS

Section 1. The officers of the Association shall be elected by the members of the Association for a one-year term, and shall consist of a President, a Vice President, a Secretary and a Treasurer. The officers shall serve without salary or compensation.

Section 2. The President shall be the chief executive officer of the Association and preside at all meetings of the Association and of the Board of Governors. He shall render periodic reports to the membership and the Board of Governors on the activities of the Association, and he shall perform the usual functions and duties that customarily attend the office of President.

Section 3. The Vice President shall perform the duties customarily performed by a vice president. He shall coordinate the work of the Board of Governors and perform such other duties as may be delegated to him by the President. In the event of the President's inability for any reason to carry out the functions of his office, the Vice President shall assume during such absence or disability the duties of the President

Section 4. The Secretary shall be the custodian of all books, papers, documents and other property of the Association, except money and financial records. He shall notify all members of the Association and of the

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Board of Governors of meetings and shall keep the minutes of all meetings. He shall prepare and send out all correspondence and maintain the records of the Association.

Section 5. The Treasurer, under the direction of the Board of Governors, shall have the care, custody and responsibility for all monies belonging to the Association. The Treasurer, in cooperation with the Secretary, shall send bills for dues and shall collect all dues and claims of the Association. He shall keep a record of the payment of all dues in each fiscal year in order that the voting qualifications of members may be determined. He shall pay all bills for expenses duly authorized or ratified by the Board of Governors. He shall keep the accounts and financial records of the Association and shall give a financial report to the membership at each meeting of the Association.

ARTICLE VI - COMMITTEES AND APPOINTMENTS

Section 1. The President shall have the authority to create any standing, special or temporary committees which may be necessary, subject to approval and regulation by the Board of Governors. All committee reports shall be transmitted to the President and the Board of Governors by the chairman, and no committee report or any part thereof shall be made public until presented to the President and the Board of Governors. Committee members shall serve without salary or compensation.

Section 2. The President may appoint a Parliamentarian to counsel the officers, the Board of Governors, committees and the members of the Association concerning proper procedures and interpretations of the Constitution and By-Laws.

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ARTICLE VII - ELECTIONS AND NOMINATIONS

Section 1. The Officers and members-at-large of the Board of Governors shall be elected by the membership of the Association at the Annual Meeting in September.

Section 2. The officers and members-at-large of the Board of Governors at the Annual Meeting shall begin their one-year terms immediately upon their election at the Annual Meeting.

Section 3. No officer shall be eligible to succeed himself in the same office if he has held that office for two (2) successive terms. No member-at-large of the Board of Governors shall be eligible for election to the Board of Governors if he has been a member-at-large of the Board of Governors for two (2) successive terms.

Section 4. The President shall appoint a Nominating Committee of at least three (3) members and designate a chairman thereof in April of each year. The Nominating Committee shall obtain one or more willing and qualified members to stand for election for each office and each position on the Board of Governors. No officer or member-at-large of the Board of Governors shall serve on the Nominating Committee.

Section 5. The Nominating Committee shall meet promptly after its formation. In making its selection and nominations, the Nominating Committee shall strive for continuity in the members-at-large on the Board of Governors. After obtaining the consent of each nominee to stand for election, the Nominating Committee shall transmit the names and addresses of each willing and qualified nominee to the Secretary at least twenty-one (21) days before the Annual Meeting in September. Not later than fourteen (14) days before the Annual Meeting, the Secretary shall mail to each member of the Association a notice of the Annual Meeting stating

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that the election of officers and members-at-large of the Board of Governors will be held and including the names of those members who have been nominated by the, Nominating Committee.

Section 6. Other nominations for any office or for any position on the Board of Governors may be made from the floor by any member of the Association at the Annual Meeting in September.

Section 7. The chairman of the Nominating Committee shall be responsible for the supervision of the election at the Annual Meeting, counting the votes and certifying the results to the members of the Association at the Annual Meeting. In the event that there is more than one nominee for any office or position, the vote shall be by written ballot.

ARTICLE VIII - MEETINGS, QUORUMS AND VOTING

Section 1. The Association shall hold an Annual Meeting during the month of September of each year, on such date and at such time and place as the President may designate. The Secretary shall mail to each member of the Association a notice of the date, time and place of the Annual Meeting not later than fourteen (14) days before the Annual Meeting.

Section 2. Special meetings of the Association may be called by the President upon approval of the Board of Governors. The President shall call a special meeting of the Association when requested to do so in writing by twenty-five (25) members of the Association. Except in cases of emergency at least three (3) days written notice shall be given to the members of the Association of any

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special meetings, stating in the notice the purpose, place and time of the special meeting.

Section 3. All meetings of the Association and the Board of Governors shall be conducted in accordance with the Constitution and By-Laws, supplemented where not inconsistent by Roberts Rules of Order, Newly Revised. A statement of the significant items of business that will come before each meeting of the Association shall be prepared by the President and made available to the members of the Association by the Secretary prior to the meeting. The business of the Association at its meeting shall be in accordance with this statement, and the President shall exercise his discretion in determining whether any particular item of business is properly before the Association.

Section 4. The Board of Governors shall meet each month, except upon a two-thirds vote of the Board of Governors there need not be a regular meeting in July and August.

Section 5. The presence of members from twenty percent (20%) of the households which have paid dues for the current fiscal year shall constitute a quorum to transact business at any regular or special meeting of the Association. A majority of the Board of Governors shall constitute a quorum to transact business at any meeting of the Board of Governors.

Section 6. All votes of the Association shall require a majority of those households present at the meeting and eligible to vote, unless otherwise specifically provided in the Constitution and By-Laws. Voting at all meetings of the Association shall be on the basis of one (1) vote for each household which has paid dues for the current fiscal year. All votes of the Board of Governors shall require a majority of those members present at the meetings.

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ARTICLE IX – VACANCIES

Section 1. Vacancies in any of the officer positions or in any member-at-large position on the Board of Governors shall be filled by the Board of Governors from among the members of the Association for the unexpired portion of the term.

Section 2. All vacancies shall be filled not later than the next regular meeting of the Board of Governors after the vacancy occurs.

Section 3. The President and the Board of Governors shall jointly determine and declare whether any vacancy exists.

ARTICLE X - AMENDMENTS

The Constitution and By-Laws may be amended, repealed, altered, or added to only by a two-thirds vote of the members of the Association present and constituting a quorum, at any Annual Meeting or special meetings provided that ten (10) days prior written notice shall have been given to the members of the Assoc. by the Secretary with a summary, outline or full text of any proposed amendment or change.

IN WITNESS WHEREOF, the President and Secretary signing this Constitution and By-Laws acknowledge that, in accordance with the previous "Constitution and By-Laws of the Northwood Association", this Constitution and By-Laws of the Original Northwood Association was approved by a two-thirds vote of the members of the Association present and constituting a quorum at a meeting on the 26th of September, 1978,

/S/ Albert Hoehn

President

/S/ Barbara Hoover

Secretary

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By-Law changes as of September 2003

The following change to the ONA bylaw was also approved:

Article VII, Elections and Nominations, Section 3 previously read:

“No member shall be eligible to succeed himself in the same office if he has held that office for two (2) successive terms. No member-at-large of the Board of Governors shall be eligible for election to the Board of Governors if he has been a member-at-large of the Board of Governors for two (2) successive terms.”

Article VII, Elections and Nominations, Section 3 now reads:

“No member of the Association may serve on the Board of Governors for more than three years consecutively.”

The results of the election will be posted on the ONA website and included in the next ONA newsletter.