

**LUTHERVILLE COMMUNITY ASSOCIATION BYLAWS  
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# **LUTHERVILLE COMMUNITY ASSOCIATION BYLAWS**

## **ARTICLE ONE: NAME**

This Association shall be known as Lutherville Community Association, Incorporated (LCA), a non-profit corporation organized and existing under the laws of the State of Maryland.

## **ARTICLE TWO: PURPOSE**

The purpose of the LCA shall be to protect, advance and promote the general welfare of residents within the boundary of the community; to promote and strive for the improvement and betterment of all public facilities within the community; to promote and encourage a community and civic spirit; to foster good will and friendship between and among all residents of the community; to work with neighboring associations in furthering mutual aims; to cooperate with County, State, civic and public organizations for the general welfare of the entire community of Lutherville.

## **ARTICLE THREE: BOUNDARY**

The area encompassed by the LCA begins at the southwest corner of York Road and Seminary Avenue, extends along the west side of York Road until it intersects the south side of Ridgely Road, extends west along the south side of Ridgely Road passing directly over the Maryland Transit Administration right-of-way to the Northern boundary of Country Club Park, extends westerly along the remainder of this subdivision until it intersects the eastern boundary of the Harrisburg Expressway, I-83, extends southerly along the Expressway until it intersects the northern boundary of the Baltimore Beltway, I-695, extends easterly along the Beltway until it intersects the extension of Bellona Avenue, extends easterly along Bellona Avenue until it intersects Seminary Avenue, including properties on both sides of Bellona Avenue and homes east of Bellona Avenue on Lincoln Avenue which are not part of the Orchard Hills subdivision, continuing along Seminary Avenue easterly until it reaches York Road, including properties fronting on both sides of Seminary Avenue.

## **ARTICLE FOUR: ELIGIBILITY**

LCA voting membership shall be open to any adult 18 years of age or older who lives in or owns residential property within the boundary of the LCA. A non-voting membership will be available to all businesses, organizations and non-residents.

## **ARTICLE FIVE: MEMBERSHIP**

Membership status shall be effective upon payment of annual dues and shall be valid for the current LCA Fiscal Year (October 1 to September 30).

## **ARTICLE SIX: OFFICERS AND DIRECTORS**

OFFICERS: President, Vice-President, Secretary, Treasurer

COMMITTEE CHAIRPERSONS: Nominating, Public Facilities, Traffic, Membership, Special Events, Zoning, Communications, Security, History, Hospitality

DIRECTORS AT LARGE: Two directors shall be elected as Directors at Large

The Board of Directors shall be comprised of the Officers, Committee Chairpersons, Directors at Large, and the Immediate Past President.

## **ARTICLE SEVEN: DUTIES OF OFFICERS**

President: The President shall preside at all meetings of the LCA and the Board of Directors of the LCA. He/she shall be the primary spokesperson for the LCA and be an ex-officio member of all committees.

Vice-President: The Vice-President shall perform the duties of the President in the absence or incapacity of the President and shall be the liaison between LCA and the various churches and organizations within the community.

Secretary: The Secretary shall be custodian of all correspondence of the LCA. The Secretary shall create a record of all correspondence sent by or received on behalf of the LCA. The Secretary shall notify Officers and Chairpersons of all meetings, shall keep a record of all business conducted at meetings of the LCA and the Board of Directors, and shall produce minutes of the meetings within two (2) weeks following each meeting.

Treasurer: The Treasurer shall be responsible for all funds of the LCA, shall collect and disburse all funds of the LCA and keep a record of all receipts and expenditures of all funds as may be determined by the Board of Directors. The Treasurer shall prepare a financial statement to be presented at the Annual Meeting and at such other times as may be requested by the President or Board of Directors. The Board of Directors shall appoint an audit committee comprised of at least three members to perform an annual review of all LCA income and expenditures. The results of the audit review shall be presented at the next following Board meeting.

## **ARTICLE EIGHT: DIRECTOR/COMMITTEE FUNCTIONS**

The Committee Chairperson of each committee shall submit to the President, at least one (1) week in advance of each Board Meeting, a progress report listing the meetings or other activities conducted by the committee.

Executive Committee: The Executive Committee shall consist of the Officers and the Immediate Past President. This Committee shall possess and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the LCA conferred by these Bylaws or otherwise. The Executive Committee shall report any action taken by it to the Board of

Directors at the next following meeting of the Board of Directors, and the action shall be subject to revision and alteration by the Board of Directors.

**Nominating:** The Nominating Chairperson shall preside over the Nominating Committee and recommend four additional committee members to the Board of Directors for approval at the November Board of Directors meeting. The Nominating Chairperson shall also conduct the election of Officers and Directors at the Annual Meeting and shall be responsible for complying with the requirements for proxy voting as outlined in Article 10. The Nominating Committee is responsible for presenting all nominees for all vacancies within the LCA and assisting other committee chairpersons in recruiting committee members.

**Public Facilities:** The Public Facilities Committee shall be responsible for all matters concerning open space, streams, parks, playgrounds and walkways within the boundaries of the community.

**Traffic:** The Traffic Committee shall be responsible for all matters concerning pedestrian and vehicular traffic within the boundaries of the community.

**Membership:** The Membership Committee shall be responsible for all membership solicitation and maintain a record of current members.

**Special Events:** The Special Events Committee shall be responsible for all seasonal and special activities of the LCA and oversee all fund raising efforts of the LCA.

**Zoning:** The Zoning Committee shall be responsible for all matters concerning zoning or development within the boundaries of the LCA. It shall be responsible for the implementation of the Lutherville Master Plan and for proposing changes thereto.

**Communications:** The Communications Committee shall be responsible for the LCA Newsletter, including advertising, editing and publishing the Newsletter, and for maintaining the LCA website and any other electronic and/or social media site established by the LCA.

**Security:** The Security Committee shall be responsible for all matters related to safety, security and crime prevention within the boundaries of the LCA.

**History:** The History Committee shall be responsible for the LCA archives and all activities of a historical nature within the boundaries of the LCA.

**Hospitality:** The Hospitality Committee shall be responsible for welcoming new residents to the community, informing them of LCA membership eligibility and furnishing refreshments at LCA meetings.

**Directors At Large:** The two Directors At Large shall be responsible for recording attendance and related functions at LCA meetings and encouraging members to attend and participate in LCA functions, and any other assignments as assigned by the Board of Directors.

## **ARTICLE NINE: BOARD OF DIRECTORS**

- a. The Board of Directors (Board) shall manage the affairs of the LCA.
- b. The President shall Chair the Board of Directors and preside at all its meetings.
- c. Meetings of the Board shall be convened in February, April, September and November of each year. A schedule of meetings shall be posted in the LCA Newsletter. The Board may convene additional meetings of the Board of Directors if written request to do so by three (3) members of the Board and two (2) days notice has been given to all Board members. Meetings are open to the general membership, unless the Officer presiding at the meeting, in his or her discretion, determines that the need for confidentiality for the Board's consideration of an issue requires that only Board members may be present. Introduction of issues not included in the meeting agenda are limited to members of the Board or to those invited by the Board or the President to speak or present to the Board. A quorum for a Board of Directors meeting will be nine. If the Board is unable to obtain a quorum it may act with fewer members present but not less than seven (7) and in that case five (5) affirmative votes are required for any action to become official.
- d. Any member of the Board of Directors may be removed for cause at any Board meeting by a two-thirds (2/3) vote of Board members present; provided that such Board member has been notified at least 30 days before such meeting of the intent to remove him or her and of the grounds for removal, and written notice has been furnished to all Board members at least two (2) weeks prior to said meeting. The Board member shall be provided with the opportunity to address the Board of Directors and to respond to the grounds raised for his or her removal before the matter is put to a vote.
- e. Vacancies occurring in the Board through death, resignation or removal (except for the President who would be replaced by the Vice President) shall be filled by a majority vote of the Board. A vacancy filled in this manner will not constitute a 'term' or result in the calculation of it in determining the permitted total service of a Director. A Director so appointed shall serve until the next Annual Meeting. As part of that year's annual election, a Director will be elected by the general membership to fill the remainder of the previously elected Directors' unexpired term. The calculation determining the permitted total service of a Director will not include a portion of an unexpired term.
- f. The Board has the power, duty and responsibility to manage the affairs of the LCA and to prudently expend LCA funds in accordance with LCA Articles of Incorporation, Bylaws and established policies. The Board shall recommend agendas and plan meetings in order to further the purpose of the LCA. The Board shall elect the Nominating Committee and coordinate the activities of all committees within the Association. The Board may establish a Task Force to address a significant issue within the community. A Task Force shall be comprised of members of the Board and general membership. The Board shall appoint a Task Force Chair to coordinate the activities of the Task Force. The Task Force Chair will be a non-voting member of the Board. The Board will review the need for continuance of all Task Forces at subsequent Board meetings. The Board shall notify the membership of all actions taken by the Board at the Board Meeting following general meeting or at any intervening Special Meeting. Any action taken by the Board shall be considered the act of the Association and can be reconsidered at a subsequent

LCA meeting just as any action taken by the Association can be reconsidered at a subsequent LCA meeting.

g. No Member shall serve more than two consecutive terms in the same elected position. A term of office shall be two (2) years and shall commence immediately following election to the office at the Annual Meeting.

## **ARTICLE TEN: NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

Nominations: All voting members of the LCA may be nominated to run for any office or vacancy within the Board of Directors of the LCA. All members who wish to run in an election must complete and submit a biographical summary to the Nominating Committee no later than April 1st. preceding the annual meeting.

The Directors at Large and the Chairpersons for the History, Hospitality, Membership, Public Facilities, Traffic, and Zoning Committees will be elected in even numbered years. The Officers and the Chairpersons for Communications, Nominating, Special Events and Security Committees will be elected in odd numbered years.

Election Announcement: An announcement of offices open for the upcoming election will be made at each March General Meeting of the LCA and in the LCA newsletter prior to the March General Meeting. Election procedures will be described at the March General Meeting.

Election Report: The Nominating Committee will determine if all nominees are eligible under these Bylaws and mail all members a report including each open office and the candidates' biographical summaries. This mailing will occur a minimum of two (2) weeks before the Annual Meeting.

Elections: Only one member of a household will be eligible to serve at any one time. A household is defined as a single resident address.

Voting by Proxy: The Chairperson of the Nominating Committee will prepare a written Ballot for the upcoming election and shall be responsible for seeing that a printable copy of the Ballot is posted on the LCA website at least two (2) weeks before the Annual Meeting. Any voting member who wishes to vote by proxy in lieu of attending the Annual Meeting shall download a copy of the Ballot, fill it in and sign it, and return it to the LCA Secretary so that it is received by the Secretary at least one (1) week prior to the meeting. All properly executed proxies that are timely received by the Secretary shall be counted for purposes of establishing a quorum and included in the vote totals at the Annual Meeting.

Ballot: Based upon the discretion of the Board, contested elections will be held by written ballot, prepared in advance. Uncontested elections will be held by appropriate show of hands by the voting members in attendance at the meeting. No additional nomination of candidates will be permitted at the Annual Meeting. If there is no candidate for a particular office, nominations will be accepted from the floor.

## **ARTICLE ELEVEN: MEETINGS**

General Meetings: Meetings of members will be held in October, March and May. The May meeting is designated as the Annual Meeting and will be for the purpose of electing Officers and Directors and the transaction of other business. Only voting members may participate in elections. The Board of Directors will establish the day of the meetings and may change the meeting months as necessary.

Special Meetings: Special Meetings may be called at any time by the President, a majority of the Board of Directors or by written application to the President of the Board of Directors by ten LCA members. The application and subsequent notification must contain the specific topic to be discussed at the Special Meeting. Within ten (10) days of receipt of such application the President will call for a Special Meeting. The Special Meeting will take place within ten (10) days.

Notice of Meetings: Publication of the General Meeting schedule in the LCA newsletter will constitute notice of General Meetings to all members. Members will be notified in writing of a Special Meeting.

Quorum: Twenty (20) will constitute a quorum to conduct business at a General Meeting. Thirty (30) members will constitute a quorum at a Special Meeting.

Conduct of Meetings: The conduct and format of General Meetings, Special Meetings and meetings of the Board of Directors will be in accordance with the most recent edition of "Robert's Rules of Order".

## **ARTICLE TWELVE: DUES**

Dues: Dues will be announced by the Board of Directors at the May Annual Meeting.

## **ARTICLE THIRTEEN: AMENDMENTS**

Bylaws: LCA Bylaws may be amended at a General Meeting, when a quorum is present, provided the text of such amendment (s) has been distributed at the prior General Meeting. A two-thirds (2/3) vote in favor of each amendment is necessary to make the amendment effective, and any amendment shall become immediately effective upon the adjournment of the meeting at which it was adopted in accordance with these Bylaws. LCA Bylaws may be amended at any Special Meeting, when a quorum is present, provided the text of such amendment (s) has been sent to each member no less than one (1) week prior to the Special Meeting. A two-thirds (2/3) vote, in favor of each amendment, is necessary to make an amendment effective. Unless otherwise provided for prior to its adoption or in the motion to adopt an amendment the amendment shall become effective upon adjournment of the meeting at which it is adopted. Revisions of the Bylaws shall be approved by the same method as amendments.

## **ARTICLE FOURTEEN: OTHER PROVISIONS**

Signatures on Certain Documents: All contracts, deeds, mortgages, bank notes and similar instruments to be executed by LCA must be approved by the Board of Directors, signed by the President or Vice-President and attested to by the Secretary. The co-signature of an Officer shall be required on all checks over \$500 drawn on the account of the LCA.

Fiscal Year: LCA fiscal year shall be October 1<sup>st</sup> to September 30<sup>th</sup> of each year.

Master Plan: The Master Plan of Lutherville will be reviewed and revised as necessary. Amendments or additions to the Plan require a two-thirds (2/3) vote in favor of the amendment or addition by members present at a General or Special Meeting to become effective. Amendments or additions must be submitted to the Baltimore County Office of Planning for inclusion in the Baltimore County Master Plan.

Review of Bylaws: LCA Bylaws will be reviewed by a By-Laws Committee appointed by the Board of Directors not less than every ten (10) years.

## **ARTICLE FIFTEEN: CONFLICT OF INTEREST**

Conflict of Interest: A conflict of interest may exist when the interests or concerns of an individual member of the Board of Directors can be seen as competing with the interest or concerns of the LCA. Whenever there is reason to believe an actual or potential conflict of interest exists, the Board of Directors shall determine the appropriate response.

## **ARTICLE SIXTEEN: NON-DISCRIMINATION**

Non-Discrimination: LCA shall not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

## **ARTICLE SEVENTEEN: FIDUCIARY RESPONSIBILITY OF THE BOARD OF DIRECTORS**

The members of the Board of Directors have a fiduciary relationship to the LCA and they must act in the best interest of the LCA.

## **ARTICLE EIGHTEEN: INDEMNIFICATION**

Indemnification: LCA provides for indemnification of each member of the Board of Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties or a party by reason of having been a member of the Board of Directors of the LCA, except in relation to matters as to which such board director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.