

# FRIENDS OF WYMAN PARK DELL, INC.

## By-Laws

For adoption at the Annual Meeting, March 23, 2006

### ARTICLE I

**1.1: Organization.** Established in 1983, the Friends of Wyman Park Dell, Inc. (hereinafter referred to as the "FWPD"), is an organization incorporated to support and sustain Wyman Park Dell, a Baltimore City public park located at North Charles Street and West 29<sup>th</sup> Street in Baltimore, Maryland.

### ARTICLE II

**2.1: Mission.** The mission of Friends of Wyman Park Dell is to engage our community in the preservation, protection and promotion of this distinctive, historic Olmsted park (statement adopted on November 17, 2005).

### ARTICLE III

**3.1: Function of Directors.** The business and affairs of the FWPD shall be managed under the direction of its Board of Directors. All powers of the organization shall be exercised by or through the Board of Directors, unless delegated by the Board of Directors to one or more officers thereof.

**3.2: Number and Composition.** The number of Directors shall be at least five (5) and not more than twenty (20). The Board of Directors shall seek to maintain a demographic composition which reflects the diversity of the surrounding communities.

**3.3: Term of Office.** Directors shall serve for a period of two (2) years. At each FWPD Annual Meeting, the successor directors shall be elected to hold office for a term of two years. The term of office begins upon election at the Annual Meeting. A Director may serve for three consecutive terms and is eligible to serve again after one year off the Board. For the first election, following adoption of these By-Laws, Board members shall be divided into approximately two equal groups, one-half (1/2) of the members to serve for an initial term of one (1) year, and the other one-half (1/2) to serve for an initial term of two (2) years. Persons serving an initial term of less than two (2) years may serve for three (3) additional two year terms.

**3.4: Ex Officio Directors.** The Board of Directors may establish *Ex Officio* Director positions to advance the mission of the organization. An *Ex Officio* Director is a voting member of the Board.

**3.5: Emeritus Board Directors.** Former Board Directors may be invited to serve as *Emeritus* Directors. *Emeritus* Directors will serve at the pleasure of the Board and be renewed annually. An *Emeritus* Director is a voting member of the Board.

**3.6: Election of Directors.** The Nominating Committee shall be responsible for nominating persons to serve as Directors and Officers, giving regard to the qualifications required in these By-Laws. The Committee shall submit the names to the Board of Directors for approval prior to the Annual Meeting. At the FWPD Annual Meeting, the Nominating Committee Chairperson shall present the Directors and Officers nominated to serve for the ensuing year and shall be declared elected by a majority vote of current paid FWPD members present.

**3.7: Removal.** Any Director may be removed from office, with or without cause, by the affirmative vote of a majority of the Board of Directors entitled to vote at any meeting of the Board duly called for the purpose. Cause may include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) unexcused consecutive meetings of the Board of Directors.

**3.8: Filling of Vacancies.** In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause, the President will recommend a person to fill that vacancy. The remaining Directors, by a majority affirmative vote, may elect a person as a successor to hold office until the next annual meeting.

**3.9: Compensation of Directors.** No compensation shall be paid to directors for attendance at each regular, special, or annual meeting of the Board of Directors. A Director who serves the FWPD in any capacity other than as a director may receive compensation for such services, pursuant to a resolution of the directors. Directors shall be reimbursed for all expenses reasonably incurred on behalf of the organization.

## **Article IV**

**4.1: Composition of Officers.** All Officers of FWPD shall be Directors. The Officers shall be a President, a Vice President, a Vice President for Membership and Development, a Secretary, and a Treasurer, and such other officers or assistants to the foregoing officers as the Board of Directors from time to time may consider necessary for conducting the business of the organization. Additional and assistant officers shall have such duties as are assigned to them by the Board of Directors or the President.

**4.2: Term.** The term of office for the officers shall be one (1) year. The officers shall be elected annually at the FWPD Annual Meeting and serve from that date hence. Officers may serve up to the maximum of their respective term limit as a Director.

**4.3: President.** The President shall preside at meetings of the Board of Directors and the Annual Meeting. The President may sign and execute, in the name of the FWPD, all instruments related to the FWPD affairs, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the organization. The President shall also make recommendations to the Board of Directors with respect to the chair and membership of all Committees of the Board of Directors. The President shall be an *ex-officio* member of all standing committees. The

President shall do and perform such other duties as may, from time to time be assigned by the Board of Directors.

**4.4: Vice President.** The Vice President shall assist the President as requested and shall preside at meetings of the Board of Directors in the absence of the President. The Vice President shall have such responsibilities and shall perform such duties as may be assigned by the Board of Directors or by the President. In case of the absence or disability of the President, the Vice-President shall perform the duties of that office.

**4.5: Vice President for Membership & Development.** The Vice President for Membership & Development shall have responsibilities for promoting and maintaining membership in the organization and for developing an annual fundraising plan. Membership rolls and records shall be used only for purposes of the organization or such other purposes that the Board of directors may direct. The Vice President for Membership & Development shall perform such duties as may be assigned by the Board of Directors or by the President.

**4.6: Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall be custodian of the records of the FWPD; may witness any document on behalf of the organization, the execution of which is duly authorized; and, in general, shall perform all duties incident to the office of secretary and such other duties as are from time to time assigned to him/her by the Board of Directors or the President.

**4.7: Treasurer.** The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the direction of the Board of Directors and the President. The Treasurer shall have custody of all the funds and securities of the organization, and shall keep full and accurate account of receipts and disbursements in books belonging to the FWPD. The Treasurer shall disburse the funds of the FWPD, taking proper vouchers for such disbursements. At least quarterly, the Treasurer shall present to the Board of Directors, a report on the financial condition of the FWPD. The Treasurer shall present an annual budget prepared in concert with the President at the regular Board meeting preceding the Annual Meeting. The Treasurer shall perform such other duties as may, from time to time be assigned by the Board of Directors or by the President.

## ARTICLE V

**5.1: Committees.** The President shall establish such committees as the President and Board of Directors determine are appropriate for conducting the business of the FWPD. The President shall appoint the chair and members of the committees. Committee membership shall involve additional expertise and not be limited to Directors and Officers only. All Committee appointments must be approved by the Board. The President shall serve *ex officio* on committees. Each Committee Chair is responsible for reporting the committee's actions and recommendations to the President and Board of Directors.

**5.2: Nominating Committee.** The President shall appoint the Nominating Committee with approval by the Board of Directors. The Nominating Committee shall consist of three (3) members of the Board of Directors and two (2) dues-paying supporters who are not members of the Board of Directors. The Nominating Committee shall proceed as stated in Article III, 3.6.

## **ARTICLE VI**

**6.1: Meetings.** The Secretary or designee shall give notice to each director of each regular and special meeting of the Board of Directors. The notice shall state the time, place of the meeting and agenda. Notice is given to a director when it is delivered personally to him/her, left at his/her residence or usual place of business, or sent by facsimile transmission, telephone or e-mail, at least twenty-four (24) hours before the time of the meeting or, in the alternative sent by mail to his/her address as it shall appear on the records of FWPD, at least seventy-two (72) hours before the time of the meeting. 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 these means constitutes presence in person at a meeting. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

**6.2: Regular Meetings.** Regular meetings of the Board of Directors shall be held a minimum of six times a year. Any business may be transacted at any regular meeting of the board.

**6.3: Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board of Directors shall be held on such date and at any place as may be designated from time to time by the Board of Directors. In the absence of designation, such meeting shall be held at such place as may be designated in the call.

**6.4: Annual Meeting.** The FWPD shall be held in March of each year for the purpose of presenting and electing Directors and Officers. The Annual Meeting may also be designated as a regular or special meeting for the transaction of business.

**6.5: Quorum and Voting.** The actual presence, or presence by speaker phone or technological equivalent, of a majority of the voting members shall constitute a quorum for all regular and special meetings of the Board of Directors. Each voting member of the Board of Directors shall have one vote. The act of a majority of voting members in attendance at a Board of Directors meeting at which a quorum is present shall be the act of the entire Board of Directors. Proxy votes are prohibited.

## **Article VII**

**7.1: Fiscal Year.** The fiscal year of the Corporation shall begin on January first and end on December 31.

**7.2: Membership.** Payment of an annual contribution constitutes membership in FWPD. The Vice President for Membership and Development shall advise the Board of Directors on an appropriate range of contributions.

**7.3: Signature Authority.** Any two Officers or other agents of the FWPD designated by the Board of Directors shall sign all checks, notes, acceptances, and orders for payment of money. The President, or any other agent of the FWPD designated by the Board of Directors, shall sign all contracts, leases and deeds of any kind.

**7.4: Conflicts of Interest.** Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the FWPD for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its acting on such contract or transaction. The Board of Directors shall determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

**7.5: Nondiscrimination.** The FWPD shall not discriminate against any person on the basis of age, sex, race, color, national origin, sexual preference, disability, or political or religious opinion or affiliation in any of its policies, procedures or practices.

## **ARTICLE VIII**

**8.1: Indemnification.** The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, including the advancement of related expenses, upon a determination by the Board of Directors or independent legal counsel appointed by the Board of Directors (who may be regular counsel for the corporation) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Law.

## **ARTICLE IX**

**9. 1: Amendments.** These By-Laws may be amended from time to time as deemed appropriate or necessary by a vote of the majority of all members of the FWPD Board of Directors upon ten (10) days written notice to the Board of Directors. The notice shall contain the proposed amendment(s) and the date, time and place of the meeting to consider such amendment(s).

**By-Laws adopted by the Board of Directors and FMVP members this 23 rd day of March, 2006**

\_\_\_\_\_  
President

\_\_\_\_\_  
Date

**I, the undersigned, being Secretary of the organization, hereby certify that the above is a true, complete and accurate copy of the By-Laws adopted by the Board of Directors and members of the Friends of Wyman Park Dell, Inc.**

\_\_\_\_\_  
Secretary (Signature)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Secretary (Please Print Name)