# TURNER STATION CONSERVATION TEAMS, INC.

## ARTICLE I.
## NAME AND PURPOSE

**SECTION 1.01**. Name. Turner Station Conservation teams, Inc.

**Section 1.02**. Purpose. The Turner Station Conservation Teams, Inc. was organized to change the community of Turner Station from one that has suffered from neglect to a vibrant, caring and attractive area by effectively addressing the recommendations contained in the Turner Station Community Conservation Plan.

## ARTICLE II.
## MEMBERS

**SECTION 2.01** A member is defined as any individual who has attended 6 out of 10 General Meetings of the Turner Station Conservation Teams (TSCT). The Turner Station Conservation Teams shall have two classes of members:

1. **General Members.** Residents or former residents of the Turner Station Community who are at least eighteen (18) years old having an interest in furthering the purposes of the Corporation are eligible for general membership.

2. **Youth Members.** Residents of the Turner Station Community under the age of eighteen (18) years old that youth members and are entitled to participate in the Corporation's programs and activities. Eligible persons must provide written consent by a parent or guardian in order to become youth members.

**SECTION 2.02. Application for Membership.** All applicants for membership shall register their name, address, e-mail address, and phone number with the Secretary of the TSCT.

**SECTION 2.03. Dues.** The Board of Directors may adopt a comprehensive plan or schedule of membership dues that will produce revenue for the TSCT in a fair and equitable manner from each of the members. Such plan or schedule may be changed from time to time pursuant to a resolution of the Board to reflect the needs of the TSCT.

**SECTION 2.04. Resignation of Membership.** Membership may be revoked for non-payment of dues, if the Board of Directors sets dues, or for any cause deemed sufficient by a majority vote of the Board of Directors. Before a person's membership is revoked, he or she shall be informed in writing of the proposed revocation and the reasons therefore, and given thirty (30) days in which to respond to the Board of TSCT.

**SECTION 2.05. Annual Meeting.** The TSCT shall hold an annual meeting of its members, to elect directors from among its general members in good standing and transact any other business within its powers, either on the last Monday of September in each year if not a legal

holiday, or at such other time on such other day falling on or before the thirtieth (30th) day thereafter as shall be set by the Board of Directors. Except as the Articles of Incorporation or statute provides otherwise, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the TSCT existence or affect other valid corporate acts. The annual meeting shall be opened to the general public. The general public is defined as residents and former residents of the Turner Station Community and any person or entity having an interest in furthering the purposes of the TSCT.

**SECTION 2.09. Quorum.** The presence in person of fifty-one (51%) of the general members in good standing shall constitute a quorum.

**SECTION 2.10. Voting**. A general member who is in good standing may vote on any question called at a members' meeting at which a quorum is present.

## ARTICLE III.
## BOARD OF DIRECTORS

**SECTION 3.01. Function of Directors.** The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. All powers of the Corporation may be exercised by or under the authority of the Board of Directors.

**SECTION 3.02. Number of Board of Directors.** The Corporation shall have the number of directors provided in the Seventh Article of the Articles of Incorporation until changed as herein provided and, collectively, they shall be known as the Board of Directors. The Corporation shall have at least three (3) directors at all times. A majority of the entire Board of Directors may alter the number of directors set by the Articles of Incorporation, but the action may not affect the tenure of office of any director, except as provided in Section 4.06. Any changes in the number of directors shall be approved by the general members at the next annual meeting.

**SECTION.03. Qualifications.** General members of the Corporation in good standing, or if the member is an entity in good standing, its representative may serve as a director. The directors shall represent a cross-section of the organizations and residents of the Turner Station Community.

**SECTION 3.04. Election and Tenure of Office of Directors.** The general members shall elect the directors by written ballot during each annual meeting. Each director shall hold office until the next annual meeting and until his or her successor is elected and qualifies.

**SECTION 3.05. Removal of Director.** A director may be removed, with or without cause, by the affirmative vote of (a) a majority of the general members or (b) two-thirds (2/3) of the Board of Directors, unless the General Laws of Maryland or the Articles of Incorporation provides otherwise, if it occurs at a special meeting and notice is given that a purpose of the meeting is removal.

**SECTION 3.06. Resignation of Director.** A director may resign effective upon giving written notice to the President or to the other directors if the resigning director is the President.

**SECTION 3.07. Vacancies on Board of Directors.** A vacancy on the Board of Directors through death, resignation, disqualification, removal, or other cause shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve until the next annual meeting and until his/her successor is elected.

**SECTION 3.08. Compensation.** A director may not receive any compensation or reimbursement for expenses for attendance at any annual, regular, or special meeting of the Board of Directors or any committee thereof. A director who serves the Corporation in any other capacity may receive compensation for such other services pursuant to a resolution of the directors in accordance with Article VIII of these Bylaws. A director may be reimbursed for reasonable and necessary out-of-pocket expenses incurred by such director in furtherance of the Corporation's business, pursuant to a resolution of the directors in accordance with Article VIII of these Bylaws.

**SECTION 3. 09. Regular Meetings.** Regular meetings of the Board of Directors shall be held on the last Monday of each month at a time designated by the Board of Directors, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the previous or next Monday.

**SECTION 3.10. Employees.** The Board of Directors shall have the power to hire and maintain employees, as it deems proper and necessary to accomplish the purposes of the Corporation. The powers and duties of employees of the Corporation shall be as assigned or delegated by the Board of Directors.

## ARTICLE IV.
## COMMITTEES AND HONORARY DIRECTORS

**SECTION 4.01. Standing Committees.** The Corporation shall have Standing Committees (hereinafter "Teams") in order to accomplish the purposes and objectives of the Corporation. The Teams shall include.

1 **Community Services.** The Community Services Team works with the appropriate local and state government agencies, community organizations, and private entities to ensure the residents of Turner Station have access to affordable community services and educational programs.

2 **Community Appearance, Beautification and Natural Environment.** The Community Appearance, Beautification, and Natural Environment Team works with the appropriate local and state government agencies, community organizations, and private entities to (a) preserve the intimate scale and community feeling of Turner Station and reflect this in the appearance of the community; and, (b) improve, preserve, and protect the natural environment of the community.

3 **Heritage Preservation and Revitalization.** The Heritage Preservation and Revitalization Team works with the appropriate local and state government agencies, community organizations, and private entities to:

(a) Preserve the quality of community life;
(b) Preserve the community's history;
(c) Promote heritage preservation among the community's youth; and,
(d) Promote heritage-relate economic development in Turner Station.

4 **Infrastructure, Traffic, Public Safety and Code Enforcement.** The infrastructure, Traffic, Public Safety and Code Enforcement Team works with the Baltimore County Police Department, other appropriate local and state government agencies, community organizations, and private entities to improve the livability of Turner Station and increase public safety in the community.

5 **Recreation.** The Recreation Team works with the appropriate local and state government agencies, community organizations, and private entities to enhance recreational opportunities within the Turner Station Community. The President of the Turner Station Recreation Council shall serve as the Recreation Team Leader.

## ARTICLE V.
## OFFICERS

**SECTION 5.01. Executive and Other Officers.** The Corporation shall have a President, a Vice President, a Secretary, a Correspondence Secretary, a Treasurer, a Financial Secretary, and a Past President, who shall be the executive officers of the Corporation. The Corporation may have one or more vice presidents, assistant officers, and subordinate officers with such titles and duties as may be determined from time to time by the Board of Directors.

**SECTION 5.02. Duties of President.** The President shall be the chief executive officer of the Corporation and shall, subject to the policies established by the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by General Laws of the State of Maryland, by the Articles of Incorporation, or by these Bylaws, or which the Board of Directors may prescribe from time to time. The President shall

a) preside at all meetings of the Board of Directors unless the Board of Directors shall, by a majority vote of a quorum thereof, elect a chair other than the President to preside at meetings of the Board of Directors and of the members.

b) Except as otherwise expressly provided by the law, by the Articles of Incorporation, or by these Bylaws, he or she may sign and execute, in the name of the Corporation all authorized deeds, mortgages, bonds, contracts, or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation.

c) prepare or cause to be prepared, annually, a full and correct statement of the affairs ("Statement") of the Corporation. The Statement shall include a balance sheet and a financial statement of the Corporation's operations for the preceding financial year. The Statement shall be submitted at the annual meeting and filed with the Corporation's records within twenty (20) days after the annual meeting.

**SECTION 5.03. Duties of the Vice President.** In the absence of the President, or in the event his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform *such other duties as may be prescribed by* the Board of Directors.

**SECTION 5.04. Duties of the Secretary.** The Secretary shall:

a. Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

b. Keep at the principle office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees, of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by applicable law.

d. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

e. Keep at the principal office of the Corporation a membership book containing the name, membership class, and address of each and any members, and, in the case where membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

f. Call meetings to order in the absence of the President or Vice President.

g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**SECTION 5.06. Duties of Corresponding Secretary.** The Corresponding Secretary shall carry out all needed correspondence for the organization and, shall perform the duties of the Secretary in the event of the Secretary's absence or inability or refusal to act for the remainder of the term of office.

**SECTION 5.07. Duties of the Treasurer.** The Treasurer shall:

a. Have charge and be responsible for all funds; securities; receipts; and disbursements of the Corporation, and shall deposit, or cause to be deposited, all moneys or other valuable effects in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

b. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

c. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

d. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

e. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.

f. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

h. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**SECTION 5.08. Duties of the Financial Secretary.** The Financial Secretary shall be responsible for monitoring all grant requirements and making required reports in a timely manner.

**SECTION 5.09. Past-President.** The President shall assume the role of the Past-President upon completion of his/her term, or in the event that she or he resigns from office but is still willing to serve as an advisor on the Board of Directors.

**SECTION 5.10. Election and Term of Office.** The Board of Directors shall elect the officers for a term of two (2) years. Each officer shall hold office until his or her successor shall be elected and qualified or until he or she resigns, is removed, or is otherwise disqualified to serve, whichever occurs first.

**SECTION 5.11. Removal and Resignation.** The Board of Directors may remove any officer, either with or without cause. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect on the date specified in the notice unless the Board of Directors

votes to remove the resigning officer prior to the effective date of resignation. The above provisions of this section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of an officer of the Corporation.

**SECTION 5.12. Vacancies.** The Board of Directors shall fill any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer with the exception of the President, whose position the Vice President shall fill. In the event of a vacancy in any office other than that of President such vacancy may be filled temporarily by appointment by the President until the Board of Directors shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled, as the Board shall determine.

**SECTION 5.13. Compensation.** Compensation of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. No officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a director of the Corporation. In all cases, any compensation received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation. All officer compensation shall be approved pursuant to Article VIII of these Bylaws.

## ARTICLE VI
## EXECUTIONS OF INSTRUMENTS AND FINANCE

**SECTION 6.01. Execution of Instruments.** The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized or otherwise provided in these Bylaws, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 6.02. Checks, Drafts, etc.** Except as otherwise determined by resolution of the Board of Directors, or as otherwise required by law, the President, the Treasurer, and Vice President of the Corporation shall have the power to make, sign and endorse, in the name of the Corporation, all checks, drafts, notes, and the other orders for the payment of money; to pay out and dispose of funds in accordance with the terms of the **annual budget** adopted by the Board of Directors. The Treasurer shall not pay out any money without a draft from the President or, in his/her absence, the Vice President. *All checks for amounts over five-hundred-dollars ($500.00) shall be signed by two (2) of the three (3) designated signatories.* Nevertheless, a person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer. All expenditures other than those contained in the annual budget shall require the express authorization of the Board of Directors.

**SECTION 6.03. Receipts of Financial Transactions.** All expenditures of the Corporation shall be substantiated with receipts submitted to the Treasurer within five (5) days of the transactions by the officer or other agent of the Corporation responsible for the transaction. The name and address (where appropriate) of the vendor or provider of the service, and the date and the amount of the transaction shall be recorded by the Treasurer.

**SECTION 6.04. Deposits.** All funds of the Corporation shall be deposited within five (5) business days of receipt to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**SECTION 6.05. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

**SECTION 6.06. Annual Financial Audit.** The Board of Directors shall schedule an annual financial audit of the books, bank account(s) and all financial transactions conducted by the organization.

**SECTION 6.07. Bonding.** The President, Vice President, Treasurer, Financial Secretary, and agents responsible for the receipts, custody and disbursement of funds, shall be bonded. The Board of Directors shall fix the sums of the bonds and the Corporation will pay the cost of the bonds.

## ARTICLE VII.
## CORPORATE RECORDS, REPORTS, AND SEAL

**SECTION 7.01. Fiscal Year.** The fiscal year of the Corporation shall be the twelve calendar month period ending on September 30 in each year, unless otherwise provided by the Board of Directors.

**SECTION 7.02** The principal office of the Turner Station Community Conservation Teams, Inc shall be located within the community of Turner Station, Maryland

**SECTION 7.03. Maintenance of Corporate Records.** The Corporation shall keep at its principal office:

a. Minutes of all meetings of directors, committees of the Board, and members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

c. A record of the Corporation's members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and

d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

**SECTION 7.04.Corporate Seal.** The Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. Whenever the corporation is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule, or regulation relating to a corporate seal to place the word ("seal") adjacent to the signature of the authorized officer.

## ARTICLE VIII.
## CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

**SECTION 8.01. Conflict of Interest.** In the event that any director or officer of the Corporation is or may be an officer, director, stockholder, employee, or has some other financial interest in a corporation or other organization or entity with whom this Corporation shall enter into a contract or other transactions; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, he or she shall fully disclose such interest to the Board of Directors. After revealing such interest, that director or officer of this Corporation shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership or individual, shall be affected by the fact that the director or officer of this Corporation has an interest in or is a director or officer of such other corporation or other business entity, provided that such contract is negotiated on an arms length basis, its terms are commercially reasonable and it has been approved by a disinterested Board of Directors.

**SECTION 8.02. Compensation Approval Policies.** A member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services provided to the Corporation is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose Board-delegated powers includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of the Board of Directors or any committee whose Board-delegated powers includes compensation matters and who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information, either individually or collectively, to any committee regarding compensation. When approving compensation of directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in Section 9.01 of these Bylaws, the Board of Directors or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

a. The terms of compensation shall be approved by the Board of Directors or compensation committee before the first payment of compensation.

b. The terms of compensation and the basis for approving them shall be recorded in the written minutes of the meeting of the Board of Directors or compensation committee that approved the compensation.

c. All members of the Board of Directors or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement:

1. He or she is not the person who is the subject of the compensation arrangement, or a family member of such person

2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement

3. Does not receive compensation or other payments subject to approval by the person who is subject of the compensation arrangement

4. Has no material financial interest affected by the compensation arrangement; and

5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.

## ARTICLE IX.
## AMENDMENT OF BYLAWS

**SECTION 9.01. Amendment.** Subject to the special provisions of Section 4.02, any of the provisions of these Bylaws may be amended by the Board of Directors or the general members of the Corporation at any annual meeting of the members or at any special meeting called for that purpose. Every proposed amendment must be presented to the President in writing at least twenty-one (21) days before the meeting. The amendment may be accomplished by affirmative vote by two-thirds (2/3) of the general members present at an annual or special meeting at which a quorum is present.

## ARTICLE X.
## CONSTRUCTION OF BYLAWS

SECTION 10.01 If there is any conflict between the provisions of the Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, filed with the Maryland State Department of Assessments of Taxation, and used to establish the legal existence of this Corporation

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## ADOPTION OF BYLAWS

The foregoing are certified as the Bylaws of the Turner Station Conservation Teams, Inc. and adopted by the Board of Directors on this the 25th of June in the year 2012.

Renzellous Ranson, President

Gloria E. Nelson, Vice President

Maurisha Graves-White, Secretary

Joyce Curbean, Treasurer