

AMENDED AND RESTATED  
BY-LAWS  
OF  
ROUTE 40 BUSINESS ASSOCIATIONS, INC.

ARTICLE I  
GENERAL

Section 1. Name

This organization is incorporated under the laws of the State of Maryland, and shall be known as the Route 40 Business Association, Inc. hereinafter referred to as the "Association". These By-Laws are adopted pursuant to the provisions of the corporate charter and provisions of the By-Laws of this organization, previously adopted and in use up until this time.

Section 2. Objectives and Policies.

The objectives of this Association are:

- (i) to work as an advocate for its member businesses located along or in the area of the Route 40 -Corridor;
- (ii) to vigorously, promote and cooperate with the Route 40 Revitalization effort currently by Harford County Government;
- (iii) promote a clean and healthy business friendly environment in which all businesses can grow and prosper;
- (iv) when or where appropriate, act in partnership with or as an intermediary representing the interests of its members to the local governing bodies;
- (v) to maintain a high level of commitment to the community; and
- (vi) when feasible, maintain certain charitable objectives, area beautification projects, as well as annual scholarships to the local area schools.

From time to time, the Association's Board of Directors, hereinafter referred to as the "Board," shall adopt and or revise statements of policy, which embody general governing principles of the Association. Such statements of policy shall be attached to, and become a subordinate part of, these By-Laws.

Section 3. Non-Profit; Non-Discriminatory.

(a) The Association shall be a non-stock, non-profit corporation under the laws of the State of Maryland, and shall not engage in the distribution of profits to its officers, directors or members, or any other entity within or without the Association.

(b) The Association shall be a non-partisan organization. It shall not endorse, support or promote the election of any candidate for any level of office.

(i) A political candidate or political office holder serving on the Board shall not promote his or her political campaign or agenda in Association related activity, except during special open forums to which all candidates are invited.

(ii) The Association may endorse, Support or promote the passage, defeat or repeal of any bill, ordinance, law or public policy, and may inform its Membership of the voting record of elected officials as a group, concerning any issues which may affect its objectives and policies.

(c) The Association shall be non-sectarian, and shall not discriminate against any State, Federal, or Local protected classes in any manner.

(d) The Association shall not discriminate with regard to location of the business or residence of any member, and shall accord full rights, privileges and leadership opportunities otherwise allowed herein, to all members regardless of political jurisdiction.

ARTICLE II  
MEMBERSHIP

Section 1. Eligibility.

(a) Any individual, association, corporation, partnership, limited liability company, or office of government having an interest in the objectives of the Association shall be eligible to apply for membership.

(b) The term hereinafter referred to as "Member" or "Membership" shall generally mean the person or entity accepted as a member pursuant to these By-Laws, irrespective of the individual selected by or otherwise serving on behalf of the member entity paying membership dues

(c) The term hereinafter referred to as "Member" shall specifically mean the person designated by each member entity as its principal representative. Such representative shall be known and certified as a "Regular Member", and shall constitute a "Regular Membership". Each member entity is entitled to one Regular Membership upon payment of its basic dues.

(d) Any Member entity may apply for additional representatives to serve under its Membership, upon payment of additionally prescribed dues, who shall be known as "Associate Members" or "Associate Memberships". Associate Members shall NOT be entitled to the same full rights and voting privileges of Regular Members. A Member entity must maintain one Regular Membership at all times in order to be eligible for Associate Members.

(e) Elected and appointed positions within the Association shall be filled by individuals of Regular Membership or Associate Membership status at the time of election or appointment, and shall not be construed as positions represented, reserved, or held by Member entities: If a serving individual becomes disassociated with a Member entity during an elected or appointed term, that individual shall be allowed to continue serve, provided he or she becomes an active and paid Member in the Association.

## Section 2. Application and Acceptance.

(a) Application for Membership shall be made by the applicant. The Membership Committee shall review all applications to determine eligibility in its sole discretion.

(b) Applications for Membership must be accompanied by dues payment for one (1) full year to be accepted. Rejected applicants shall not be eligible for re-application until one (1) year has passed. The Secretary will notify an applicant whose Membership is disapproved and will return any payment of dues that may have accompanied the application.

## Section 3. Suspension and Termination.

(a) Any Regular Member or Associate Member may resign from the Association, or any Member entity may terminate an Associate Membership representing it, upon written notice.

(b) Any Member or Membership shall be automatically removed for non-payment of dues after ninety (90) days from the due date, unless such time is extended for good cause shown by majority vote of the Board.

(c) Any Member or Membership may be suspended for a period, expelled or terminated by a two-thirds vote of the Board, at any duly called meeting thereof, for conduct unbecoming a Member or prejudicial to the Association; violation of the By-Laws or statements of policy of the Association; or mishandling of funds entrusted to the Member by the Association.

(d) Notice of contemplated action to suspend, expel or terminate, along with date and time of scheduled action, shall be provided in writing to the individual Member and Membership entity against whom such action is contemplated, not less than ten (10) days prior to such meeting. Such Member shall be allowed to present any facts, statements, positions and arguments to the Board, but shall not be entitled to be present when the Board deliberates or votes thereon.

Section 4. Exercise of Privileges.

(a) Any Member entity shall designate an individual representative for its Regular Membership and each Associate Membership, whom the entity desires to exercise the privileges of Membership; and shall have the right to change any of its individual representatives upon written notice to the Secretary.

(b) Until notification is received in writing by the Secretary of the Association of a change in individual representatives by a Member entity for its Regular Member, each such representative shall be entitled to cast a vote on behalf of the Member entity.

Section 5. Voting.

(a) Each Regular Member in good standing shall be entitled to cast one (1) vote in matters brought before the general Membership for vote.

(b) In the event a Regular Member is vacated by an individual representative designated by the Membership entity, a vote is not entitled until a new individual representative is designated by the Membership entity. No individual shall hold more than one Membership or be entitled to vote as more than one (1) Member on any particular matter.

(c) Voting may be in person, by voice or by ballot. Members may also vote by proxy appointed by an instrument in writing subscribed by the Member that bears a date not more than thirty (30) days prior to the meeting.

ARTICLE III  
FINANCES

Section 1. Fiscal Year.

(a) The Fiscal Year of the Association, and under the terms of its Articles of Incorporation, shall begin on the first day of July in each year and end on the last day of June in each succeeding year.

Section 2. Annual Dues.

(a) The Board may determine from time to time the amount of annual dues payable by Association Members, and the prescribed schedule of payment.

(b) Dues shall be payable in advance annually. Dues of a new Member shall be payable for one (1) full year or on a prorated basis at the time of application.

(c) When a Member shall be in default in the payment of dues for a period of ninety (90) days from the date such dues become payable, that Membership may thereupon be terminated in the manner provided in Article II, Section 3 herein.

(d) When a Member resigns from the Association, said Member is not entitled to a refund of a pro-rata amount of prepaid dues.

Section 3. Incoming Funds.

(a) All money paid to the Association shall be placed in such funds and accounts, or invested accordingly as the Board shall determine.

(b) All money paid to the Association shall be deposited in legitimate financial or investment institutions approved by the Board, with a statement of record of such deposit.

Section 4. Disbursements.

(a) The Board may authorize the Treasurer to make disbursements on routine accounts and pay expenses provided for in the annual budget as approved by the Board. The accounts shall be with legitimate financial or investment institutions approved by the Board.

(b) Proposed expenditures exceeding Five Hundred Dollars (\$500), or not included in the annual budget, shall not be made without-prior approval of the Board.

Section 5. Annual Budget.

(a) The incoming President shall have a budget prepared for the ensuing fiscal year and present said budget to the Board at the annual retreat. The Board shall approve the annual budget at the annual retreat, or as soon as possible thereafter.

(b) The Board may amend the annual budget from time to time during the fiscal year, as it may find necessary.

Section 6. Financial Reporting.

(a) The Treasurer shall prepare a full and true statement of the financial affairs of the Association for the just-ended fiscal year, including a balance sheet and income statement which shall be submitted to the Board within forty-five (45) days after the end of said fiscal year. The report shall be reviewed by the Board and upon approval shall be available upon request to Members of the Association.

(b) The Treasurer shall prepare and present to the Board monthly statements of receipts and disbursements at each regular Board meeting, The Board shall review monthly statements and vote for approval.

ARTICLE IV  
MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

(a) There shall be an Annual Meeting of the general Membership in May of each year for election of officers and Board Members, and the transaction of other business as necessary. The location and time of this meeting is to be determined by the Board.

Section 2. Regular Meetings.

(a) There shall be five (5) regular meetings of the general Membership per year at times and locations selected by the Board.

Section 3. Attendance and Termination of Board Members.

(a) Any Member of the Board who shall be absent from three (3) consecutive regular meetings of the Board without prior notice, or shall fail to attend at least seven (7) regular meetings of the Board in any fiscal year, may be terminated from the Board by a majority vote of the Board at any meeting thereof.

(b) Any member of the Board may resign from the Board upon written notice.

(c) Any member of the Board may be removed from the Board by two-thirds (2/3) vote of the Board, at any duly called meeting thereof, for:

(i) Conduct unbecoming a Board Member or prejudicial to the Association.

(ii) Violation of the By-Laws or statements of policy of the Association; or mishandling of funds entrusted to the Board Member by the Association.

(iii) Nonpayment of dues after ninety (90) days from the due date, unless such time is extended for good cause shown by majority vote of the Board in a prior action.

(iv) Notice of contemplated action to remove a Board member by Board vote, along with date and time of scheduled action, shall be provided in writing to the Board member against whom such action is contemplated, not less than ten (10) days prior to such contemplated action. Notice shall be in writing to the Board Member and sent to the Board Member's last known home and electronic addresses.

Section 4. Vacancies.

(a) Vacancies on the Board shall be filled by a majority vote of the Board. Candidates shall be nominated by the President, but may also be nominated from the floor by any Board Member.

(b) Each candidate must be an active Member in good standing and must have agreed to accept the responsibilities of a Director as set for herein above, in order to be eligible for nomination by the President or from the Board to fill a vacancy.

Section 5. Meetings of the Board.

(a) Ten meetings of the Board of Directors shall be held throughout the year.

(b) The President may, when he or she deems necessary, or the Secretary shall, at the request in writing of five (5) Members of the Board, issue a call for a special meeting of the Board.

Section 6. Quorum.

(a) The majority of the active Members of the Board shall constitute a quorum for the transaction of business. In the absence of the President and 1<sup>st</sup> Vice-President, the quorum may choose a Chair for the meeting.

ARTICLE V  
OFFICERS

Section 1. Positions

(a) The Officers of the Association shall consist of a President, 1<sup>st</sup> Vice- President, 2<sup>nd</sup> Vice-President, Immediate Past President, a Secretary, and a Treasurer.

Section 2. Eligibility and Term Limitation.

(a) To be eligible for nomination as an Officer, a person must be a current Member or Regular Member of the Association in good standing.

(b) The currently serving President shall automatically assume the position of Immediate Past President following election of the new President ..

(c) Each Officer shall serve for a term of one (1) year, or until his or her successor assumes the duties of Office.

Section 3. Election of Officers and Board Members.

(a) The general Membership shall elect a President; 1st Vice-President, 2<sup>nd</sup> Vice-President, Secretary, Treasurer and not less than Eight (8) and up to Fifteen (15) Board Members.

(b) At the January Board meeting, the President shall appoint a Nominating Committee Chair to establish a committee consisting of at least three (3) Members who shall prepare a slate of officers and Board Members for the succeeding term.

(c) The Nominating Committee shall present to the Board a written report (slate) setting forth its nominations for the slate of candidates for Officers and Board Members at least Sixty (60) days prior to the May Board meeting. Additional nominations may be made from the floor at the May Annual meeting

(d) Each candidate must have agreed to accept the duties and responsibilities of the position for which he or she is being nominated, as set forth herein, in order to be eligible for nomination by the Nominating Committee or from a Board member.

(e) Election of Officers and Board Members shall be held at the May Board meeting by an approval of the majority present.

(f) Except as otherwise stated by these By-Laws, Board Members shall serve a three (3) year term, which may be renewed for up to three (3) total consecutive terms or nine (9) years.

#### Section 4. Duties of Officers.

(a) The President shall:

(i) Serve as executive in chief of the Association.

(ii) Preside at the meetings of the Board of Directors, and the General Membership and perform such duties as usually pertains to that office.

(iii) Appoint committees, enforce rules, sign checks for payment of bills when approved by the Board, have general supervision of all committees with a view to their faithful performance of duty and be a member ex officio, with right to vote, of all Standing Committees, special committees and ad hoc committees.

(iv) Assign or delegate to the 1<sup>st</sup> and/or 2<sup>nd</sup> Vice-President such duties, functions, and responsibilities as the President shall deem advisable. The President shall from time to time advise the Board of such delegations and assignments.

(v) Appoint the chairs of each Standing Committee of the Association, and create special or ad hoc committees and appoint the chairs thereof as necessary.

(vi) At such times as he or she deems proper, communicate to the Board of Directors such matters, and make such suggestions as may in his or her opinion tend to promote the prosperity and welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of the President.

(b) The 1<sup>st</sup> Vice-President shall:



(i) Exercise the power and authority, and perform the duties of the President in the absence or disability of the President.

(ii) Perform such other duties, functions, and responsibilities as may be delegated or assigned by the President.

(iii) Assume the Office of the President for the remainder of the term in the event such office is vacated by death, resignation, removal, or any circumstances decided by the Board as incapacitation to serve for the duration of said term.

(iv) Assist and help to conduct the meetings in general and assist the Chairs of all Committees in their work.

(c) The 2nd Vice-President Shall:

(i) Exercise the power and authority, and perform the duties of the President in the absence or disability of the President and 1st Vice-President.

(ii) Perform such other duties, functions, and responsibilities as may be delegated or assigned by the President.

(iii) Assume the office of 1<sup>st</sup> Vice-President for the remainder of the term in the event such office is vacated by death, resignation, removal, or any circumstances decided by the Board as incapacitation to serve for the duration of said term.

(iv) Perform such other duties, functions, and responsibilities as may be delegated or assigned by the President.

(d) The Immediate Past President shall:

(i) Exercise the power and authority, and perform the duties of the President in the absence or disability of the President, 1<sup>st</sup> Vice-President and 2<sup>nd</sup> Vice-President.

(ii) Perform such other duties, functions, and responsibilities as may be delegated or assigned by the President.

(e) The Secretary shall:

(i) Be responsible for keeping the minutes of the proceedings of the Board and Committees of the Association in one or more books provided for that purpose.

(ii) Record and present for approval minutes of all Regular and Special Board Meetings, meetings of the Association, and special meetings of the Membership in which voting takes place.

(iii) Assure all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(iv) Be official custodian of Association records and of its seal, if any.

(v) Ensure that a register is kept of the post office addresses of each member of the Association, which shall be furnished to the Association Office by each member.

(vi) Perform such other reasonable duties as from time to time may be assigned by the President or by the Board.

(f) The Treasurer shall:

(i) Be responsible for maintaining a full and accurate accounting of the Association's funds, including checking accounts, savings accounts, certificates of deposit, and money market funds, and shall keep full and accurate account of receipts and disbursements in books belonging to the Association.

(ii) Deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board.

(iii) Disburse funds of the Association and sign checks as may be ordered by the Board, taking proper vouchers or receipts for such disbursements.

(iv) Render to the President and Board, at the regular meeting of the Board or whenever it may require, an account of all transactions as Treasurer and of the financial condition of the Association.

(v) Not later than forty-five (45) days after the close of each fiscal year, submit to the Board an annual report of the financial affairs of the Association, including a balance sheet and income statement.

(vi) If required by the Board, give the Association a bond in such sum and with such sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the Association, in case of his or her death, resignation, retirement, or removal from office, all books, papers, voucher, money and other property of whatever kind in his or her possession or under his-or her control belonging to the Association. Any reasonable monies incurred in securing said bond will be paid by the Association upon Board approval in advance of said expenditure.

(vii) Provide in a timely manner to the Accountant of Record for the Association any and all information necessary to file appropriate taxes.

Section 5. Termination.

- (a) Any officer may resign from his or her office upon written notice.
- (b) Any officer except the Immediate Past President may be removed from their Office by a two-thirds vote of the Board, at any duly called meeting thereof, for:
  - (i) Conduct unbecoming an Officer or the Office, or prejudicial to the Association.
  - (ii) Violation of the By-Laws or statements of policy of the Association; or mishandling of funds entrusted to the Officer by the Association.
  - (iii) Failure to execute actions or directives of the Board in a reasonable and timely manner.
  - (iv) Failure to proceed in the manner prescribed by these By-Laws.
- (c) Notice of contemplated action to remove an Officer by Board vote, along with date and time of scheduled action, shall be provided in writing to the Officer against whom such action is contemplated, not less than ten ( 10) days prior to such meeting. Such Officer shall be allowed to present any facts, statements, positions, and arguments to the Board, but shall not be entitled to be present when the Board deliberates or votes thereon.

Section 6. Vacancies.

- (a) A vacancy in any Office except the President and Immediate Past President shall be filled by a majority vote of the Board. Candidates shall be nominated by the President, but may also be nominated from the floor by any Board Member, and shall be added to the slate of candidates if such nomination is seconded.
- (b) Each candidate must be an active Member in good standing and must agree to accept the responsibilities of the office as set forth herein above, in order to be eligible for nomination by the President or from the Board to fill a vacancy.
- (c) A vacancy in the Office of President shall be filled automatically by the 1st Vice-President, who shall assume the position and title of President for the remainder of the term. The Office of 1<sup>st</sup> Vice-President shall then be filled by the 2<sup>nd</sup> Vice-President, with the office of 2<sup>nd</sup> Vice-President being filled with a Member appointed by the President, and approved by the Board, or remain vacant for the remainder of the term.
- (d) If the Office of Immediate Past President becomes vacant, it shall remain vacant for the remainder of the term.
- ( e) If the Office of President is subsequently vacated, or never filled, by the

either the 1st Vice-President, or the 2nd Vice-President during the same term, it shall then be filled by majority vote of the Board according to procedures set forth in this Section.

(f) Except as otherwise provided herein, a vacancy in any office shall be filled by the Board without undue delay with a Member in good standing at its regular meeting,

ARTICLE VI  
BOARD LIAISON

Section 1. Position.

The Board shall encourage a liaison with local government agencies and shall include the Harford County Council and Harford County Sheriff's Office to support the efforts of the Association.

ARTICLE VII  
COMMITTEES

Section 1. Purpose and Function.

(a) It shall be the function of each Committee to hold meetings, make investigations, conduct studies, and hearings, make recommendations to the Board, and to carry on such activities as may be charged or delegated to them by the Board or the President, as the case may be.

Section 2. Standing Committees

(a) The following shall be the Standing Committees of the Association:

Membership  
Publicity  
Scholarship/Charitable Organizations  
Fundraising  
Programs  
Nominating

(b) The Board may establish or abolish additional Standing Committees from time to time, as it deems necessary.

(c) The purpose and areas of responsibility of each Standing Committee shall be set forth in Committee Statements approved by the Board.

Section 3. Special Committees and Ad Hoc Committees.

(a) The President may establish, task, define, appoint the chair and members of and dissolve certain Special or Ad Hoc Committees (*e.g.* By-Laws) for purposes the President deems necessary, provided that:

- (i) The purpose, tenure and chairperson of such Committee are announced to the Board in advance of its creation.
- (ii) The Board approves by majority vote the formation and purpose of such
- (iii) The Board is presented with, or given access to the work product of such Committee.

Section 4. Limitation of Authority.

(a) Except as otherwise provided herein, no action by any Member, Committee, employee, Director or Officer shall be binding upon, or constitute an expression of, the policy of the Association until it shall have been approved or ratified by the Board .

(b) Standing Committees shall be dissolved only upon the approval of the Board. Special and Ad Hoc Committees shall be dissolved by the President when their work has been completed and their reports accepted, or when, by action of the Board, the Committee is dissolved.

ARTICLE VIII  
DISSOLUTION

In the event of discontinuance and dissolution of the Association, voluntarily or involuntarily, after the payment or satisfaction of all debts of the Association, the remaining assets and funds shall be conveyed or transferred to a non-stock, non-profit corporation or charitable organization located along or within the area of the Route 40 corridor in Harford County in accordance with the Association's charter or the Corporations and Associations Article of the Maryland Code and the applicable sections of the Internal Revenue Code, upon verification that they are at the time of conveyance a viable entity. No part of said assets or funds shall inure to the benefit of any Member, Officer or Director of the Association.

ARTICLE IX  
PARLIAMENTARY AUTHORITY

The current edition of Roberts Rules of Order shall be the final source of authority for all questions of parliamentary procedures when such rules are not inconsistent with the By-Laws of the Association.

ARTICLE X  
AMENDMENTS

These By-Laws may be amended or altered by a two-thirds (2/3) vote of the Board. Any proposed amendments or alterations shall be submitted to the Board in writing at least ten (10) full days prior to the meeting at which they are to be acted upon.

BE IT THEREFORE KNOW THAT ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2018  
THESE BY-LAWS ARE HEREBY AMENDED AND RESTATED AND ENACTED  
AS PROVIDED THEREIN BY MAJORITY OF THE RESONDING VOTES OF THE  
BOARD, ACCORDING TO THE TERMS OF AND CONDITIONS OF THE BY-  
LAWS.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary