

BYLAWS
OF
Southwest Partnership Inc.

ARTICLE I:
NAME AND PURPOSES

The name and purposes of Southwest Partnership Inc. (the “Corporation”, the “Partnership” or the “Southwest Partnership”) are set forth in the Articles of Incorporation, as amended, supplemented and/or restated from time to time (the “Charter”).

ARTICLE II:
DEFINITIONS

“Person” or “Persons” includes an individual or an entity, unless the context requires otherwise.

The “Area of Interest” includes the geographic area in the City of Baltimore bounded on the north by US Rt. 40; on the west by Monroe St.; on the south by Washington Blvd., Bush St., Wicomico St., West Ostend St. and Russell St.; and on the east by Martin Luther King Blvd. The Board of Directors may, from time to time, extend or decrease or otherwise alter the geographic Area of Interest, at its sole discretion.

ARTICLE III:
DIRECTORS

Section 3.01. *Power.* The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. For purposes of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, and as permitted by Section 5-204 thereof, the directors of the Corporation shall also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members. The Board of Directors may bestow upon certain individuals, organizations, associations, institutions, businesses, groups, governmental authorities and other entities the designation of “member” of the Corporation, or any other designation of similar import, but such individuals, organizations, associations, institutions, businesses, groups, governmental authorities and other entities shall not have voting rights with respect to the Corporation or its governance and shall not be deemed to be members of the Corporation for purposes of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland.

Section 3.02. *Categories of Directors.* There shall be three categories of members of the Board of Directors.

Section 3.02.1. *Member Directors.* The first category of directors shall be representatives of the member organizations of the Corporation that are institutions, businesses, and neighborhood organizations in the Area of Interest. Member organizations of the Corporation are responsible for appointing their own representatives and these shall constitute the “Member Directors.” Initial member organizations are listed in Appendix A of these bylaws. It shall be a qualification of each of the Member Directors serving from time to time on the Board of Directors that he or she shall have been appointed to the Board of Directors as set forth in this Section 3.02.1, provided, however, that the failure of any Member Director to be so qualified shall not affect the validity of any actions of the Board of Directors.

Section 3.02.2. *Committee Chairs.* A second category of members of the Board of Directors consists of the chair of each committee created by the Board of Directors.

Section 3.02.3. *Advisory Members.* A third category of members of the Board of Directors consists of governmental officials, foundation staff and others who are supportive of the vision of the Partnership. Advisory Members are invited by the Board of Directors to be full participants in Board of Directors meetings and discussions, but, notwithstanding anything in these bylaws to the contrary, this category of directors does not have the right to vote.

Section 3.03. *Number of Directors.* At any regular meeting or at any special meeting called for that purpose, a majority of the entire Board of Directors may establish, increase or decrease the number of directors, provided that the number of members of the Board of Directors shall not be less than 12 and no more than 23, and further provided that the tenure of office of a director shall not be affected by any decrease in the number of directors.

Section 3.04. *Election and Term.* The initial Board of Directors shall be composed of those persons named in the Articles of Incorporation of the Corporation as directors and those other persons named by the member organizations listed in Appendix A to these bylaws. Member Directors shall remain on the Board of Directors until replacements are named by the member organization at the pleasure of that organization. Each Committee Chair shall remain on the Board of Directors for so long as he or she is the chair of a committee created by the Board of Directors. Advisory Members shall hold office for a renewable term of one (1) year. Any director elected to fill a vacancy on the Board of Directors occurring between annual meetings shall serve for the remainder of the full term of the category of directors in which the vacancy occurred

Section 3.05. *Voting.* Each director (other than directors who are Advisory Members) shall have one (1) vote. Except as otherwise required by law or by the Charter or these bylaws, decisions of the Board of Directors shall be by the affirmative vote of a majority of the directors present at any meeting at which there is a quorum present. Members of the Board of Directors may participate in a meeting by means of a telephone conference or other 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 being present at the meeting. Votes may be taken electronically, such as by email, and shall be governed by the same majority rule as long as each member director has been afforded the opportunity to discuss the issue either verbally or in writing with the other directors.

Section 3.06. *Meetings of the Board of Directors.* A meeting of the Board of Directors shall be held at least four times a year.

Section 3.07. *Special Meetings of the Board of Directors.* A majority of the directors may call a special meeting of the Board of Directors. Special meetings must be preceded by at least ten (10) days' notice of the date, time and place of the meeting. The notice shall describe the purpose of the special meeting. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 3.08. *Notice of Regular Meetings.* Notice of all meetings shall be in writing and delivered at least ten (10) days but not more than thirty (30) days before the day of the meeting. All persons entitled to vote at the meeting must be mailed or otherwise delivered proper notice of the meeting. Email communication will constitute proper mode of delivery for notice purposes as long as such members of the Board of Directors provide their email address to the Secretary.

Section 3.09. *Other Action by Board of Directors.* Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if an electronic convening is properly called and conducted. Decisions during an electronic convening will be made by unanimous consent provided in writing or by electronic transmission by each voting member of the board. Decisions made via teleconference will follow the same rules as a board meeting that allows simultaneous interaction of members present, which sets forth the action given in writing or by electronic transmission by each of the directors and is filed with the minutes of proceedings of the Board of Directors.

Section 3.10. *Admission of New Member Organizations.* Upon petition the Board of Directors may decide to admit new member organizations in addition to those listed in Appendix A. Decisions to admit new member organizations shall be based on what the Board of Directors deems to be in the best interests of the partnership.

Section 3.11. *Organizations and Committee Chairs Removal of Members of the Board of Directors; Removal of Member.* The Board of Directors shall ask a member organization or committee to replace its representative on the board of directors if the individual misses three (3) or more individual board meetings in a 12-month period. A Director can be removed by 75% of the Directors – if that Director has done something that is not in the best interest of the Southwest Partnership or not in standing of the other Directors.” The affected member organization(s) or committee(s) have the right to replace the member on the board.

A member organization may be removed from the Partnership upon the affirmative vote of 75% of all members of the Board of Directors.

Section 3.12. *Resignation.* A person on the Board of Directors may resign at any time by submitting a written resignation to the President, or if the resigning person is the President, to the other members of the Board of Directors.

Section 3.13. *Quorum.* Fifty-one (51) percent of the directors shall constitute a quorum and four member organization representatives of the neighborhood associations must be present to create a quorum.

Section 3.14. *Committees.* The Southwest Partnership's activities will generally be carried out through the work of committees open to all members and others in the community. Committees will be open to additional people from member organizations in addition to the member's formal representative in the Partnership. There shall be two categories of Committees. Standing Committees (these committees shall be focused on the day-to-day operations of the organization, and Program Committees (these committees shall be focused on furthering the community development goals of the organization. Article V of these Bylaws will further define the distinction between these committees. The Partnership will strive to incorporate broad representation in each Committee, representing a cross section of community interests, especially people from those constituents directly affected by that Committee's work.

Section 3.15. *Changes to the Number of Directors.* Any decrease in the number of Directors caused by the dissolution of a Committee or the removal or discontinued membership of a member organization, shall immediately terminate the Director position associated with that committee or member organization.

ARTICLE IV: OFFICERS

Section 4.01. *Officers.* The initial officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The officers shall be elected by the Board of Directors by open ballot, so that there will be a public record of Board Members' votes for officers. Other officers may be created and elected by a majority of the Board of Directors as may be deemed necessary.

Section 4.02. *Officer's Requirements.* Any director may be elected to be an officer; however, the President and Vice-President must be residents of the Area of Interest.

Section 4.03. *Election/Vacancies.* The annual meeting of the Board of Directors for purposes of electing officers and directors and transacting any other business shall be the first meeting after November 1st. Any officer vacancies occurring between annual meetings may be filled by the Board of Directors at a regularly scheduled Board of Directors meeting. An officer so elected shall fulfill the term of his/her predecessor.

Section 4.04. *Term.* The President and the Vice President each shall serve a term of two years (up to a maximum of three successive terms) and until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal. Each other officer shall serve a term of two (2) years and until his or her successor has been duly elected and qualified, or until his or her earlier resignation or removal.

Section 4.05. *Removal of Officers.* An officer may be removed by a majority vote of the members of the Board of Directors.

Section 4.06. *Resignation.* An officer may resign at any time upon submitting a written resignation to the President or, if the resigning officer is the President, to the Board of Directors.

Section 4.07. *Authority and Duties of Officers.* The officers shall have the authority and responsibility delegated by the Board of Directors and as follows:

- 1) *President.* The President shall preside at and conduct all meetings of the Board of Directors. The President may sign all contracts and agreements in the name of the Corporation after the Board of Directors has approved them, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the members of the Board of Directors.
- 2) *Vice President.* In the absence of the President or in the event of a vacancy in such office, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Directors.
- 3) *Secretary.* The Secretary shall keep accurate records and minutes of all meetings of the Corporation, give or cause to be given all notices in accordance with these Bylaws or as required by law, maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses (including e-mail addresses), of the members of the Board of Directors at the office of the Corporation and in general, shall perform all duties customary to the office of Secretary. The Secretary, with the approval of the Board of

Directors, shall establish a procedure whereby residents of the Area of Interest may obtain copies of the books and records of the Corporation except for personnel records and legally protected information.

- 4) *Treasurer.* The Treasurer shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation, the recordation of all receipts and disbursements from such account or accounts, the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board of Directors Meeting, and the preparation and filing of all end of the year financial reports, including federal and state tax reports, and in general, shall perform all duties incident to the office of Treasurer.
- 5) *Other officers.* Other officers appointed by the Board of Directors shall perform such duties as may be specified by the Board of Directors or by officers given authority over them.

ARTICLE V: COMMITTEES

Section 5.01. *Creation.* The Board of Directors may create, alter, or dissolve committees with such powers as it deems wise for such committees to have. Each Program Committee shall elect a Committee Chair to serve on the Board of Directors. No committee shall have the authority to authorize or take any action on behalf of the Corporation without the approval of the Board of Directors.

Section 5.01a. *Records.* Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board of Directors.

Section 5.02. *Standing Committees.* There shall be the following Standing Committees: Executive, Governance, Finance & Audit, and Fund Development. The Chairs of the Standing Committees shall be appointed by the President and ratified by a quorum of the Board of Directors present at such time as the appointment is made. The Chairs of the Standing Committees will be responsible for recruiting members of the Committee and shall report to the Board of Directors the membership of the Standing Committees. Membership on a Standing Committee is not limited to the current Board of Directors.

Section 5.02 a. *Executive Committee:* The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and the out-going President of the Board of Directors as a non-voting member. The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of The Southwest Partnership and shall report such recommendations to the Board of Directors for action. In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors.

Section 5.02 b. *Governance Committee:* The Chair of the Governance Committee shall be appointed by the President and approved by the Board of Directors. The Governance Committee shall consist of at least two (2) members of the Board of Directors, one of whom shall serve as Chairperson of the committee. The Governance Committee shall be responsible for orienting new Board Members prior to their taking a seat on the Board of Directors. The Governance Committee shall annually review and make recommended changes to the Bylaws of The Southwest Partnership. Any Bylaw amendments proposed by Board Members or other interested parties shall be referred to the Governance Committee for review and recommendation. Further the Governance Committee will be responsible for recommending policies and procedures for the efficient operations of the Board of Directors and its Committees.

Section 5.02 c. *Finance and Audit:* The Finance and Audit Committee shall be chaired by the Treasurer and shall have one other member of the Board of Directors on the committee. The Finance and Audit Committee shall be responsible for preparing and recommending for approval by the Board of Directors the annual budget. The annual budget will be submitted to the Board for approval at least one meeting prior to the start of the new fiscal year. Further, the Finance and Audit Committee shall provide the Board of Directors with quarterly reports on the financial health of The Southwest Partnership. The Finance and Audit Committee shall have the authority to make amendments to the budget within and between budgeted line items during the course of the year. The Finance and Audit Committee shall keep the Board of Directors informed of any such changes at the quarterly updates.

Section 5.02 d. *Fund Development:* The Fund Development Committee Chair shall be appointed by the President and approved by the Board of Directors. The Committee shall have the responsibility of preparing and overseeing the

strategic plan to guide The Southwest Partnership's solicitation of funds. The Fund Development Committee will work with the Finance and Audit Committee to ensure that projected revenues are within reason. The Chair of the Fund Development Committee will work closely with the President and the Executive Director to meet with potential funders to secure the necessary revenues to cover the annual operating expenses of The Southwest Partnership.

Section 5.02 e. *Special Committees.* The President of The Southwest Partnership may establish such special committees as he/she shall determine are necessary for the functioning of The Southwest Partnership. Each such committee shall be given a specific charge and term. No special committee shall have a term extending beyond one (1) year unless reappointed. The members of special committees shall be named by the President and ratified by the Board of Directors.

Section 5.03. *Program Committees.* The Board of Directors shall, at least annually, review Program Committees. Program Committees shall be responsible for leading the organization in community development activities that further the Vision, Mission and Goals of the organization. Program Committee Chairs shall serve a term of one year or until his/her successor is duly elected annually by a majority vote of Committee members who have attended at least three Committee meetings during the previous twelve months. Program Committee Chairs may nominate themselves or be nominated by another member of the Committee and go through an election by the qualified membership. There shall be no voting by e-mail or proxy. Program Committees shall have only one chairperson elected to serve on the Board of Directors.

ARTICLE VI STAFF

Section 6.01. *Executive Director.* The Board of Directors may engage a compensated executive director who shall report to the Board of Directors, which shall agree on an overall job description for the executive director, approve an annual work program for the executive director, and approve initial compensation and compensation adjustments on an annual basis. On a routine basis, the President shall be responsible for oversight of the executive director. The executive director may not be a member of the Board of Directors.

Section 6.02. *Additional Staff.* With Board of Directors approval of an annual budget and staffing positions, the executive director is responsible for hiring additional staff, overseeing the staff's performance, and terminating staff as required for reasons of budget limitation and or inadequate performance. Staff may not be members of the Board of Directors.

ARTICLE VII PUBLIC ENGAGEMENT AND PARTICIPATION

Section 7.01. The Board of Directors shall hold at least two open meetings annually to which all interested parties in the Area of Interest will be invited. The Board will report on its activities and future plans and the public may ask questions and provide input.

ARTICLE VIII FRIENDS OF THE SOUTHWEST PARTNERSHIP

Section 8.01. The Board of Directors may create the Friends of the Southwest Partnership. The purpose of the Friends of the Southwest Partnership is to engage any interested person who wants to support the work of the Southwest Partnership and to be affiliated with the Southwest Partnership. Friends of the Southwest Partnership have no voting rights or governance responsibility for the affairs of the Southwest Partnership, but Friends are welcome to participate in Southwest Partnership activities, be on mailing lists and provide financial support.

ARTICLE IX: CONFLICT OF INTEREST

Section 9.01. *Disclosure of Conflict.* Any Board of Directors member, officer, or committee member or staff member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction.

Section 9.02. *Resolving Conflicts of Interest.* The body to which such disclosure is made shall thereupon 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 found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract, transaction or determination) the issue. Such a 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.

ARTICLE X:
MISCELLANEOUS

Section 10.01. *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 10.02. *Books and Records.* The Corporation shall keep at its office correct and complete books and records of accounts, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, a current list of the members, members of the Board of Directors, and officers of the Corporation and their residence addresses.

Section 10.03. *Compensation.* The members of the Board of Directors and the elected officers of the Corporation shall serve without compensation for their services as Board of Directors members or officers. Directors and officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

Section 10.04. *Indemnification.* The Corporation may indemnify members of the Board of Directors, officers, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.

Section 10.05. *Amendment of Charter and Bylaws.* The Charter and these bylaws may be amended only by the affirmative vote of a majority of the members of the Board of Directors present at a meeting at which a quorum is present, provided the proposed amendments have been submitted to the members of the Board of Directors, in writing, at the meeting prior to the meeting at which the vote will be taken.

Section 10.06. *Nondiscrimination.* The organization, officers, members of the Board of Directors, and persons served by this corporation shall be selected in a nondiscriminatory manner with respect to age, sex, color, national origin, sexual orientation and political or religious option or affiliation.

Section 10.07. *Signature Authority.* The officers may delegate signature authority to the Executive Director when they deem it appropriate.

Section 10.08. *Audit Schedule.* The Board of Directors, through its Finance and Audit Committee, shall elect an independent certified public accountant to audit the books and financial records of the Southwest Partnership, Inc. After completing the audit with respect to a particular fiscal year, the auditor shall submit an audit report to the Finance and Audit Committee for review. The Finance and Audit Committee shall present to the full Board of Directors the final audit report for adoption.

Section 10.09. *Meetings.* All meetings of the Southwest Partnership will be conducted according to the rules of the presiding officer of the meeting. These will change from time to time and situation to situation. It is the responsibility of the presiding officer to officiate in an open and inclusive manner affording everyone the opportunity to participate and to facilitate in such a manner that everyone is heard. At times this will mean the presiding officer will have to temper strong speakers from dominating a meeting and at other times encouraging and drawing out opinions and input from those who have remained silent.

Section 10.10. The Southwest Partnership, Inc. is an independent organization. It does not and will not operate any control over member neighborhood organizations. Member neighborhood organizations will maintain sole authority and control over all issues within their individual jurisdictions. Southwest Partnership, Inc. maintains no control or rights over the decisions made by any member neighborhood organization. Southwest Partnership, Inc. agrees that each individual neighborhood makes any and all decisions within their neighborhoods defined boundaries. Member neighborhood organizations reserve all rights, without prejudice, for perpetuity.

Bylaws approved by Board of Directors: _____(date)

APPENDIX A

Initial Member Organizations of the Southwest Partnership

Hollins Market Association, trading as Hollins Roundhouse Neighborhood Association
The Union Square Association, Incorporated
Franklin Square Community Association, Inc.
Poptleton NOW
Southwest Community Council, Incorporated, trading as Citizens of Pigtown
Mount Clare Community Council
Barre Circle Community Association, Inc.
University of Maryland, Baltimore
Wexford Science & Technology, LLC
Bon Secours Baltimore Health System
University of Maryland Medical System Corporation
UMB Health Sciences Research Park Corporation, known as University of Maryland BioPark
The B&O Railroad Museum, Inc.