

BYLAWS of
POPLAR HILL ASSOCIATION, INC.

ARTICLE I. NAME AND PURPOSE

The name of this Corporation is the "Poplar Hill Association, Inc." (PHA"). The purpose of the PHA is to promote, protect and advance the general interests of Poplar Hill and its surrounding environs and residents of the area. The PHA is intended to be a Non-stock Corporation as that term is used in the statutory law of Maryland. Accordingly, the PHA has no authority to issue capital stock. The Board of Directors (Board) may elect to cause the PHA to be a "Benefit Corporation" as that term is used in the statutory law of Maryland.

Principal Office of the PHA: The principal office of the PHA shall be designated by the Board.

ARTICLE II. MEMBERS

The members of the PHA shall consist of those persons owning a residence in that area of Baltimore City, Maryland, known as Poplar Hill, bounded in general by Roland Avenue, Lake Avenue, Falls Road and Poplar Hill Road, who have paid the annual dues of membership as fixed by the Board. A regular annual meeting of the Members shall be held each year, on a day and at a time and place to be determined by the President or the Board of Directors ("the Board"). Other regular meetings shall be held on such dates and at such times as may be designated by the President or by the Board.

Membership shall entitle Members to participate in the programs of the PHA, elect the Board of Directors, and vote on those issues referred by the Board for a Membership vote. The members shall elect Directors annually by majority vote of those attending the meeting.

The owner(s) of each residential property who have obtained membership shall have one vote. There will be no proxy voting. Renters may join as Rental Members and participate in PHA activities, but may not vote. The Board may accept as members such persons who own property in nearby areas who shall have paid the annual dues of membership. Any such action of the Board shall be by majority vote of those households in attendance at the Board meeting.

ARTICLE III. DIRECTORS

Section 1. General Powers

The business and affairs of the PHA shall be managed under the direction of its Board of Directors. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise all the powers of a Corporation as provided by Maryland law. The Board shall be elected by the members of the PHA.

Any member of the PHA shall be eligible for election to the Board.

The Board elects the Officers of the Board of Directors. From time to time, the Board of Directors may delegate to officers of the PHA such powers and duties as they may see fit in addition to those specifically provided in these Bylaws.

Section 2. Number and Tenure

Beginning in the Calendar year 2021, the Board of Directors will consist of nine (9) to twelve (12) members. Each Board member will serve a term of two (2) consecutive years and may serve successive terms if reelected at the Annual Meeting of the PHA. One half of the Board members will be elected in each year. Board members are expected to attend Board meetings and participate in Board and Community activities.

Section 3. Board Meetings

The Board will meet on such dates and at such times as may be designated by the President. All members of the Board are expected to attend meetings in person. Board members are not permitted to participate in Board meetings by telephone or other electronic device.

Special meetings of the Board of Directors may be called by the President or by any two (2) Board members

Section 4. Place of Meetings

The Board of Directors may hold its regular and special meetings at such place as it may from time to time determine.

Section 5. Notice

Notice of place, day and hour of every regular and special meeting shall be given to each Board Member by email not later than the third day before the day set for the meeting and addressed to the Board Member's last known email address.

Section 7. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at every meeting. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting, but not for a period in excess of thirty (30) days, until a quorum shall attend. If the meeting is not adjourned, discussion may occur, but no votes may be taken until a quorum is present. Except as otherwise provided in the Articles of Incorporation or these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 8. Vacancies

Any vacancy occurring in the Board of Directors during a calendar term may be filled by the Board of Directors at a meeting duly called and held. A Director so appointed to fill a vacancy shall serve until the next annual meeting of all members or until a successor is appointed.

Section 9. Removal

The Board of Directors shall have the power at any regular or special meeting to remove any Director by vote of two-thirds (2/3) of the Directors.

Section 10. Compensation

Directors shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expense actually and reasonably incurred on behalf of the PHA.

Section 11. Informal Action by Directors

Any action of the Directors may be taken without a meeting if consent in writing setting forth the action taken is signed by all Directors and filed with the minutes of the PHA or voted on at the next Board meeting.

ARTICLE IV. OFFICERS

Section 1. In General

The Board shall elect a President, a Vice-President, a Secretary and a Treasurer, and whenever deemed advisable one or more Assistant Secretaries, Assistant Treasurers or additional Vice-Presidents. The Officers shall be chosen from among the Directors. Any two (2) offices, except those of President and Vice-President or President and Secretary, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two (2) or more officers. The Board of Directors may from time to time appoint such other agents and employees, with such powers and duties as the board may deem proper.

Section 2. President

The President shall be the Chief Executive Officer of the Corporation. The President will, when present, preside at all meetings of the Directors; the President shall have general management and direction of the activities of the PHA and all powers ordinarily exercised by the president of a corporation. The President shall have authority to employ an administrator or such other persons, at salaries fixed by resolution of the Board, to assist the President in the general management and direction of the activities of the PHA. The President shall have authority to sign and execute, in the name of the PHA, all deeds, mortgages, bonds, contracts or other instruments to be executed on the PHA's behalf except as otherwise provided herein or by Maryland law.

Section 3. Vice-President

In the absence of the President or in the event of the President's inability to act, the Vice President (or in the event there be more than one Vice-President, the Vice-Presidents in the order of their election or designated seniority) shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. Any Vice-President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.

Section 4. Secretary

The Secretary shall keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and of the seal of the Corporation, and in general perform all duties incident to the

office of the Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.

Section 5. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of a Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the PHA. The treasurer shall have charge and custody of all funds and securities of the PHA, receive and give receipts for monies due to the PHA and deposit all such monies in the name of the PHA in such banks or other depositories as shall from time to time be selected by the Board of Directors. In general, the Treasurer shall perform all duties incident to the office and other such duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Assistant Officers

Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have authority and perform such duties as the Board of Directors may prescribe.

Section 7. Compensation

Officers shall receive no compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expense above \$50.00, actually and reasonably incurred on behalf of the PHA. For expenses of less than \$50.00 Directors may submit receipts to the Treasurer for reimbursement without Board approval.

Section 8. Removal

The Board of Directors shall have the power at any regular or special meeting to remove any officer by vote of two-thirds (2/3) of the Directors.

Section 9. Vacancies

The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any position.

ARTICLE V. COMMITTEES

Section 1: Committees

The Board of Directors may, by resolution, constitute and appoint such other committees to perform duties and functions, as the Board may deem appropriate.

Section 3. Term of Office

Each member of every committee shall continue in office at the pleasure of the Board of Directors.

Section 4. Chair

One member of each committee shall be appointed chair, either directly by the Board of Directors or in such other manner as the Board of Directors may prescribe.

Section 5. Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting, at which a quorum is present, shall be the act of the committee.

Section 6. Rules

Each committee may adopt rules for its own government consistent with the Articles of Incorporation, with these Bylaws, and applicable law of the State of Maryland. Committee recommendations must be approved by the Board of Directors.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the PHA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PHA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the PHA, shall be signed by such officer or officers, agent or agents of the PHA, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the PHA shall be deposited from time to time to the credit of the PHA in such banks or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the PHA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the PHA.

ARTICLE VII. RESIGNATION

Any director or officer may resign an elective office at any time. Such resignation shall be made in writing and shall take effect from the time of its receipt by the PHA, unless some time is fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE VIII. SUNDRY PROVISIONS

Section 1. Fiscal Year

The fiscal year of the PHA shall be the calendar year unless some other fiscal year is specified by resolution of the Board of Directors.

Section 2. Seal

The seal of the Corporation shall be circular in form with the name of the Corporation inscribed around the outer edge, and in the center shall be inscribed the word "Maryland" and the year of incorporation. In lieu of affixing the corporate seal to any document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to affix the word "(SEAL)" adjacent to the signature of the authorized officer of the Corporation.

Section 3. Indemnification

To the maximum extent permitted by Maryland law as from time to time amended, the PHA shall indemnify its currently acting and its former Directors, officers, agents and employees for all acts and omissions within the lawful scope of their powers and duties.

Section 4. Amendments to Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose

(SEAL)

 {Seal} 

Ellen Stokes, Secretary

Date

Poplar Hill Association, Inc.