

**BYLAWS OF  
INVEST YORK ROAD, INC.**

**ARTICLE I: NAME**

The name of this nonprofit corporation is Invest York Road, Inc. (hereinafter referred to as the “Corporation”).

**ARTICLE II: PURPOSES**

**Section 1. IRC Section 501(c)(3) Purposes**

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on:

- (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or
- (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

**Section 2. Specific Purpose**

The Corporation works to positively transform the York Road corridor – an area that suffers from community deterioration as a result of a legacy of racially discriminatory disinvestment and economic exclusion – and build community wealth through the long-term community ownership of real estate.

**ARTICLE III: PRINCIPAL OFFICE**

The Corporation shall maintain a principal office in a place determined by the Board. The Corporation shall have a resident agent as required by law.

**ARTICLE IV: MEMBERSHIP**

**Section 1. Qualifications**

Natural persons that meet the qualifications described in this Section are eligible for membership. To be eligible for membership a person must meet both of the following requirements:

- a. Ownership of an equity interest or other investment interest in at least one Invest York Road investment<sup>1</sup>
- b. Be in at least one of the following geographic categories:
  - A resident (owner or renter) of the service area (see Appendix for details on the service area);
  - A worker (part-time or full-time) of a business or organization in the service area, or;
  - An individual who owns or co-owns a business that is located in the service area.

The Board will design and conduct a process that occurs annually or more frequently, to identify current members and ensure their ongoing eligibility, and to qualify new members. Such process is at the sole discretion of the Board and may be changed as needed to best ensure that all members of the Corporation meet the eligibility requirements.

The Board has the sole power to set (i) the “record date,” the date as of which the membership rolls are fixed for the purpose of listing the members who are entitled to receive notice of, attend, and vote at the annual meeting; and the members who are entitled to request a special meeting of the members, and to receive notice of and to vote at the special meeting; and to set (ii) the date, time, and place, if any, and the means of remote communication, if any, by which members may be considered present in person and may vote at the annual meeting and at any special meeting.

Persons wishing to become members of the Corporation shall complete an application process approved by the Board and the Board (or the Board’s designee) shall complete the process for review of applications for membership as quickly as possible.

Membership is terminated immediately for anyone who ceases to meet the eligibility requirements.

The Board may, by a vote of at least 75% of the directors then in office, grant membership to a natural person who does not meet the qualifications for membership but has a strong connection to the service area.

## **Section 2. Voting**

Each member shall have one vote on any matter brought to the membership for a vote.

## **Section 3. Transferability of Memberships**

Memberships are non-transferable. If a member dies or ceases to meet the membership criteria, their membership is immediately terminated.

## **Section 4. Annual Meeting**

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<sup>1</sup> An “Invest York Road investment” is real estate and/or a for-profit entity in which the Corporation has an ownership interest and/or controlling interest.

The Corporation shall hold an annual membership meeting at a date, time, and place chosen by the Board.

Any business may be considered at an annual meeting. The Corporation shall state the purpose of the annual meeting in its notice to members of the meeting and may state a preliminary agenda. The Board has discretion to amend the preliminary agenda of the meeting.

### **Section 5. Special Meetings**

A special meeting of the members may be called by (i) a co-president; (ii) the Board; or (iii) 25% of the members by written request to the Corporation. A request for a special meeting shall state the purpose of the meeting and the matters proposed to be acted on at the meeting. For a special meeting requested by the members, the corresponding secretary shall make the necessary arrangements and notify each member of the meeting.

### **Section 6. Remote Participation; Meetings by Means of Remote Communication**

The Corporation may allow members to participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can read or hear the proceedings of the meeting substantially concurrently with the proceedings. Participation in a meeting by the means authorized by this Section constitutes presence in person at the meeting.

The Board may determine that the meeting not be held at any place, but instead may be held partially or solely by means of remote communication. The Board may determine the date, time, and place, if any, and the means of remote communication, if any, by which members may be considered present in person and may vote at the annual meeting and at any special meeting.

Members who participate at a meeting of the members by means of remote communication, (i) may participate in the meeting and (ii) may be considered present in person and may vote at the meeting, whether the meeting is held at a designated place or solely by means of remote communication, if:

(i) the Corporation implements reasonable measures to verify that each person considered present and authorized to vote at the meeting by means of remote communication is a member;

(ii) the Corporation implements reasonable measures to provide the members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings; and

(iii) in the event any member votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the Corporation.

### **Section 7. Notice**

Not less than 10 nor more than 90 days before each membership meeting, the Corresponding Secretary shall give, or cause to be given, notice in writing or by electronic transmission of the meeting to all of the members.

The notice shall state (i) the time of the meeting, the place of the meeting, if any, and the means of remote communication, if any, by which members may be deemed to be present in person and may vote at the meeting and (ii) the purpose of the meeting.

Notice is given to a member when it is (i) personally provided to the member; (ii) left at the member's residence or usual place of business; (iii) mailed to the member at the member's address as it appears on the records of the Corporation; or (iv) transmitted to the member by an electronic transmission to any address or number of the member at which the member receives electronic transmissions.

If the Corporation has received a request from a member that notice not be sent by electronic transmission, the Corporation may not provide notice to the member by electronic transmission.

Notice given by electronic transmission shall be considered ineffective if (i) the Corporation is unable to deliver two consecutive notices; and (ii) the inability to deliver the notices becomes known to the Corresponding Secretary or other person responsible for the giving of notice.

Each person who is entitled to notice of a meeting waives notice if the person (i) before or after the meeting delivers a written waiver or a waiver by electronic transmission which is filed with the records of members' meetings or (ii) is present at the meeting.

Any notice given by the Corporation to a member is effective if given by a single notice, in writing or by electronic transmission, to all members who share an address unless the Corporation has received a request from a member in writing or by electronic transmission that a single notice not be given.

### **Section 8. Quorum and Votes Sufficient for Approval of a Corporate Matter**

The members present in person at a meeting constitute a quorum.

Unless these Bylaws specify otherwise, approval by the members of an action of the Corporation will require the vote of a majority of the members present at a meeting.

### **Section 9. Record Date.**

The Board may set a record date for the purpose of making any proper determination with respect to members, including which members are entitled to:

- (1) Notice of a meeting;
- (2) Vote at a meeting;
- (3) Request a special meeting; or
- (4) Be allotted other rights.

The Board will also identify non-members who hold investments in properties held by the Corporation's subsidiaries, for the purpose of providing those non-member investors notice of meetings of the Board.

The record date should be set at least annually, to occur at least 30 days, but no more than 90 days, prior to the date of the action that requires a determination of membership. The record date may not be set prior to the close of business on the day the record date is fixed. In the case of a meeting of members, the record date shall be at least ten days before the date of the meeting.

If a record date is not set, the record date for determining members entitled to notice of or to vote at a meeting of members is the later of (i) the close of business on the day on which notice of the meeting is mailed or (ii) the thirtieth day before the meeting.

### **Section 10. Meeting Adjournment and Postponement**

A meeting of members convened on the date for which it was called may be adjourned from time to time without further notice to a date not more than 120 days after the original record date.

Prior to being convened, a meeting of members may be postponed from time to time to a date not more than 120 days after the original record date.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1. Powers**

All business and affairs of the Corporation, whether or not in the ordinary course, shall be managed by or under the direction of the Board, except as conferred on or reserved to the members by law or by the Charter or Bylaws of the Corporation.

### **Section 2. Number**

The Board shall consist of not less than 11 nor more than 16 members.

### **Section 3. Election and Term**

Beginning with the first election at which the directors are elected by the members, the directors shall be divided into two groups (group A and group B), with approximately half of the directors assigned to each group. Approximately half of the directors from the service area east of York Road shall be assigned to each group and approximately half of the directors from the service area west of York Road shall be assigned to each group. If a director has more than one residence, business, or workplace in the service area, the primary residence of the director shall be used to determine whether that director is from east or west of York Road. If the director does not have a residence in the service area, the director may designate which business or workplace they would like to use as their primary location for purposes of determining whether they are from east or west of York.

The term of office of the group A directors shall continue until the first annual meeting of members following their election and until their successors are elected and qualify. The term of office of the group B directors shall continue until the second annual meeting of members following their election and until their successors are elected and qualify. Thereafter, at each annual meeting of the members, the successors to the group of directors whose term expires at that meeting shall be elected to hold office for a two-year term.

Notwithstanding the foregoing, directors shall hold office until the earlier of: (i) the expiration of the director's two-year term and until their successor is elected and qualifies or (ii) the time a director ceases to have the qualifications that were required by the Charter or Bylaws at the time the director was elected. Directors may be elected to additional two-year terms.

In the case of a failure to elect directors at the designated time, the directors holding over shall continue to serve as directors until their successors are elected and qualify.

Annual elections shall be held in a manner that facilitates participation by as many members as possible.

Any member may be nominated or may nominate themselves to run for a Board seat. Nominations do not require a second.

Each candidate shall indicate which of the following Board positions they are running for (note that not all positions will be open in a given year due to the staggered terms of the Board): (see also Article VI, Section 1, below).

- Co-President – east of York Road
- Co-President – west of York Road
- Treasurer
- Vice President
- Recording Secretary
- Corresponding Secretary
- Resident – east of York Road (4 positions)
- Resident – west of York Road (2 positions)
- Worker or business owner (1 position)

An election shall be held for each seat. For each seat, the ballot shall list all of the candidates running for such seat as well as an option to vote to leave the seat empty. The candidate receiving the highest number of votes for each seat shall be elected. If the highest vote getter is the vote to leave the seat empty, the seat shall remain unfilled until the next election for that seat.

Any candidate that runs for one of the six Board seats that holds an officer position may choose to run for a non-officer seat as well. If a candidate is not elected to an officer seat, that candidate may be elected to a non-officer seat. For non-officer seats, when more than one position is open, the candidates receiving the most votes for each open position shall be elected.

Directors must be members of the Corporation in good standing. Loss of eligibility for membership shall result in the immediate automatic removal of a director.

#### **Section 4. Removal**

The members may remove any director, with or without cause, by calling a special meeting (as provided in Article IV, Section 5). At such meeting, a director may be removed by the affirmative vote of at least 75% of the members present.

The Board may remove a director by a vote of at least 75% of the directors then in office, not including the director proposed for removal.

Any meeting at which the removal of a director is proposed to be considered shall require notice of the proposed removal and a summary of the reasons therefor.

#### **Section 5. Resignation**

A director may resign by delivering a resignation letter to the Corporation in writing or by electronic transmission. The resignation may provide that it will be effective immediately or at a later time.

#### **Section 6. Filling of Vacancies**

The Board may fill vacancies on the Board resulting from an insufficient number of candidates being nominated for election, resignation, removal, or a director ceasing to meet the qualifications of their position. Vacancies shall be filled by a two-thirds vote of the directors then in office.

A director elected by the Board to fill a vacancy serves until the expiration of the seat's term and until their successor is elected and qualifies.

#### **Section 7. Board Action**

Except as otherwise required by these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present is the action of the Board.

Either Co-President may designate an action to be taken by the Board as a "Major Decision." Any action so designated shall require the vote of at least 75% of the directors then in office.

#### **Section 8. Quorum**

75% of the directors then in office constitutes a quorum for the transaction of business.

#### **Section 9. Action without a Meeting**

There may be situations when the Board needs to take action that is typically permitted or required to be taken at a meeting, but it is not possible or practical for the board to hold a meeting to consider the action. The Board may take these actions only through unanimous consent, which requires that (i) the action in question be communicated to each member of the board in writing or through electronic transmission, (ii) each board member responds in writing or through electronic transmission affirming their consent to the action being taken, and (iii) that a record of the action being taken through unanimous consent be filed in paper or electronic form with the minutes of proceedings of the Board.

### **Section 10. Place of Meetings**

A regular or special meeting of the Board may be held at any place in the service area, in a location agreed upon by all board members, or by means of remote communication.

Members of the Board may participate in a meeting by means of a conference telephone 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 presence in person at the meeting.

### **Section 11. Notice**

Notice of Board meetings shall be in writing or delivered by electronic transmission and will state the business to be transacted at or the purpose of the meeting.

Regular meetings of the Board may be held according to a regular schedule set by the Board. The Board will notify the membership and non-member investors of the schedule of regular Board meetings. After the Board notifies the membership of the regular meeting schedule, such regular meetings shall not require notice of each meeting. The Board may make an agenda of each regular Board meeting available to the members and non-member investors no later than 5 days before the date of the meeting. The Board may reserve the right to vote on items not listed in the pre-meeting agenda.

The Board will give five days' notice of any special meeting of the Board. In the event of an emergency, the notice period may be waived at the discretion of the officer giving notice.

A person who is entitled to notice waives notice if the person (i) before or after the meeting delivers a written waiver or a waiver by electronic transmission which is filed with the records of the meeting or (ii) is present at the meeting.

Board meetings shall be open to members and to persons who own an equity interest or other investment interest in Invest York Road properties.

### **Section 12. Actions that Require Both Board and Member Approval**

The following decisions require both approval by the Board and the approval of at least 75% of the members present at a duly noticed membership meeting:



- Selling any Invest York Road investment or real estate owned by an Invest York Road investment (i.e., real estate held by an entity owned by Invest York Road)
- Dissolving the Corporation
- Merging with another organization
- Acquiring another organization
- Changing the service area geography if it will increase the area by 25% or more (changes with a smaller impact can be implemented by the Board without a member vote)
- Changing the service area geography if it will decrease the area by 10% or more (changes with a smaller impact can be implemented by the Board without a member vote)

### **Section 13. Transition Period.**

During the initial period of the Corporation's existence, the Corporation will not have any members because there are not yet any Invest York Road investments.

Until such time as the Corporation has at least 60 members living in one of the service area neighborhoods east of York Road and at least 40 members living in one of the neighborhoods west of York Road, the Corporation's Board shall consist of the persons designated in the Charter as the initial directors (the "Caretaker Board") and until that time, the members of the Caretaker Board shall be considered the members of the Corporation.

The Caretaker Board shall hold an organizational meeting after the articles of incorporation are filed and accepted by the Maryland State Department of Assessments and Taxation. The Caretaker Board will adopt bylaws and elect officers at the organizational meeting.

All decision made by the Caretaker Board shall be made by a vote of at least 75% of the directors at a meeting at which a quorum is present.

The Caretaker Board shall hold the first annual membership meeting as soon as practicable following the time at which the Corporation has at least 60 members living in one of the service area neighborhoods east of York Road and at least 40 members living in one of the neighborhoods west of York Road.

In the event that the first annual membership meeting has not been held by the second anniversary of the formation of the Corporation, the Corporation shall hold elections for directors with the directors acting as the members for purposes of the elections and shall continue to do so until such time as the Corporation has at least 60 members living in one of the service area neighborhoods east of York Road and at least 40 members living in one of the neighborhoods west of York Road. Until that time, the requirement that directors must be members of the Corporation shall be waived and the members of the Board shall be considered the sole members of the Corporation.

### **Section 14. Duties**

At all times each director shall act in good faith; in a manner the director reasonably believes to be in the best interests of the Corporation; and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Directors shall not put personal interests above the interests of the Corporation. Personal interests may include outside business, professional or financial interests; interests arising from involvement in other organizations; and the interests of family members and associates.

## **ARTICLE VI: OFFICERS**

### **Section 1. Officers**

The Corporation shall have the following officers: (see Article V, Section 3):

- One Co-President who lives in one of the service area neighborhoods east of York Road
- One Co-President who lives in one of the service area neighborhoods west of York Road
- Treasurer
- Vice President
- Recording Secretary (focused on internal matters, minutes, administrative management)
- Corresponding Secretary (focused on external matters, communication, and member relations)

The Board may create additional officer positions in its discretion.

### **Section 2. Qualifications and Selection**

As further described in Article V, Section 3 officers must also be members of the Board. No person may hold more than one of the officer positions listed in Section 1 of this Article concurrently. Officers shall be selected as described in Article V, Section 3, and shall hold two-year terms. Any vacancies in officer positions may be filled by the Board and the officers so chosen shall serve until their replacement is chosen at the next annual membership meeting.

### **Section 3. Co-Presidents**

The co-presidents shall prepare Board and member meeting agendas and oversee Board and member meetings and one of them shall serve as the chair of each Board and membership meeting. They shall work in partnership with the Corporation's staff, contractors, and volunteers to make sure Board resolutions are carried out. They shall be the Board's liaison to the Corporation's management staff and shall be responsible for leading the hiring process and ongoing performance evaluation of management staff. The co-presidents shall work to recruit new Board members when needed. They shall be available to serve as spokespersons for the Corporation. They shall periodically consult with Board members on their roles and help them assess their performance. The Co-Presidents will also be responsible for issuing an annual report, which will include a balance sheet and a financial statement of operations for the preceding fiscal year.

#### **Section 4. Treasurer**

The treasurer shall be responsible for ensuring that the Board is apprised of the Corporation's financial performance and that the Corporation has the necessary professional support to ensure ongoing compliance with financial reporting and compliance. The treasurer shall work with management staff to prepare an annual budget and shall be responsible for presenting it to the Board for approval. The treasurer shall review the annual audit (if any) and answer Board members' questions about the audit.

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The treasurer shall ensure that (i) all money and other valuables in the name and to the credit of the Corporation are deposited with such depositories as the Board may designate; (ii) the Corporation's funds are disbursed appropriately and as approved by the Board; and (iii) the Board, upon request, receives an account of all transactions and of the financial condition of the Corporation.

#### **Section 5. Vice President**

The vice president shall carry out special assignments as requested by the co-presidents. As necessary, the vice president shall perform the duties of either or both of the co-presidents in their absence.

#### **Section 6. Recording Secretary**

The recording secretary shall ensure that minutes of Board and member meetings are kept and that they are accurate and properly maintained. The recording secretary is responsible for good administrative management of the Corporation in the absence of, or in collaboration with, staff and shall ensure that corporate records are kept as required by law. As necessary, the recording secretary shall perform the duties of either or both of the co-presidents and the vice president in their absence.

#### **Section 7. Corresponding Secretary**

The corresponding secretary is responsible for providing notice of Board and member meetings and/or of a committee as required by these Bylaws or by law. The corresponding secretary oversees the Corporation's public image and external communications, including, but not limited to, information shared via hardcopy methods, email, websites, and social media. The corresponding secretary is responsible for ensuring that elections are functional and accessible, and meetings are effective.

### **ARTICLE VII: COMMITTEES**

The Board shall not delegate its powers to any committee but may appoint advisory committees made up of any persons at its discretion.

## **ARTICLE VIII: BOOKS AND RECORDS**

The Corporation shall maintain, or cause to be maintained on its behalf, correct and complete: (i) books and records of its accounts and transactions and (ii) minutes of the proceedings of its members and Board of directors and of any executive or other committee when exercising any of the powers of the Board.

The books and records of the Corporation may be in written form or maintained by means of any information storage device, method, or electronic network or database, including a distributed electronic network or database, if the records can be converted within a reasonable time into clearly legible written form for visual inspection.

Any member, or their agent, on request provided in writing or by electronic transmission, may inspect and copy during usual business hours any of the following corporate documents:

- Bylaws
- Minutes of the proceedings of the members
- Annual statements of affairs prepared by the Co-Presidents in accordance with § 2-313 of the Maryland General Commercial Law (see Article VI, Section 3, above.)

Within 7 days after the request is provided to an officer of the Corporation, the resident agent of the Corporation, or an agent designated by the Corporation to maintain corporate documents on the Corporation's behalf, the Corporation shall (i) have the requested documents available on file at its principal office; or (ii) make the requested documents available by electronic transmission.

Any member may request in writing or by electronic transmission a statement listing the names of all current members of the Corporation. The member may make this request to any officer of the Corporation. Within 20 days after the request is made, the Corporation shall prepare and make available in writing or by electronic transmission to the requesting member a sworn statement of one of its officers including the names of current members. Any member has the right to request that their name not appear on this list by submitting a request in writing or by electronic transmission. The name of any member who has requested to have their name not be shared in this fashion will be withheld from this list until the request has been revoked by that member in writing or by electronic transmission.

## **ARTICLE IX: MISCELLANEOUS**

### **Section 1. Electronic Transmission**

The Corporation may use electronic transmission for its communications in accordance with this Section.

“Electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that (i) may be retained, retrieved, and reviewed by a recipient of the communication and (ii) may be reproduced directly in paper form by a recipient through an automated process. “Electronic transmission” includes (i) electronic mail; (ii)

facsimile transmission; (iii) internet transmission; and (iv) the use of or participation in one or more electronic networks or databases, including one or more distributed electronic networks or databases.

An electronic transmission is not effective until the later of (i) the posting of the information to the electronic network or database or (ii) the giving of a separate notice to the intended recipient of the information that the information has been posted to the electronic network or database.

## **2. Contracts and Checks**

The Board may 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. Such authority may be general or confined to specific instances.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or agent of the Corporation and in the manner determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, those instruments may be signed by any two of the officers listed in Article VI, Section 1.

## **ARTICLE X: AMENDMENTS**

Amendments to these Bylaws require a vote of at least 75% of the members present at a duly called and noticed membership meeting.

## **ARTICLE XI: CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **Section 1. Purpose**

The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

### **Section 2. Definitions**

**a. Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A financial interest isn't necessarily a conflict of interest. Under Section 3, a person who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

### **Section 3. Procedures**

**a. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board, or to the designated directors of the Board who are considering the proposed transaction or arrangement.

**b. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Notwithstanding the foregoing, the ownership by an Interested Person of equity in an Invest York Road investment shall not be considered a conflict of interest because the best interests of the Corporation shall be served by the financial success of Invest York Road investments.

#### **c. Procedures for Addressing the Conflict of Interest.**

- i. An interested person may make a presentation at the Board meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The co-presidents of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **d. Violations of the Conflicts of Interest Policy.**

- i. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the Board shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- (a) A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction 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.
- (c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Annual Statements**

Each director shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflict-of-interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## **Section 7. Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **Section 8. Use of Outside Experts**

When conducting the periodic reviews, as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



## Appendix: Service Area

The service area includes the following neighborhoods, as geographically defined by the City of Baltimore (map attached)

(<https://baltplanning.maps.arcgis.com/apps/dashboards/5f2cb611572640b3beca2f295e1bc229>)

- East of York Road:
  - Lake Walker
  - Evesham Park
  - Chinquapin Park
  - Belvedere
  - Mid-Govans
  - Cameron Village
  - Woodbourne-McCabe
  - Winston-Govans
  - Richnor Springs
  - Kenilworth Park
  - Wrenlane
  - Wilson Park
  - Pen Lucy
- West of York Road
  - Bellona-Gittings
  - Cedarcroft
  - Lake Evesham
  - Rosebank
  - Homeland
  - Villages of Homeland
  - York-Homeland
  - Radnor-Winston
  - Kernewood
  - Loyola/Notre Dame
  - Guilford

The Board may make minor changes to the definition of the service area at its discretion, subject to the Bylaws (particularly Article V, Section 12).

**INVEST YORK ROAD, INC.  
CERTIFICATE OF SECRETARY**

**I hereby certify that:**

I am the acting Recording Secretary of **Invest York Road, Inc.**, a Maryland non-profit corporation (the “*Corporation*”); and

Attached hereto is a complete and accurate copy of the Bylaws of the Corporation as duly adopted by the Caretaker Board of Directors by Unanimous Written Consent dated \_\_\_\_\_ and said Bylaws are presently in effect.

**In Witness Whereof**, I have hereunto subscribed my name on \_\_\_\_\_.

\_\_\_\_\_, Recording Secretary