

**Corporation of Concerned
Citizens for a Better Brooklyn**

BYLAWS

As provided for CCBB
By the Board of Directors
Kathleen Hogan, President and Chairperson
Kennard B. Ayers, Corporate Secretary
January 28, 2008

1 **1. NAME AND PURPOSES:** The name and purposes of the Corporation are set
2 forth in the Articles of Incorporation.

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4 **2. PRINCIPAL OFFICE OF THE CORPORATION:** The principal office of
5 the Corporation shall be as designated by the Board of Directors.

6
7 **3. MEMBERSHIP:**

8 a.) *Eligibility:* Membership in the organization is voluntary and shall be open to
9 all persons 18 years of age and older who reside within the Brooklyn
10 neighborhood boundaries.

11
12 b.) *Voting:* An eligible person shall become a voting member upon payment of the
13 annual dues as set by the Board of Directors AND attendance in at least three (3)
14 CCBB General Membership meetings within the preceding 12 months prior to the
15 meeting in which a vote shall be cast. All Members shall have one vote. There
16 shall be no proxy voting. The affirmative vote of a majority of the members that
17 are eligible and present to vote at any duly called meeting at which a quorum is
18 present shall be sufficient for the taking or authorization of any action by the
19 CCBB, as the case may be.

20
21 c.) *Honorary Membership:* The Board of Directors may bestow honorary
22 memberships to persons and businesses that ordinarily do not qualify for
23 membership. Honorary members may serve on committees but may not vote in
24 committees, the board or the membership meetings.

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26 **4. DIRECTORS:**

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28 a) *Number, Election, Term-of-office:* The Board shall be composed of no more
29 than 7 and no less than 3 duly elected members. Directors shall be Members prior
30 to election to the Board. The specific number of Directors shall be determined
31 from time to time by the Board.

32
33 b) *Membership Elects the Board:*

34 The membership shall accept nominations at the first meeting of the year for those
35 to be elected, at the annual meeting, to the board of Directors. The terms of the
36 Directors shall be staggered so that the term of only one class of directors expires
37 at each annual meeting.

38
39 c) *Voting:* Each Director shall have one vote which may be cast by written proxy.
40 Written proxy must specify the Director's position and shall take the form of
41 email, fax, first class mail which must be presented at the time the vote is taken.

42
43 d) *Removal:* A Director may be removed, with or without cause, as determined
44 by a two-thirds vote of the Board present and then a two-thirds vote of the
45 Membership present at any Membership meeting at which there is a quorum.
46 However, if any Director fails to attend three (3) consecutive meetings of the

47 board without an excuse deemed satisfactory to the Board, that Director shall be
48 automatically removed, effective immediately upon the conclusion of the third
49 meeting which that Director failed to attend.

50

51 e) *Resignation:* A Director may resign only by submitting a written resignation to
52 the President or to the other Directors, if the resigning Director is the President. If
53 the resignation is provided orally, he/she must present the President with a written
54 resignation within 24 hours in order for it to be valid.

55

56 f) *Powers:* All the powers, duties and functions of the CCBB shall be exercised
57 by the Board. Each member of the Board shall serve in a fiduciary capacity. The
58 Board shall have general charge of the affairs, property and assets of the CCBB.

59

60 **5. OFFICERS**

61

62 a) *Election:* The officers shall consist of President, Vice-President, Secretary and
63 Treasurer. The officers shall be elected annually by the Board at the first meeting
64 of the Board following the annual meeting of the CCBB. All officers shall be
65 members of the Board and shall serve until the election of Board members at the
66 subsequent annual meeting of the Membership or until their successors are elected
67 and qualified.

68

69 b) *Vacancies:* Any vacancy occurring in any office, for whatever reason, shall be
70 filled by the Board of Directors within a reasonable time period. The Director so
71 appointed shall fulfill the term of his/her predecessor.

72

73 c) *Removal:* An officer may be removed, without cause, as determined by a two-
74 thirds vote of the Board present at any meeting at which there is a quorum.

75

76 d) *Resignation:* An officer may resign only by submitting a written resignation to
77 the President or to the other Directors, if the resigning Director is the President. If
78 the resignation is provided orally, he/she must present the President with a written
79 resignation within 24 hours in order for the resignation to be valid. If any Officer
80 fails to attend three (3) consecutive meetings of the board without an excuse
81 deemed satisfactory to the Board, that Officer shall be deemed to have resigned,
82 effective immediately upon the conclusion of the third meeting which that Officer
83 failed to attend. In such cases, a written resignation is unnecessary.

84

85 e) *Authority and Duties:* The Officers shall have the authority and responsibility
86 delegated by the Board and as stated in these Bylaws.

87

88 **The President** shall preside as the chairperson at all meetings of the Board and
89 the Organization and shall be an ex-officio member of all committees. The
90 President shall be empowered to speak on behalf of the Organization consistent
91 with the objectives and prior resolutions of the Organization.

92

93 **The Vice-President** shall perform the duties of the President if the President is
94 unable to do so or is absent. The Vice President shall perform such other tasks as
95 may be assigned by the Board; and, at the request of the President, assist in the
96 performance of the duties of the President. The Vice President is first in line of
97 succession should a vacancy occur in the office of the President. The Board would
98 then fill, by appointment, the vacancy in the office of Vice President.

99
100 **The Secretary** shall be responsible for keeping an accurate record of all business
101 of the Organization and for all outside correspondence of the Organization. The
102 Secretary may serve as a delegate of CCBB.

103
104 **The Treasurer** shall be responsible for the Organization financial records, and
105 shall deliver reports to the membership at each meeting.

106 107 **6. MEETINGS AND ORGANIZATION**

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109 *a) Annual Meeting:* The annual meeting of the voting membership shall be for the
110 election of the Directors and for conducting any other business which may be
111 properly brought before the voting membership. The annual meeting shall be held
112 in the first quarter of every year at a precise date, time, and precise location to be
113 determined by a majority vote of the Board, or if the Board has not so determined
114 before the first day of February, the precise date, time and/or location, such may
115 be determined by the President.

116
117 *b) General Membership Meetings:* The general membership of the CCBB shall
118 meet at least twice a year at a time and location selected by the Board of
119 Directors. If necessary the President can temporarily move the place and time of
120 meetings. From time to time and as necessary, the general membership may
121 adopt a resolution setting a schedule for regular general membership meetings.
122 All meetings of the voting membership shall be held at Saint John's Lutheran
123 Church, 226 Washburn Avenue, Baltimore, Maryland, or at such place may be
124 designated by the President.

125
126 *c) Special Meetings:* The President, the Board of Directors, or a petition of 10
127 members may call a special meeting of the general membership. In such cases,
128 written or oral notice shall be provided to the general membership within 24 hours
129 of the date of the special meeting. Failure of notice to any member shall not
130 invalidate the meeting or any action taken at the meeting.

131
132 *d) Board of Directors Meetings:* The Board of Directors shall meet when called
133 by the President or three members thereof. The Board of Directors may adopt a
134 resolution setting a schedule for regular Board of Directors meetings.

135
136 *e) Special meetings:* Special meetings of the Board shall be held at any time and
137 place when called by the President or by at least three Directors. Business

138 transacted at special meetings shall be confined to the purposes of the meeting
139 stated in the notice of the meeting which may be provided orally or in writing.

140

141 *f) Veto of Vote of the Board of Directors:* Votes by the Board of Directors may
142 be vetoed by the General Membership by a two-thirds vote of those present and
143 voting.

144

145 *g) Parliamentary Authority:* From time to time and as necessary, the rules
146 contained in the current edition of Robert's Rules of Order shall be consulted in
147 cases in which Robert's Rules of Order are not inconsistent with these Bylaws
148 and/or any Special Rules of Order the CCBB may adopt.

149

150 *h) Quorum:*

151 *1) General Membership Meetings:* At any meeting of the General
152 Membership, the presence of a simple majority of the Board of Directors,
153 together with an equal or greater number of Members who are not
154 Directors, shall constitute a quorum and may conduct the business of the
155 CCBB.

156

157 *2) Board of Director Meetings:* At any meeting of the Board of Directors,
158 a simple majority of the Board of Directors shall constitute a quorum and
159 may conduct the business of the CCBB.

160

161 *3) Lack of Quorum:* If a quorum is not present at any meeting, a simple
162 majority of those present may vote to stay and await a quorum, or to
163 adjourn. If a quorum is not present the Members and/or Directors present
164 may discuss and debate CCBB matters and issues, but they may not vote
165 to bind the CCBB in any way or authorize official CCBB action of any
166 kind. Minutes shall be taken whether or not a quorum is present.

167

168 **7. COMMITTEES**

169 The Board of Directors may create up to five (5) Standing Committees to conduct
170 Board authorized business. The President shall appoint persons to chair and serve
171 on those committees, including persons who are not Directors of the Corporation.
172 All such appointments must be approved by the Board either prior to the
173 appointment or ratified at the next Board meeting.

174

175 *a) Committee chairs:* Shall be appointed by the President and will provide oral
176 reports of all relevant activities at each General Membership meeting. A negative
177 report will be submitted by any committee which has had no activity for the
178 period.

179

180 *b) Temporary Committees:* The President may also create temporary committees
181 to serve a special purpose or accomplish a discrete task for a limited duration.
182 The chairs of such committees shall not become voting members of the Board.

183

184 **INDEMNIFICATION:** The Corporation shall provide indemnification and shall
185 indemnify Directors, officers, employees and agents of the Corporation to the
186 fullest extent required and permitted by the General Laws of Maryland.

187

188 **9. AMENDMENT OF BYLAWS:** These bylaws may be amended at any
189 regular meeting by a two-thirds vote of the members constituting a quorum
190 provided that the amendment(s) has (have) been submitted in writing to the
191 membership at the previous meeting.

192

193 **10. DISSOLUTION:** If the CCBB, a 501(c)(3) organization, is dissolved, all
194 assets shall be given to the Brooklyn and Curtis Bay Coalition, Inc., a 501(c)(3)
195 organization as described in the U.S. tax code.