

**Bylaws OF THE WARD ONE RESIDENTS ASSOCIATION
ANNAPOLIS, MARYLAND (amended 11 March 2026)**

ARTICLE I – NAME AND PURPOSE

Section 1 – Name and Location

The name of the Association is "Ward One Residents Association", hereinafter referred to as the "Association". "Ward One" shall mean and refer to the "First Ward" as described in the Code of the City of Annapolis, as amended from time to time. "Resident" shall mean and refer to any person over the age of eighteen (18) whose principal residence is in Ward One. "Principal Residence" shall mean and refer to the home where a person lives for more than six (6) months of the calendar year.

The principal office of the Association shall be located at Annapolis, Maryland, but meetings of the members and directors may be held at such place or places within the State of Maryland as may be designated by the Board of Directors or may be held "remotely" using electronic communications means.

Section 2 – Purpose

The purpose of the Association is to promote a strong community that encourages long-term residency, improves quality of life, preserves the historic nature of unique neighborhoods, and supports a diverse commercial district that serves the needs of residents.

ARTICLE 2 – MEMBERSHIP

Section 1 – Eligibility

The following classes of residents and business are eligible for Association membership.

"Member" shall mean and refer to those residents who live within the bounds of Ward One and have paid their annual dues to the Association.

"Voting Member" shall mean and refer to a member who has paid his or her annual dues to the Association or a family (marriage or partnership) of two (2) or more members age 18 and above residing in one (1) residence for over 6 months within Ward One who have paid for one (1) unit of dues.

"Associate Member" shall be either:

- (a) An owner of residential property in Ward One whose principal

residence, as defined in Article 1, is outside of Ward One; or

(b) A non-resident of Ward One who is the owner or principal officer of a business in Ward One.

An "Associate Member" shall pay dues as set by the Association from time to time but shall not be entitled to vote.

Section 2 – Dues

Dues will be assessed by the Association as periodically determined by the Association Board of Directors and per the membership types shown above. The "Membership Year" shall begin on the date of payment and continue for twelve (12) months.

ARTICLE 3 - MEETING OF MEMBERS

Section 1 - Annual Meeting.

There shall be an annual meeting of the Members once a year at such date and time as may be determined by the President. Any and all business of the Association may be conducted at the annual meeting.

Section 2 - Regular Meetings.

There shall be not fewer than four (4) regular meetings of the members each year as deemed necessary by the Board, one of which is the annual meeting. Any and all business of the Association, except as otherwise provided herein may be conducted at a regular meeting.

Section 3 - Special Meetings.

Special meetings of the Members may be called at any time by the President or the Board of Directors, or upon written request of one-tenth (1/10th) of the Voting Members.

Section 4 - Notice of Meetings.

Written notice of each meeting of the Members shall be given by the secretary or person authorized to call the meeting, by making or delivering a copy of such notice to each Member entitled to vote there at, addressed to the Member's residential or electronic address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of Notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Such notice will be given at least thirty(30) days in advance of regular and annual meetings and at least three (3) days in advance of special meetings.

Section 5 - Quorum.

The presence at a meeting of ten percent (10%) of the Voting Members shall constitute a quorum for any action, except as otherwise provided in these Bylaws. If such a quorum shall not be present or represented at any meeting, the Voting members present shall adjourn the meeting, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present.

Section 6 – Voting.

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place given a quorum is met.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1 – Board Role, Size and Composition.

The affairs of this Association shall be managed by a Board of Directors consisting of four (4) officers and five (5) at large directors elected by the membership in accordance with these Bylaws. All will be voting members of the organization in good standing.

Section 2 - Term of Office.

The term of office for all Members of the Board shall be one (1) year, commencing at the close of business of the Annual Meeting, at which they are elected. Officers and Members may be reelected but the President and Vice President may not serve more than three consecutive terms in that specific office.

Section 3 – Meetings and Notice

Section 3.1 - Regular Meetings.

Regular meetings of the Board of Directors shall be held no fewer than ten (10) times per year, at such place and hour as may be fixed from time to time by resolution of the Board of Directors. Meetings may be held by telephone or video conference.

Section 3.2 - Special Meetings.

Special meetings of the Board of Directors shall be held when called by the President of the Association or by any three (3) Members of the Board after not fewer than three (3) days notice to each Member of the Board.

Section 3.3 - Quorum.

A majority of the Members of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Members of the Board of Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 3.4 - Action taken without a meeting.

The Members of the Board shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all of the Members of the Board of Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

Section 3.5 – Remote Communications

All meetings may be held by telephone, conference call or other similar electronic communication so long as all other requirements of these Bylaws concerning such meetings are complied with.

Section 4 - Election Process for At Large Board Members

- a. When vacancies for at large Directors arise, nominations for a new board member(s) shall be made by a Nominating Committee. The Nominating Committee shall be responsible for the election process for the at large Board members and for Officer positions.

- b. Ninety (90) days prior to the annual meeting the Board shall appoint a nominating committee which shall consist of three (3) current Board members and two (2) Voting Members of the Association. The President will select one of the Board members to act as chair of the Committee.

- c. The nominating committee will identify, interview, and present as many nominations for election to the Board as it shall in its discretion determined to be appropriate, but fewer than the number of vacancies that are to be filled. Nominations for the at-large Board positions may also be submitted to the Nominating Committee by any Voting Member no less than thirty (30) days prior to the Annual Membership Meeting and such nominees will be considered by the Nominating Committee.

- d. Biographies of the nominated candidates shall be presented to the full Board at a regular or special (if necessary) meeting for a vote. Candidates who receive a majority vote of the Board at a meeting in which a quorum is

present will then be presented to the full Membership for a vote at the next Annual Membership Meeting.

e. A biography of each candidate who will be presented shall be distributed by the Nominating Committee to the Membership not less than two (2) weeks prior to the Annual Membership Meeting. Each candidate will be listed on a written ballot, and ballots shall be distributed to Voting Members at the Annual Membership Meeting, collected, and tallied by the Nominating Committee. There will be no nominations from the floor.

f. The top vote-getting candidates shall become members of the Board and shall be announced prior to the end of the Annual Meeting.

Section 5 - Election Process for the Officers of the Board

a. The Officers of the Board of Directors are President, Vice President, Treasurer, and Secretary. The term of these positions is one year.

b. Current or former members of the Board who wish to be considered for one of these offices by the Voting Membership shall notify the Nominating Committee no less than thirty (30) days prior to the Annual Membership Meeting.

c. No one may run for more than one officer position at any one time, and no one may be nominated from the floor.

d. A biography of each candidate for each position shall be distributed to the Membership not less than two (2) weeks prior to the Annual Membership Meeting. Each candidate shall be listed in a written ballot, and ballots shall be distributed to Voting Members at the Annual Membership Meeting.

e. Ballots shall be collected and tallied by the Nominating Committee prior to the end of the Annual Membership Meeting, and the successful candidate for each position announced.

f. In its discretion the Board may choose to issue a recommended slate of officers to the Membership not fewer than two weeks prior to the Annual Membership Meeting. A recommended slate of Officers must be voted on at a regular meeting of the Board at which a quorum is present and must be approved by an affirmative vote of no fewer than two thirds (2/3) of those present.

g. If a candidate whose name is on the ballot for an officer position is not elected to that position by the Membership, that candidate's name may be placed on the ballot for at large Board members. Candidates for officer positions must inform the nominating committee at least two (2) weeks prior to the election that they wish their name to be on the ballot for at large Board members should they not be elected to an Officer position.

Section 6 – Officers and Duties

Section 6.1 - Enumeration of Offices.

- a. The officers of this Association shall be a President, Vice President, Secretary, and a Treasurer, and other such officers as the Board of Directors may from time to time may create by resolution.
- b. The President shall preside at all meetings of the Board and Membership, serve as an ex-officio member of all committees, present a state of WORA report at the Annual Meeting, and shall perform other duties that may arise.
- c. The Vice President shall perform the duties of the President in the President's absence or disability and shall perform other duties as may be assigned.
- d. The Secretary shall ensure that minutes are taken at meeting of the Board of Directors and Membership, supervise the archival of minutes and other official documents and records of WORA, ensure that notices of meetings of the Board and Membership are provided, and shall perform other duties as may be assigned.
- e. The Treasurer shall receive, deposit and disperse all funds of the membership as designated by the Board. The Treasurer shall be a member of the Finance Committee and provide a quarterly report to the Board. He/she shall maintain the list of active members and oversee the membership renewal process and shall perform other duties as may be assigned.

Section 6.2 - Powers. The Board of Directors shall have the power to:

- a. Suspend the voting right of a Member during any period in which such Member may be in default in the payment of his or her dues to the Association;
- b. Exercise for the Association all powers, duties, and authority vested in or delegated by this Association, and not reserved to the membership by other provisions of these Bylaws;
- c. Declare the position of a Member of the Board of Directors to be vacant in the event such Member shall be absent without excuse from two (2) regular meetings of the Board.

Section 6.3 - Duties. It shall be the duty of the Board of Directors to:

- a. Cause to be kept a summary of all acts and affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- b. Supervise all officers, agents, and employees of this Association, and to see that their duties are properly performed;
- c. Cause all officers having fiscal responsibilities to be bonded if, in the Board's sole discretion, it deems that appropriate.

Section 7 – Resignation, termination and absence

Any Members of the Board of Directors may be removed from the Board without cause by a majority vote of the Voting Members of the Association. A Member of the Board may be removed from the Board by a majority vote of the other Members of the Board if he or she has two (2) or more unexcused absences from meetings of the Board. In the event of death, resignation or removal of a Member of the Board, his or her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his or her predecessor.

Section 8 - Compensation.

No member of the Board of Directors shall receive compensation for any service he or she may render to the Association. However, any Member of the Board may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE 5 - COMMITTEES

Section 1 - The Board of Directors shall appoint such committees as deemed appropriate to carry out its purpose.

Section 2 - There shall be a Finance Committee consisting of the Treasurer and one Member of the Executive Board and one Member of the Association. The Finance Committee shall:

- a. On a regular basis, but not less than once every membership year, review the books and records of the association;
- b. Prepare an annual budget to be presented to the Executive Board for approval and/or modification or amendment prior to the annual meeting of the Association.
- c. Recommend to the Executive Board the dues amount and structure

for the membership year and any prorating of any such dues in conjunction with the annual budget.

Section 3 - Nominating Committee

The Board of Directors will appoint a nominating committee as outlined in Article 4, section 5 of the Bylaws.

ARTICLE 6 - BOOKS AND RECORDS

The books, records and papers of the Association shall, at all times, during reasonable business hours, be subject to inspection by any Member.

ARTICLE 7 - AMENDMENTS

At any regular or special meeting of the Association any Member may propose amendment of the Bylaws. The presiding officer shall permit discussion of the proposed amendment and its presentation as a motion, but it shall not be voted on at that meeting. On the notice of the next association meeting the Membership will be informed of the proposed amendment, and at that meeting, after such additional discussion as is required, the amendment may be adopted by a vote of a majority of a quorum of Voting Members present in person.

ARTICLE 8 - BUDGET

The Board of Directors shall at the annual meeting or at a regular meeting after notice thereof, present to the Association a proposed budget for the following fiscal year. Said budget shall be subject to approval and modification by a vote of the Association. The budget must be approved by the Association either in the form presented by the Board of Directors or as modified at said meeting.

The fiscal year of the Association will be January 1 to December 31.

ARTICLE 9 – INDEMNIFICATION AND INSURANCE

Section 1 – Indemnification

To the maximum extent permitted by law, a member of the Board of Directors shall not be personally liable for, and WORA shall indemnify, defend and hold harmless, a Director against all claims, suits, proceedings whether civil, criminal, investigative or administrative for all liabilities, losses, fines, judgments, amount paid in settlement, damages or expenses (including reasonable attorney fees) arising out of or related to actions taken by the Director at the direction of the Board and those actions are within the scope of his/her duties as a member of the Board of Directors.

Section 2 – Directors and Officers Insurance

The Association will hold a directors and officers insurance policy with a liability limit of at least \$2 million that protects the Board of Directors members from any lawsuit brought by an association member or other person.

Article 10. Public Positions and Statements

Section 1. Public Statements or Positions by the Board

- a. From time to time the Board may find it in the best interests of the members and residents to take a public position and/or issue a public statement on relevant issues. Any public position or statement of the Board shall be relevant to and consistent with WORA's Mission and shall require a two thirds (2/3) majority vote (6 of the 9 board members).
- b. Any public position or statement of the Board shall be consistent with existing applicable local, state, or federal law and/or regulation.

Section 2. Limitations on Public Statements or Positions by the Board

a. No public position or public statement by the Board or any Board member individually may explicitly or implicitly endorse any particular candidate for political office at any level, nor may any public position or public statement be made in opposition to any candidate for political office at any level.

b. When speaking publicly in their individual capacity, Board members shall clearly state that their views are their own and do not represent the official position of WORA and use of the WORA name and/or other organizational resources is prohibited for personal political or other activity (e.g, using any member or resident contact list for unofficial reasons).

c. Whether stated specifically or not, these provisions apply to the Board as a whole as well as any Board member acting individually as part of their Board duties. Unless specifically voted on and stated as a position of WORA, any statement by an individual(s) Board member shall be in their individual capacity only.

d. Speaking publicly includes, but is not limited to: speaking at a meeting of any governmental entity, advocacy group, citizens group, or other civic organization; speaking at any candidate forum, fundraiser, or debate; writing or posting on a public website; speaking at any public protest or protest march; and/or posting on any social media platform.

WARD ONE RESIDENTS' ASSOCIATION

CODE OF ETHICS STATEMENT

The Board of Directors of the Ward one Residents' Association ("WORA") has adopted this Code of Ethics to guide its Board officers and members in their conduct when acting on behalf of the Center. This Code contains principles and practices that set ethical perimeters and provide direction for Board conduct, decision-making, and articulating public positions that reflect the standards we expect towards Board peers, association members, residents, public officials, and the public. By signing this document, I, _____, acknowledge my commitment to the Mission of WORA and pledge to help create and maintain an organization that gives ethical conduct its highest priority for as long as I remain a Member of the Board of Directors.

ACCOUNTABILITY:

1. Abide by the Articles of Incorporation, Bylaws, Board Position Responsibilities, and any Board approved policies.
2. Abide by the Conflict of Interest Policy Statement.
3. Exercise reasonable care, good faith, due diligence, and prudence in all financial and other organizational affairs.
4. Fully disclose information of fact that may have significant bearing on Board discussion or decisions.
5. Reliably attend board meetings and meet all Board member obligations.
6. Listen to all stakeholders and make reasonable efforts to satisfy their needs and concerns within the scope of our mission.
7. Comply with all federal, state, and local laws, regulations and fiduciary responsibilities, and support transparency.

PERSONAL GAIN:

1. Exercise power and conserve available resources for the good of the organization, foregoing personal benefit.

EQUAL OPPORTUNITY:

1. Ensure the rights of all WORA Members and residents to appropriate and effective services and opportunities without discrimination on the basis of political, religious, or socio-economic characteristics or status.
2. Ensure the right of all constituents to appropriate and effective services and opportunities without regard to Board, or volunteer make-up and without discrimination on the basis of gender, sexual orientation, national origin, religion, race, age, political affiliation, or disability and in accordance with all applicable legal and regulatory requirements.

CONFIDENTIALITY:

1. Not disclose any information received in my capacity as a Board member that is identified as confidential outside of the Board unless disclosure is approved by a majority of the Board. I further agree not to disclose, utilize, or exploit any confidential information with any other individual either during my time as a Board member or after.

COLLABORATION AND COOPERATION:

1. Respect diversity of opinion of fellow Board officers, members, and residents.
2. Support majority decisions of the Board to the best of one's ability and register dissent through appropriate channels.
3. Maintain a professional level of courtesy, respect, and objectivity in all activities and interactions.

Board Member Signature

Date

WARD ONE RESIDENTS ASSOCIATION
CONFLICT OF INTEREST STATEMENT

A conflict of interest is an actual or perceived interest by a Board member in any action that results in, or has the perception of resulting in, personal or professional gain. Board officers and members are obligated to act in the best interest of the organization. This obligation requires that any Board officer or member, in the performance of organizational duties, seek only furtherance of the organization's Mission. Board officers and members are prohibited from using their title or the organization's name or property for private profit or benefit.

1. All members of the Board of Directors of the Ward One Residents Association ("WORA") must exercise good faith and avoid participating in any activity of the Board where there exists an actual or perceived conflict of interest.
2. Board officers and members must discharge their duties in good faith, recognizing at all times their fiduciary duty to WORA.
3. Board officers and members should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or vendors.
4. Board officers and members shall not participate in the selection, award, or administration of a purchase or contract with a vendor where, to his or her knowledge, any of the following has a financial interest in that purchase or contract: the officer or member; any member of their immediate family; their partner; an organization in which any of the above is an officer, director, or employee; a person or organization with whom any of the above is an officer, director, or employee; a person or organization with whom any of the above is negotiating or has an arrangement regarding prospective employment.
5. Board officers and members shall not use their position or vote on the Board or information obtained as a result of their service on the Board to obtain financial gain or advantage for themselves or members of their family or their business associates.
6. Board officers and members shall disclose any potential conflict of interest when they become aware of such to the President of the Board or to a member of the Board of Directors.
7. With respect to Board business and decisions, Board officers and members who become aware of an actual or potential conflict of interest

must recuse themselves from the decision-making process and take no part in the discussion or the vote. If a member advises the President or a committee Chair that he/she wishes to be recused from the decision-making process, the President or Chair will honor the member's request and the recusal will be noted in the minutes.

9. With respect to Board business and decisions, Board officers and members who have questions regarding the existence of an actual or potential conflict of interest may refer the matter to the President or a committee Chair for clarification. The President or Chair may request additional information in order to make an informed decision regarding the existence of a conflict. The President may refer the matter to the full Board which shall have the final decision and may resolve the matter by vote. Decisions will be noted in the minutes.

Board Member Signature

Date