

BY-LAWS OF THE ANNAPOLIS WARD ONE RESIDENTS' ASSOCIATION ANNAPOLIS, MARYLAND

ARTICLE I NAME and LOCATION

The name of the Association is "Annapolis Ward One Residents Association", hereinafter referred to as "AWORA" or the "Association". 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 ("Board").

THE PURPOSE OF THE ASSOCIATION IS TO PROMOTE **AND ADVOCATE FOR** 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.

1. Association shall mean and refer to the Annapolis Ward One Residents Association, its successors and assigns.
2. The Association is registered under Internal Revenue Code Section 501(c)(4) as a not-for-profit organization.
3. Consistent with the Articles of Incorporation, upon the authorized dissolution of the Association, assets shall be distributed in accordance with Md. Ann., Corp. & Assn's § 5-208.
4. The Association is non-political and non-partisan, supporting no political party or candidate for public office.
5. The Association will advocate for residents in a manner consistent with its Purpose Statement, including providing input to government bodies on policies impacting residents.
6. "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.
7. "Resident" shall mean and refer to any individual over the age of eighteen (18) whose principal residence is in Ward One.
8. "Membership" shall mean and refer to those residents who live within the bounds of Ward One and have paid their annual dues to the Association.
9. "Voting Member" shall mean and refer to a member who is current with their paid annual dues to the Association.
10. "Membership Year" shall be unique for each Member and dated from their original join date to the Association.
11. The fiscal year of the Association shall be 1 July – 30 June.

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ARTICLE II MEETINGS OF MEMBERS

- § 1. Annual Meeting. There shall be an annual meeting of the Membership once a year in May or June, prior to the end of the fiscal 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.
- § 2. Regular Meetings. There shall be not less than four (4) regular meetings each year as deemed necessary by the Board, one of which may include and coincide with the annual meeting. Any and all business of the Association, except as otherwise provided herein may be conducted at a regular meeting.
- § 3. Special Meetings. Special meetings of the Membership may be called at any time by the President or the Board, or upon written request of twenty percent (20%) of the Voting Members.
- § 4. Notice of Meetings. Written notice of each meeting of the Membership shall be given by, or at the discretion of, 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 purpose of the meeting;
 - the place, day and hour of the meeting;
 - Instructions for electronic/remote access to the meeting.
- § 5. Quorum. The presence at a meeting of twenty percent (20%) of the Voting Members shall constitute a quorum for any action, except as otherwise provided in these By-Laws. If, however, such a quorum shall not be present or represented at any meeting, the Voting members present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid, shall be present.

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ARTICLE III ELECTIONS, TERMS, and ELECTRONIC VOTING

Board Elections, Eligibility and Terms of Office

All elections shall be conducted in accordance with these provisions, the Association's Bylaws, and any Election Procedures adopted by the Board of Directors. In the event of a conflict between this Article and any other provision of the Bylaws, this Article shall control with respect to election matters.

§ 5.1: Eligibility and Elected Positions

- a) The Association shall be governed by a Board of Directors consisting of nine (9) total elected members:
 - Four (4) Officer Positions: President, Vice President, Secretary, and Treasurer.
 - Five (5) At-Large Positions: Individuals representing the interests of the general membership.
- b) Any resident within Ward One for at least six (6) months is eligible to serve on the Board of Directors by election or appointment; provided, however, the member is in good standing and current on WORA annual dues.
- c) Members may only nominate themselves for an elected position. All nominees must confirm in advance their willingness to serve in writing and that they will comply with the Association's conflicts of interest and ethics policy.

§ 5.2: Terms and Limits

Standard Term: All Board positions shall serve a term of two (2) years.

Consecutive Limits: No member shall serve more than three (3) consecutive terms on the Board inclusive of and including any Officer or At-large positions.

§ 5.3: General and Special Elections

- a) The Association Board of Director elections shall be held bi-annually commencing in 2027.
- b) In the event of a Board vacancy more than 90 days before the end of the designated term, the Board shall implement a special election procedure to elect a new Board member to complete the vacated term following the approved election process for notice, nominations and election by ballot.
- c) The Association Secretary shall maintain the term schedule, and it shall be published on the Association website.
- d) The Association's Nominating Committee shall conduct all elections.

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§ 5.4. Election Process and Nominating Election Committee (NEC)

WORA's election process intends to create a fair and transparent process for nominating members to the WORA Board of Directors and ensure elections are run smoothly, transparently and with accountability to the members. These By-laws establish the Nominating Election Committee (NEC), an independent standing committee, to be responsible for the conduct of Board of Director elections. The NEC responsibilities include:

- a) Current President of the Board will appoint an association member to chair the bi-annual NEC as well as any necessary off-cycle elections to fill a vacancy. That member may be a member of the Board of Directors if he/she is not seeking to stand for election.
- b) The NEC shall operate independently of the Board and report regularly to both the Board and the membership.
- c) The NEC Chair shall call for volunteers to serve on the Nominating Committee 120 days prior to the Annual Meeting and Election.
- d) No member of the NEC may stand for election.
- e) The NEC shall consist of no less than 5 total members (no more than 2 retiring board members and no less than three association members not serving), all in good standing.
- f) The NEC members shall be noticed to the membership 90 days prior to the Annual Meeting and Election and that Notice shall include a call for volunteers to run for election to the Board. The Notice shall include a nomination form.
- g) The deadline for submission of nominations shall be sixty (60) days prior to the Annual Meeting and Election.
- h) The NEC shall verify that each nominee fulfills the qualifications and requirements for election and is willing to stand for election and serve on the Board for the designated term.
- i) The NEC may recruit at least one person to run for each position.
- j) The NEC shall distribute a final ballot to the membership no later than 30 days before the Annual Meeting and Election. All information regarding the election and candidates (brief biography and candidate statements) shall be posted to the association website at the time the ballot is distributed.

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Authorization and Provisions for Electronic Voting

§ 6.1: Authorization of Electronic Voting

The Board is hereby authorized to conduct any meeting, election, vote, or member action via electronic transmission consistent with Association policy on electronic meetings.

This Section serves as the authorization for a standing "Electronic Voting Policy" of the Association, and the platform shall provide:

- a) A system that can authenticate the member's identity.
- b) The system can verify that a vote was cast and not altered in transit.
- c) The system will anonymize the vote so the member's identity is not linked to their specific selection.
- d) The system will create a recordation and audit trail maintained by the Association Secretary.
- e) The election meeting shall be conducted with two-way communication means for members.

§ 6.2: Member Consent

- a) Opt-In Requirement: Members must provide written or electronic consent to receive notices and cast ballots electronically.
- b) Electronic Record: A member's designated email address on file shall be deemed the "Official Address for Notice."
- c) Paper Alternative: The Association must provide a paper ballot to any member who does not consent to electronic voting or lacks the technical means to participate digitally.

§ 6.3: Voting Procedures & Verification

- a. Notice of Election: Members shall receive electronic notice of an election and the ballot identifying candidates processed by Nominating Committee. The electronic notice will contain a unique access link or instructions for the secure voting portal.
- b. Voting Period: The electronic "polls" shall remain open for fourteen (14) days and shall close no fewer than 24-hours before the scheduled start of the Annual Meeting (the "Voting Deadline"). The specific dates and times shall be published in the election notice required by this Section.

Receipt of Ballot: The system must provide an automatic electronic receipt to the member confirming their ballot was successfully submitted.

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§ 6.4: Quorum and Tabulation

- Electronic Presence: Members who submit an electronic ballot shall be deemed "present" for the purposes of establishing a quorum, which shall be 20% of the membership.
- Independent Oversight: the NEC may appoint an independent "Inspector of Elections" (who is not a candidate) to oversee the digital platform and certify the results.

§ 6.5 Voters Without Electronic Access

Any eligible voter may request a paper absentee ballot from the NEC no fewer than five (5) days before the Voting Deadline. Paper ballots shall be submitted to the NEC by the Voting Deadline and shall be tabulated with electronic ballots.

§ 6.6 In-Person Voting at the Annual Meeting

Any eligible voter who did not cast a ballot during the Electronic Voting Period may cast a ballot in person at the Annual Meeting. In-person ballots shall be tabulated together with electronic ballots.

§ 6.7 Tabulation and Announcement of Results

Following the Voting Deadline and the close of any in-person voting at the Annual Meeting, the Election Committee shall tabulate all valid ballots and certify the results. Certified results shall be announced at the Annual Meeting and posted on the Association's official website within forty-eight (48) hours of certification. The candidate receiving a plurality of valid votes cast for each position shall be declared elected. In the event of a tie, the final election result will be decided by a flip of coin, supervised by a member of the NEC.

§ 6.8 Record Retention

The NEC shall retain all ballots, audit logs, and election records for a period of sixty (60) days following certification of results. Such records shall be available for inspection by any member of the Association upon reasonable written request to the Board of Directors, subject to the requirement that ballot secrecy be preserved.

§ 6.9 Election Challenges

Any eligible voter may challenge the validity of an election by submitting a written complaint to the NEC within ten (10) days of the announcement of certified results. The NEC shall resolve the challenge within fourteen (14) days. Grounds for challenge include but are not limited to material irregularity in the conduct of the election, breach of ballot secrecy, or voter eligibility disputes. The NEC's determination shall be final unless otherwise required by applicable law.

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§ 6.10 Installation of Officers

Newly elected Officers and Members at Large shall be installed at the Annual Meeting at which results are announced. Upon installation, the newly elected officers shall assume all rights, duties, and responsibilities of the position, and the predecessor shall be deemed to have vacated the position.

ARTICLE IV MEETINGS OF THE BOARD of DIRECTORS

§1. Regular Meetings. Regular meetings of the Board shall be open and held monthly with notice, such place and hour as may be fixed from time to time by resolution of the Board. Meetings may be held by telephone conference call or other similar electronic communication so long as all other requirements of these By-Laws concerning such meetings are complied with.

§2. Special Meetings. Special meetings of the Board shall be held when called by the President of the Association or by any two (2) Members of the Board after not less than three (3) days' notice to each Member of the Board.

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

§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. Any action so approved shall have the same effect as though taken at a meeting of the Board.

ARTICLE V POWERS AND DUTIES OF THE BOARD of DIRECTORS

ALL MEMBERS OF THE BOARD, UPON ELECTION, SHALL SIGN AND COMPLY WITH THE CONFLICT-OF-INTEREST AND ETHICS STATEMENT OF THE ASSOCIATION.

§1. Powers. The Board shall have the power to:

- a) 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 By-Laws.
- b) Declare the office of a Member of the Board to be vacant in the event such Member shall be absent without excuse from two (2) regular meetings of the Board.

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- c) Employ a manager, an independent contractor or such other employees as they deem necessary, and to prescribe their duties.
- d) 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.

§2. Duties. It shall be the duty of the Board to:

- a. Cause to be kept a complete record 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 twenty percent (20%) 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 or employees having fiscal responsibilities to be bonded if, in the Board's sole discretion, it deems that appropriate.

ARTICLE VI OFFICERS AND THEIR DUTIES

Enumeration of Offices. The officers of this Association shall be a President, Vice President, Secretary, and a Treasurer, and other such officers as the Board may from time to time by resolution create.

PRESIDENT

Subject to the control and supervisory powers of the Board, the powers and duties of the President will be:

- a) To have the general management and supervision, direction and control of the business and affairs of the Association.
- b) To ensure that all orders and resolutions of the Board are effectively carried out.
- c) To put the signature of the Association to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the Association.
- d) To perform all other duties and carry out other responsibilities as determined by the Board.

VICE-PRESIDENT

Subject to the control and supervisory powers of the Board, the powers and duties of the Vice-President will be:

- a) To perform all duties and other responsibilities as determined by the Board.

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TREASURER

Subject to the control and supervisory powers of the Board, the powers and duties of the Treasurer will be:

- a. To keep accurate financial records for the Association.
- b) To deposit all money, drafts and checks in the name of and to the credit of the Association in the banks and depositories designated by the Board.
- c) To endorse for deposit all notes, checks, drafts received by the Association as instructed by the Board, making proper vouchers for them.
- d) To disburse Association funds and issue checks and drafts in the name of the Association, as instructed by the Board.
- e) To submit to the President and Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Association.
- f) To prepare and submit to the Association Members annual reports detailing the financial status of the Association.
- g) To oversee and submit all local, state, and federal tax filings and related regulatory reviews.
- h) To perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

SECRETARY

The Secretary will perform the following duties:

- a) Prepare the minutes of the meetings of the Board and keep those minutes in one or more books provided for that purpose.
- b) Authenticate and maintain the records of the Association as will from time-to-time be required.
- c) Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d) Act as custodian of the Association records and of the Association seal, if any, and ensure that the seal of the Association, if any, is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized.
- e) Perform all duties incidental to the office of Secretary and any other duties as from time to time may be delegated to the Secretary by the President of the Board.

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 as approved in advance by the Treasurer.

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ARTICLE VII COMMITTEES

The Board shall appoint such committees as deemed appropriate to carry out its purpose. The Association will have three (3) standing committees.

FINANCE COMMITTEE – There shall be a Finance Committee consisting of the Treasurer; one Member of the Board; and one non-Board Voting Member of the Association. The Treasurer will be the Chair. The Finance Committee shall:

- On a regular basis, but not less than once every membership year, review the books and records of the Association.
- Prepare an annual plan and budget to be presented to the Board for approval and/or modification or amendment prior to the annual meeting of the Association. The plan and budget will include a specific recommendation as to any changes to Member dues.
- Present to the Association Membership at the Annual Meeting the recommended Board budget. Said budget shall be subject to approval by vote of the Association Membership.

AUDIT COMMITTEE – The Audit Committee must be independent of the Association. Members must not directly or indirectly accept any salary or remuneration from the Association. The Committee will consist of three members including one Board Member; one Voting Member of the Association; and one non-Association individual, preferably with a background in Accounting. The board treasurer should not serve on the audit committee because that presents an inherent conflict of interest.

The Committee shall meet annually and has the following key responsibilities:

- a) Confirm all tax filings and related regulatory reviews have been timely filed.
- b) Working as a delegate of the Board to support appropriate financial oversight in all aspects of financial reporting, compliance, internal control and risk.
- c) Evaluating and approving key policies for areas like accounting/finance, investments, tax, related parties/conflicts of interest, regulatory matters, insurance, technology, debt and legal considerations.
- d) Reviewing and overseeing key business risks, legal/compliance activities, and conflicts of interest.

NOMINATING COMMITTEE – Duties and responsibilities as defined in ARTICLE III, §5.4.

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ARTICLE VIII – LIMITATION OF LIABILITY, INDEMNIFICATION, INSURANCE

§1 – Assumption of Risk

Each member and each participant in any event, activity, or program sponsored by AWORA acknowledges that participation may involve inherent risks, including but not limited to the risk of bodily injury, illness, or property damage. By participating in any AWORA event or activity, each member and participant voluntarily assumes all such risks, whether known or unknown.

§2 – Limitation of AWORA Liability

To the fullest extent permitted by law, AWORA, its officers, directors, employees, and volunteers (collectively, "AWORA Representatives") shall not be liable to any member, participant, guest, or third party for any claim of bodily injury, illness, death, or property damage arising out of or in connection with attendance at, or participation in, any event, meeting, or activity sponsored, organized, or conducted by AWORA, except to the extent such claim arises from the gross negligence or willful misconduct of AWORA or its Representatives.

§3 – Indemnification by Members and Participants

Each member of AWORA, by virtue of accepting membership, and each participant in an AWORA event, by virtue of participating, agrees to indemnify, defend, and hold harmless AWORA and its Representatives from and against any and all claims, demands, losses, damages, liabilities, costs, and expenses (including reasonable attorneys' fees) arising out of or related to that member's or participant's own acts or omissions in connection with any AWORA event or activity, except to the extent caused by the gross negligence or willful misconduct of AWORA or its Representatives.

§4 – Indemnification of Directors, Officers, and Agents

To the maximum extent permitted by law, a member of the Board of Directors shall not be personally liable for, and AWORA 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.

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§5 – Directors and Officers Insurance

Nothing in this Article shall be construed to limit or replace AWORA's obligation to maintain appropriate general liability insurance, and this Article shall be interpreted so as to supplement, not supplant, such coverage.

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

§6 – Severability

If any provision of this Article is held invalid or unenforceable, the remaining provisions shall continue in full force and effect, and the invalid provision shall be reformed to the extent necessary to make it enforceable.

ARTICLE IX BOOKS AND RECORDS

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

ARTICLE X AMENDMENTS

At any regular or special meeting of the Association, any Voting Member may propose amendment(s) of the By-Laws. 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.

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ARTICLE XI PUBLIC POSITIONS AND STATEMENTS

§ 1. Public Statements or Positions by the Board

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 AWORA'S MISSION AND SHALL REQUIRE A TWO THIRDS (2/3) MAJORITY VOTE (6 OF THE 9 BOARD MEMBERS).

§ 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 AWORA and use of the AWORA 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 AWORA, any statement by individual Board member(s) shall be in their individual capacity only.
- d) A public statement or position 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.
 - Posting on any social media platform.