

BYLAWS

CHARLES VILLAGE CIVIC ASSOCIATION, INC. AMENDED AND RESTATED BYLAWS

Article I

Geographic Area and Mission

SECTION 1. Geographic Area. The geographic area covered by the Charles Village Civic Association, Inc., a Maryland corporation (the “Corporation”) is referred to in these Bylaws as “Charles Village” and is described as follows:

Beginning at the intersection of N. Charles Street and W. 29th Street, proceeding west on W. 29th Street to N. Howard Street, then proceeding south to W. 21st Street, then proceeding east to Greenmount Avenue, then proceeding north to E. 33rd Street, then proceeding west to E. University Parkway, then proceeding northwest to N. Charles Street, and then proceeding south to the place of beginning;

In determining the geographic area of Charles Village, the foregoing description of the boundaries of the Corporation shall include both sides of all streets and alleys referenced or contained in such description.

SECTION 2. Mission and Objectives of the Corporation. The Corporation represents the interests of residents, owners and tenants of residential and commercial properties located in Charles Village in working with businesses, institutions, and government to preserve, enhance, and promote the quality of life in the historic neighborhood of Charles Village in Baltimore City, to preserve its architectural integrity and otherwise to promote the interests of residents, owners and tenants of residential and commercial properties generally. In support of this mission, the Corporation will endeavor –

- to promote, protect and advocate the needs, interests and concerns of residents, tenants and property owners regarding neighborhood issues, such as zoning, liquor board, housing code and building code enforcement, sanitation, public safety, education, public transportation, traffic, parking, beautification, commercialization, recreation, revitalization, economic and community development, culture and other “quality of life” issues as identified from time to time by the Board of Directors;
- to work in partnership with local government to keep residents, tenants and property owners informed about municipal decisions and activities which may have an impact on Charles Village;

SECTION 3. Membership Year. For purposes of these Bylaws, each membership year of the Corporation shall commence as of September 1 of the then current calendar year and shall end on August 31 of the following calendar year.

Article II Members

SECTION 1. Identity of Members. The Corporation may have voting and non-voting members. Any resident, tenant or owner of residential or commercial real property located within the boundaries of Charles Village (a “Resident”) is eligible to be a voting member of the Corporation in accordance with the terms of these Bylaws. Any other person, business or organization that is not a resident, tenant or owner of residential or commercial property located within the boundaries of Charles Village (a “Non-Resident”) is eligible to be a non-voting member of the Corporation in accordance with the terms of these Bylaws. In order to be eligible to be a member of the Corporation, the Resident or Non-Resident, as the case may be, shall have paid all dues required to be paid under the terms of these Bylaws and if such Resident or Non-Resident is an individual and not a business, such Resident or Non-Resident, as the case may be, must be at least 18 years of age.

SECTION 2. Dues. Each member of the Corporation shall be required to pay dues in an amount or amounts depending upon the category of their membership. The Board of Directors shall determine the categories of membership and respective dues from time to time. Currently, there are the following categories of membership dues:

- Annual individual membership (one person household);
- Annual household membership (up to two household members at one rate, each of which shall be considered a member of the Corporation);
- Lifetime membership (one person household);
- Lifetime membership (up to two household members at one rate, each of which shall be considered a member of the Corporation); and
- Institution/business/organization membership (such institution, business or organization shall be considered a member entitled to one vote).

Annual dues, lifetime dues, and dues for individuals who are at least age 65 at the beginning of the membership year shall be in the amount or amounts approved by the Board of Directors from time to time for each category of membership. The Board has the authority to establish separate categories of membership with different membership dues for Resident and Non-Resident members. In addition, the Board has the authority at any time to offer promotional rates for membership which may include free one year memberships to new Residents of Charles Village. Any payment of dues received during a membership year shall be applied to the current membership year, unless the payment is by an individual, household or institution/business/organization that has already paid for such year (in which case it shall be applied to the following year) or unless otherwise directed by the paying member. Notwithstanding anything herein to the contrary, a member shall be considered a voting member of the Corporation only for so long as such member is a Resident. At such time as a member is no longer a Resident, such member’s

membership interest shall automatically convert from a voting membership to a non-voting membership.

SECTION 3. Annual Meeting of Membership. The Annual Meeting of the membership of the Corporation shall be held in September of each year at such date, time, and place as the Board may determine, for the purpose of electing officers and directors to succeed those whose terms will expire as of the date of such meeting and for the transaction of such other business as may lawfully be brought before the meeting.

SECTION 4. General Meetings of Membership. General meetings of the membership shall be held at least quarterly at such date, time, and place as the Board of Directors may determine, for transaction of such business as may be lawfully brought before the meeting. Any business may be transacted at any general meeting of the membership.

SECTION 5. Special Meetings of Membership. Special meetings of the members may be called at any time for any purpose or purposes by the President, at his or her option, or upon the written request of a majority of the Board of Directors, or upon the written request of any ten (10) voting members of the Corporation. Such request shall state the purpose or purposes of the meeting, as well as the date, time and location of the proposed special meeting. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the notice of the meeting.

SECTION 6. Notice of Membership Meetings. Written notice of any meeting of members shall be given to all members of the Corporation by any of the following means at least seven (7) days prior to the proposed or scheduled date of such meeting: (a) publication in *The Charles Villager* or such other official publication of the Corporation, (b) posting on the website of the Corporation, (c) mailing, postage prepaid, or hand delivered, to a member, at his, her or its last known post office or street address as the same appears on the records of the Corporation, or (d) email notification to a member at his, her or its last known e-mail address as the same appears on the records of the Corporation. Each such notice may be given separately or as part of any general mailing, delivery, email distribution, printing in *The Charles Villager* or any other official publication of the Corporation, or posting on any official website of the Corporation. Each such notice shall state the place, date and time at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes of such meeting. Notwithstanding the foregoing, the Corporation shall endeavor to use its best efforts to give written notice of every meeting of members at least seven (7) days prior to the proposed or scheduled date of such meeting to all members by mailing, hand delivery or email notification to each member at his, her or its last known mailing, street or email address as the same appear on the records of the Corporation. Failure of any member to receive notice, however, shall not invalidate any meeting for which such member did not receive notice or any action taken at such meeting.

SECTION 7. Quorum at Membership Meetings. The presence in person of at least fifteen (15) voting members of the Corporation shall constitute a quorum at all meetings of members. If less than a quorum shall be in attendance at the time for which the

meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the voting members present, without any notice other than by announcement, at the meeting until a quorum shall attend at such later date as a continuance of such meeting shall be scheduled. Any such continued meeting shall not be subject to the notice requirements of Section 6.

SECTION 8. Conduct of Membership Meetings. Meetings of members shall be presided over by the President of the Corporation or, if not present, by the Vice President, or, if neither of said officers is present, by a chair to be elected at the meeting by a majority of the members present.

SECTION 9. Voting at Membership Meetings. Each voting member shall have one (1) vote; non-voting members shall not be entitled to vote. An affirmative vote of a majority of the voting members then present and voting shall be necessary for the passage of any resolution. Proxies are not permitted. A voting member which is an institution, organization or business may designate a person to vote on behalf of such institution, organization or business; provided that such institution, organization or business gives notice of such designation to the President of the Board prior to any vote cast by such designated person. In order for a voting member to be eligible to vote, such member's membership dues, if any, must be current.

SECTION 10. Removal. A member may be removed from membership if such member's dues, if any, have not been paid by the required due date for the payment of such member's dues. Such removed member may be reinstated as a member in good standing upon the subsequent payment of all dues then outstanding. In addition, a member may be removed from membership by the Board of Directors for "good cause" as determined by the Board of Directors in its reasonable discretion. "Good cause" shall include, but not be limited to, conducting business on behalf of the Corporation beyond one's scope of authority; mismanagement or misappropriation of funds of the Corporation; misrepresentation of material facts concerning the business of the Corporation; or inappropriate, disrespectful, threatening or disruptive behavior, actions or conduct at any meeting.

SECTION 11. Effect of Membership Vote. Except as expressly set forth in these Bylaws, the power to transact business on behalf of the Corporation is vested solely in the Board of Directors; accordingly, any resolution or action approved by the membership at a duly convened meeting of the membership at which a quorum is present shall not constitute a resolution or action approved by the Corporation unless such resolution or action is approved by the Board in accordance with the terms of these Bylaws. Nonetheless, if the membership approves a resolution or action in accordance with the terms of these Bylaws, the Board shall be required to consider and vote on such resolution or action at the next duly convened meeting of the Board following the membership meeting in which such action or resolution was approved by the membership. In considering any resolution or action approved by the membership, the Board shall take into account all facts and circumstances relevant to the action or resolution approved by the membership. Notwithstanding the foregoing, if a majority of

the voting membership is present at a duly convened meeting of the membership and 2/3^{rds} of the voting members present and voting at such meeting approve an express action or resolution to overturn a specific Board action or resolution previously approved by the Board, such previously-approved Board action or resolution shall be deemed reversed and the action or resolution so approved by the membership shall constitute a resolution or action approved by the Corporation.

ARTICLE III Board of Directors

SECTION 1. General Powers of Board. Except as expressly set forth in these Bylaws, all powers of the Corporation shall be vested in the Board of Directors. The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

SECTION 2. Number and Composition of Directors. There shall be a maximum of 18 directors and a minimum of 9 directors. Each director must be a voting member of the membership at the time of his or her election and throughout his or her term.

SECTION 3. Term. Directors shall serve for a term of two (2) years. The years in which Board directors' terms commence shall be staggered as determined by the Board. A Board director elected to fill a vacated but unexpired term shall serve only for the remainder of that term. Upon expiration of a director's term, such director may be reelected to serve an additional term or terms in accordance with these Bylaws. There is no limit on the number of terms a director may serve.

SECTION 4. Regular Meetings of the Board. Regular meetings of the Board of Directors shall be held monthly at such date, time and place as shall from time to time be determined by the Board of Directors, except that the Board of Directors shall not be required to meet more than ten (10) times during any calendar year. Any business may be transacted at any regular meeting of the Board of Directors. At the first meeting of the Board of Directors in a membership year, the Board of Directors may establish programs and priorities of the Corporation for the then current membership year, create necessary or desired committees, appoint members to such committees, review and determine responsibilities for directors for the then current membership year and take such other actions as the Board of Directors may deem appropriate.

SECTION 5. Special Meetings of the Board. Special meetings of the Board of Directors may be called at any time for any purpose or purposes by the President, at his or her option, or upon the written request of at least three (3) members of the Board of Directors. Such request shall state the purpose or purposes of the meeting, as well as the date, time and location of the proposed special meeting. Business transacted at all special meetings of the Board of Directors shall be confined to the purpose or purposes stated in the notice of the meeting. Except in the case of an emergency or other urgent circumstances (as determined by the President, in his or her discretion), the President shall give notice of each special meeting of the Board of Directors to each director, by

mail, by telephone, or by electronic notice, at least two (2) days before the date of the proposed meeting; but such notice may be waived in writing by any director.

SECTION 6. Permitted Board Action Without Formal Meeting. In the event any matter requires immediate action by the Board of Directors, as determined by the President, in his or her discretion), the Board may act without a formal meeting provided that the President telephones or emails each director, is able to reach at least two-thirds (2/3) of the directors, and obtains the vote of a majority of those directors contacted. The Board of Directors may reconsider any action so taken at its next duly convened meeting; provided that any action actually taken by the President pursuant to the telephonic or electronic vote may be reversed, amended or supplemented only if the best interests of the Corporation so require.

SECTION 7. Vacancies. In the case of any vacancy on the Board through death, resignation, disqualification, removal or other cause, the remaining Board members, by affirmative vote of the majority of the present and voting Board members at a duly called meeting, may elect a successor to hold office for the unexpired portion of the relevant term.

SECTION 8 Removal. A director may be removed from office for “good cause”, as determined by the Board. “Good cause” shall include, but not be limited to, failure to properly execute the duties assigned; failure to attend meetings; failure to be a voting member of the Corporation in good standing; conducting business on behalf of the Corporation beyond one's scope of authority; mismanagement or misappropriation of funds of the Corporation; misrepresentation of material facts concerning the business of the Corporation; the violation of the Board’s Conflicts of Interest policy and/or the Code of Ethics policy as determined in accordance with the procedure for violations set forth in the Conflicts of Interest policy and/or Code of Ethics policy, as the case may be; or inappropriate, disrespectful, threatening or disruptive behavior, actions or conduct at any meeting. Upon the vote of 2/3 of the directors, the director shall be immediately removed from office. The Board director under consideration for removal shall not be eligible to vote on the issue of removal.

SECTION 9. Quorum. The presence in person of a majority of the directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. The Board may hold its meetings in person, by telephone conference or other similar electronic communication equipment, in accordance with the provisions of the Maryland Corporation law. A person shall be considered “present” at a meeting if such person is physically present at such meeting or, if not physically present, participates in such meeting by means of telephone conference or other similar electronic communication equipment.

SECTION 10. Voting. Each director shall have one vote. An affirmative vote of a majority of those present and voting shall be necessary for the passage of any resolution, except as provided in Section 8 with respect to removal of any director.

SECTION 11. Expenditure Authority. An affirmative vote of a majority of the membership must approve any expenditure in excess of Five Thousand Dollars (\$5000.00) which has not been previously authorized by other action of the membership.

SECTION 12. Compensation of Board Members. Board members shall not receive compensation in the form of a salary or otherwise for fulfilling their duties as members of the Board; however, each Board member shall be entitled to receive from the Corporation reimbursement for any expenses as determined by a resolution passed by a majority of the present and voting members of the Board at a duly called meeting.

SECTION 13. Meetings Open to Public. All meetings of the Board are open to the public; however, the President (or other presiding officer if the President is not present), in his or her discretion, may in appropriate instances call for a closed session of the Board and/or any Board committee.

ARTICLE IV Officers

SECTION 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Membership Secretary, and a Treasurer. Each officer shall be elected each year at the annual meeting of the membership and shall hold office for one year.

SECTION 2. President. The President shall preside at all meetings of the membership and of the Board of Directors. The President may sign and execute all authorized contracts or other obligations in the name of the Corporation; shall exercise general powers and duties and supervision and management over the affairs of the Corporation; and shall perform such other duties as may be assigned from time to time by the Board of Directors. The President shall serve as the official spokesperson for the Corporation.

SECTION 3. Vice President. The Vice President shall preside at all meetings in the absence of the President or during the President's inability to act. In the case of the death, resignation, incapacity, absence, disability or removal of the President, the Vice President shall succeed to the Presidency for the balance of the unexpired term. The Vice President shall have such other and further powers and shall perform such other and further duties as may be assigned by the Board of Directors or be delegated by the President. If both the President and Vice President are absent from, or incapable of presiding over, a regularly scheduled Board, the majority of the present and voting Board members at the meeting shall designate a member to preside over the meeting.

SECTION 4. Treasurer. The Treasurer shall have custody of the funds of the Corporation; may endorse on behalf of the Corporation for collection, checks, notes and other obligations; shall deposit the funds of the Corporation to its credit in such banks and depositories as the Board of Directors may from time to time designate; shall submit to the annual meeting of the membership a statement of the financial condition of the Corporation; shall submit a financial report to the Board at least quarterly at a regular

meeting of the Board and whenever required by the Board of Directors shall make and render a statement of accounts and such other statement as may be required; shall keep in books of the Corporation full and accurate account of all monies received and paid for account of the Corporation; and shall propose an annual budget for the Board of Directors to present to the membership for its adoption. Although the Treasurer is responsible for overseeing disbursements from the Corporation's bank and investment accounts, at least one other office of the Board must co-sign any check on a Corporation account in an amount, exceeding \$1,000. The Treasurer shall also file or oversee the filing of any and all personal property tax returns and other tax returns required to be filed with any city, state or federal agency, on or before the date such tax return or returns are required to be filed.

SECTION 5. Secretary. The Secretary shall keep minutes of the meetings of the Board of Directors and of the membership; shall be the custodian of the minute book of the Corporation; and shall be the custodian of the archives of the Corporation, including past correspondence files, and other records as the Board of Directors may request. The Secretary shall record or shall cause to be recorded in writing all the proceedings of the meetings of the directors and the membership ("the minutes"). The Secretary shall perform such other duties as may be assigned to him or her by the Board or the President.

SECTION 6. Membership Secretary. The Membership Secretary shall maintain membership records of the Corporation; shall maintain records indicating areas of interest members have expressed a desire to participate in; shall collect dues from members and forward the same to the Treasurer, shall maintain records of the dues payment status of each member; shall maintain a mailing list of members; shall coordinate membership drives and enrollment and shall confirm membership status of persons attending any meeting of the membership. The membership rolls and records shall be used only for purposes of the Corporation or such other purposes as the membership shall direct.

SECTION 7. Removal. Any officer shall be deemed removed from office if removed as a director in accordance with these Bylaws.

ARTICLE V Committees; The Charles Villager

SECTION 1. Committees. The Board of Directors may, at any time, by resolution, designate one or more committees, each committee to be chaired by a member designated by the President and to include that number of members as designated by the resolution. Committees shall make such investigations and recommendations, and take such actions, as directed in the resolutions establishing them or as directed in subsequent resolutions of the Board of Directors. Committees shall, from time to time, and whenever requested by the President, report to the Board of Directors on their activities, recommendations and actions. The committee chairs and members shall serve at the pleasure of the Board of Directors, subject to removal at any time by the majority vote of the Board of Directors. Committees shall be authorized to collect and disburse funds subject to the oversight of the Treasurer. In addition, the chairperson of each committee may form one or more

subcommittees, as needed, to enable that committee to perform its functions and achieve its goals. Each subcommittee shall be considered a “committee” for purposes of these by-laws. Decisions of each committee shall be made by majority vote. Material decisions of each committee shall be communicated to the Board on or before the next scheduled meeting of the Board of Directors. Meetings of each committee may be in person or by teleconference. Meetings may be called at any time and from time to time by the chairperson of that committee.

SECTION 2. The Charles Villager Editorial Board. The Charles Villager is the established publication of the Corporation, currently published five (5) times per calendar year, and sustained by advertising and professional expertise to reflect the mission of the Corporation. The Charles Villager Editorial Board, a committee of the Corporation, is responsible for the finances and all facets of production: the editorial content, design, proofreading, advertising, printing and distribution of the publication. The President shall appoint the editor, who chairs the committee of contributing writers and volunteers, including the President. The editor, designer and advertising manager are not employees of the Corporation, but are compensated as independent contractors, from funding sources attributable to The Charles Villager (e.g. advertising revenues) and/or obtained by The Charles Villager Editorial Board specifically for the purpose of funding costs relating to The Charles Villager; such funding sources shall not come from membership dues paid to the Corporation by its member unless expressly approved by the Board of Directors for the Corporation. Funds of *The Charles Villager* shall be maintained in a separate account and shall be handled separately from other Corporation funds. Upon request, the Charles Village Editorial Board shall prepare a financial accounting report and submit it to the Treasurer of the Corporation when required by the Board.

ARTICLE VI

Nomination and Election of Directors and Officers

SECTION 1. Nominating Committee. On or before May 1 of each year, the President shall appoint a nominating committee of at least five (5) voting members, not more than three (3) of whom may be current directors. Prior to selecting a slate of nominees, the nominating committee shall use its best efforts to notify the membership that the committee is seeking nominees for officers and directors. The nominating committee shall meet and prepare a slate of nominees consisting of one nominee for each office and director, the term of which will expire at the next annual meeting of the membership. The nominating committee shall assure to its satisfaction that each nominee, however nominated, is a member in good standing, and has expressed the willingness to serve on at least one committee. The nominating committee shall strive, but shall not be required, to assure that all geographical areas of the organization, as set forth in Section 1 of Article I hereof, are fairly represented on the Board of Directors. The slate of the nominating committee shall be presented to the Board of Directors at or prior to the Board’s September meeting for approval by the Board of Directors. The Board may, in its discretion, make changes to the slate of nominees recommended by the nominating committee. The slate of nominees as approved by the Board shall be published in the “fall” issue of *The Charles Villager*. The slate of nominees shall then be presented to the

membership for approval at the membership's annual meeting; the membership must approve or disapprove the slate of nominees in its entirety and may not approve or disapprove individual nominees.

SECTION 2. Nominees. Only voting members in good standing may be nominated for office or a director position. Any individual may be nominated for more than one position, but may serve only in one position. Any individual nominated for an office but not elected to that office shall, unless he or shall otherwise request, be considered a nominee for a general director position.

SECTION 3. Additional Nominees. In addition to the selection of nominees by the nominating committee in accordance with Section 1 of this Article, a voting member may nominate any other voting member for election to the Board of Directors by either (i) notifying the chair of the nominating committee, in writing, of the nominee's name, address and membership status prior to the Board's annual September meeting or (ii) nominating any voting member on the floor at the regular meeting of the membership immediately preceding the annual September meeting. Any individual nominated under this Section 3 must be a voting member in good standing and must be present at the annual September meeting and must declare that he or she meets the criteria to be a director as specified in these bylaws and that he or she accepts the nomination. In order to be elected to the Board of Directors, any individual nominated under this Section 3 must be approved by a majority of the voting members then present and voting at the Board's annual September meeting. If the number of nominees for any given election exceeds the maximum number of directors permitted by these bylaws, each nominee, including all nominees contained in the slate of nominees presented to the membership, shall be voted upon individually and those receiving the most votes for the available director positions shall be elected.

ARTICLE VII Amendments

SECTION 1. Amendments. The Board, at any time and at any duly convened meeting, may recommend that these Bylaws or any provision of these Bylaws, be amended, replaced, restated, supplemented or repealed. Any such amendment, replacement, restatement, supplement or repeal must be approved by a majority vote of the Board members present and voting. If the Board approves an amendment, replacement, restatement, supplement or repeal of the Bylaws, written notice of such proposed amendment, replacement, restatement, supplement or repeal shall be given to the voting members at least ten (10) days prior to the next scheduled meeting of the membership. Such notice may be given in any manner permitted by Article II, Section 6. A vote of a majority of the voting members present and voting shall be required to pass any amendment, replacement, restatement, supplement or repeal.

ARTICLE VIII
Robert's Rules of Order.

SECTION 1. Robert's Rules of Order. In the absence of controlling law, or charter or bylaw provision, Robert's Rules of Order, where appropriate, shall control the conduct of the Corporation.

ARTICLE IX
Indemnification

SECTION 1. Indemnification by Corporation of Directors and Officers. To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, as from time to time amended, no Board member or officer of the Corporation shall have any liability to the Corporation for money damages. This limitation on liability applies to events occurring at the time a person serves as a Board member or officer of the Corporation whether or not such person is a Board member or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this paragraph, shall apply to or affect in any respect the liability of any Board member or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption. To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended, the Corporation shall indemnify its currently acting and its former officers and Board members to the full extent that indemnification shall be provided to officers and directors, and may indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, trustee, partner, employee or agent of another corporation, partnership, joint venture or other enterprise as may be determined by the Board of Directors. The Corporation shall, also to the same extent, advance expenses to its Board members, officers and other indemnified persons, if any, and may by Bylaw, resolution or agreement make further provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Bylaws or Articles of Incorporation of the Corporation inconsistent with this article, shall apply to or affect in any respect of this paragraph with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

ARTICLE X
Miscellaneous Provisions

SECTION 1: Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice shall be given in writing or by electronic communication. Unless otherwise provided by these Bylaws, such written notice shall be transmitted either (1) by facsimile transmission to a telephone number provided to the Secretary by the director, officer or member to whom notice must be given; such notice shall be deemed to be given at that time it is transmitted; (2) by first class mail, by depositing the

same with a U.S. Post Office, or letter box belonging to the U.S. Post Office, in the State of Maryland, in a postpaid sealed wrapper, addressed to each member, officer or director; such notice shall be deemed to be given at the time it is mailed; (3) by hand delivery to a director, officer or member when hand delivered to such director, officer or member at the address of such director, officer or member as most recently shown on the records of the Corporation, or (4) by e-mail communication to an e-mail address provided to the Secretary by the director, officer or member to whom notice must be given, such notice shall be deemed to be given at the time it is sent. Any member, director or officer may waive any notice required to be given under these by-laws.

SECTION 2: Non-Discrimination. The Corporation shall not discriminate in any of its activities on the basis of race, gender, creed, color, religious preference, sexual orientation, physical ability, mental status, age, national origin, ethnicity, permanent residence, or on the basis of any other characteristic as prohibited by law.

SECTION 3: Conflicts of Interest. No Board member may be an employee of the Corporation, or be an immediate family member of an employee. Notwithstanding the foregoing, none of the following shall be considered employees of the Corporation for purposes of these Bylaws: any editor, designer, advertising manager or other person from time to time engaged by the Charles Villager Editorial Board to provide services and assistance in connection with the production, publication and distribution of *The Charles Villager*. No action (including voting on issues before the Board) shall be taken by any Board member that could result, either directly or indirectly, in personal gain by any Board member or any person related to a Board member. The Board shall adopt a conflicts of interest policy and may amend the same from time to time.

SECTION 4: Code of Ethics. The Board shall adopt a code of ethics policy and may amend the same from time to time. The purpose of the code of ethics is to assist members of the Board to recognize and address ethical conduct issue, to foster a culture of integrity, accountability and legal compliance among members of the Board and to assist Board members in the performance of their fiduciary obligations to the Board and the Corporation.

SECTION 5: Charles Village Community Benefits District. The Charles Village Community Benefits District (the "CVCBD") permits the Corporation to designate at least two (2) persons to serve as members of the Board of Directors for the CVCBD in accordance with the CVCBD bylaws. One person shall be the President of this Corporation or the President's designee; any additional person(s) shall be selected by the President and approved by the Board.

These Amended and Restated Bylaws replace and nullify all previous Bylaws.

Effective as of _____, 2011

Secretary

