

GREATER TIMONIUM COMMUNITY COUNCIL

ORGANIZATIONAL CHARTER & BYLAWS

Article I Name

The name of this association shall be the GREATER TIMONIUM COMMUNITY COUNCIL, INC. with its headquarters located in Timonium, Maryland. The GREATER TIMONIUM COMMUNITY COUNCIL, INC. may also be referred to by its initials, GTCC.

Article II Purpose

The general purpose of this organization is to form a united council of Community, Condominium, or Homeowner Associations, as well as individual Residents of the greater Lutherville-Timonium area, who have the desire and determination to analyze, address and act on elements of change that could affect the quality of both residential and life in the Lutherville-Timonium communities. This is accomplished through a collaborative relationship among all parties.

Article III Operational Objectives

1. To gather knowledge, evaluate and act on issues affecting the greater Lutherville-Timonium area.
2. To work with State and local government officials, exchanging ideas and promoting recommendations from GTCC.
3. To develop, through proper procedures, a community position on certain issues, whenever possible.
4. To inform the community, its legislators, developers, local media, and any other interested parties of GTCC's position on important matters.
5. To prepare a GTCC community newsletter describing the GTCC's activities and opinions.
6. To evaluate and suggest proper action on issues presented by the GTCC's member associations.
7. To arrange programs of general interest and education for the community.
8. To allow open membership for Community, Condominium, or Homeowner Associations. To additionally allow a limited membership for individual and business members to enrich life in the Lutherville-Timonium community.
9. To develop a strong membership of concerned association members.
10. To undertake any other actions necessary to carry out the purpose of these bylaws.

Article IV Boundaries

The Greater Timonium Community Council, Inc.'s (GTCC) area of representation shall encompass the region within the following boundaries:

Beginning at Falls Road and the Baltimore Beltway (I-695), north on Falls Road to Shawan Road;

Then east on Shawan Road to York Road;

Then south on York Road to Ashland Road;

Then east on Ashland Road/Paper Mill Road to the west end of the bridge crossing Loch Raven reservoir;

Then south along the west and/or south side of the Loch Raven reservoir's irregular property line which periodically meanders, following said property line to Pot Spring Road;

Then east on Old Bosley Road to Dulaney Valley Road;

Then south on Dulaney Valley Road to the Baltimore Beltway (I-695);

Then west to the beginning point at Falls Road and I-695 Baltimore Beltway.

The community of Wakefield, contiguous with and to the east of Dulaney Valley Road, shall be included as part of GTCC's area of representation.

Article V Basic Policies

1. The GTCC shall be operated as a lawful, non-profit, non-partisan, non-commercial, volunteer organization without exception. Any elected officer or committee member of GTCC Inc., upon formally filing for any elective office in Baltimore County, State of Maryland, or United States government, will immediately be placed on a LEAVE OF ABSENCE from their position with GTCC for the period between the filing for, and the completion of the election cycle. During that time, they may not act in any official capacity in representing the GTCC. If unsuccessful in the election, they may immediately resume their position with GTCC. If successful in the election, they will immediately resign from the position they were holding when placed on the LEAVE OF ABSENCE.
2. The GTCC may cooperate with other organizations and agencies active in community improvement programs, as long as any participation is not contrary to the intent of these bylaws.
3. The GTCC or its members shall in no way be associated with any party that advocates the overthrow of the United States government.

4. All funds received by the GTCC shall be used to support the objectives and purpose as outlined in these bylaws. Any expenditure proposed which does not meet these criteria must be approved by a majority of the Board of Directors at an official meeting.
5. This GTCC's calendar and fiscal year shall be January 1 through December 31.
6. The dissolution of the GTCC shall occur because of the following:
 - a. By majority vote of the existing Community, Condominium, or Homeowner Association members.
 - b. Should there be three consecutive general meetings lacking an official quorum.
7. In the event of dissolution, the GTCC assets will be distributed for one or more tax-exempt purposes according to the current IRS Code. The distribution shall be made by the remaining officers with certification by an independent certified public accountant.

Article VI Membership, Dues and Assessments

1. Any Community, Condominium, or Homeowner's Association or individual resident or business membership within the boundaries described in Article IV, willing to actively uphold the intent of the GTCC, and Bylaws, will be considered by the Board for an appropriate membership.
2. Membership classifications:
 - a. Community Association Member – A duly authorized representative of an official active Community, Condominium, or Homeowner's Association.
 - b. Individual Resident Associate Membership – Any interested individual resident within the geographic boundaries outlined in Article IV not served by a member association.
 - c. Business Ambassador Membership – Any interested business within the described boundaries of GTCC. The Business Ambassador membership is considered a non-voting class of membership.
3. Candidates for membership will submit a completed official membership form to the Membership Officer to be submitted to any Board member for a decision at its next Board meeting.
4. Any member Community, Condominium, or Homeowner's Association resident member, with Board approval, may become active in the work of the GTCC and, if elected to the Board, vote on matters under consideration by the Board.
5. DUES: Each voting member association will be expected to pay the annual membership dues within the first half of the year (by June 30th). Membership dues will be determined by the Board and submitted to the General Membership at an official meeting for final approval.

6. In special cases where additional funds would be required for actions, pursuant to the purpose of the GTCC, a special assessment of Member Associations may be in order. Any special assessment will be considered by the Board, then submitted to the Member Associations of the GTCC for final approval.

Article VII Meetings, Quorum and Voting

1. Regular meetings of the General Membership will be held bi-monthly from September through May on the second Wednesday evening of each of these months.
2. The Board will meet in person, or via collaborative software (e.g., Zoom, Webex Microsoft Teams), or phone at least four times per calendar year in addition to General Membership meetings. These meetings will typically occur on the second Wednesday of the month in October, December, February, and April.
3. The President may cancel meetings by giving adequate notice.
4. Meetings will be cancelled when there are weather emergency plans in effect.
5. Regular meetings shall be open to the public.
6. Introducing motions, debating, and voting shall be limited to dues paying association members.
7. Special meetings of the membership may be called by the President for just cause. As much advance notice as possible will be given to the members.
8. Closed meetings shall be open to paid membership only.
9. Quorum: Official meetings of any GTCC body will require the presence of a quorum. A quorum is defined as follows:
 - a. Board meeting quorum requires any two Officers and the President or Vice President and four (4) other Board Directors for a total of seven.
 - b. Special Scheduled Board meeting quorum requires any two Officers and the President or Vice President and four (4) other Board Directors for a total of seven.
 - c. Regular Scheduled General meeting quorum requires two Officers and the President or Vice President and ten (10) other paid voting member association representatives for a total of thirteen (13).
 - d. Special Scheduled General meeting quorum requires two Officers and the President or Vice President and ten (10) other paid voting members association representatives for a total of thirteen (13).
10. VOTING: Each member association of the GTCC shall have one vote on general matters.
11. VOTING REQUIRED: Votes cast by the majority of members at any official meeting shall be sufficient to take or authorize action upon any matter which is properly introduced unless there is an issue requiring a greater number as prescribed in these bylaws.

Article VIII Officers and Their Election

1. The officers of the GTCC shall be a President, a Vice President, a Treasurer, a Secretary, and a Membership Officer.
2. ELECTIONS:
 - a. Nominations for officers will be received by the GTCC Board for consideration.
 - b. The Board will present the nominations to the General Membership at the November general meeting where a majority vote will be required for the election of each new officer.
 - c. Nominees for President, Vice President and Treasurer must be paid community association members.
 - d. Nominees for President, Vice President, and Treasurer, wherever possible, should have been a GTCC Board member for at least one year.
3. A vacancy occurring in an office shall be filled for the unexpired term by a vote of the GTCC Board and presented to the general membership at the next official meeting for final approval.
4. Newly elected officers shall take office on the first day of the GTCC's calendar year (January).
5. Officers shall serve for a term of one calendar year.
6. Provided there is sufficient membership and interest, only one officer will be allowed from each community.
7. In the event more than one position is occupied by people from the same Community Association, by reason of necessity or lack of other volunteers, those Community Associations thus represented will have only one vote on the Board. Likewise, if in the event more than one Officer represents a Community Association, that Community Association(s) will have only one vote on the Board.

Article IX Duties of Officers

1. The President shall:
 - a. Preside over all meetings of the GTCC and of its Board of Directors.
 - b. Determine the dates, time, and place for all meetings.
 - c. Present the annual Budget to the Board at the February meeting of the calendar year.
 - d. Approve all expenditures in accordance with the bylaws.
 - e. Appoint the Audit Committee at the October meeting.

- f. Delegate responsibilities to Board members to carry out the GTCC objectives.
 - g. Support these bylaws to the best of his or her ability.
 - h. If he or she chooses, serve as a member of the GTCC Board at the conclusion of his or her current term for an additional term of one year.
2. The Vice President shall act as an aide to the President and perform the duties of the President any time that officer is not in place to serve.
3. The Secretary shall:
 - a. Take minutes and record meetings for the purpose of composing the minutes.
 - b. Present minutes at official meetings.
 - c. Make reports as directed by the GTCC Board.
 - d. Maintain a file of minutes, vote records, reports, and by-laws.
 - e. Advise the GTCC, when called upon, on proper meeting conduct according to Robert's Rules.
4. The Membership Officer shall:
 - a. The purpose of the Membership Officer is to seek out opportunities to increase GTCC memberships of individuals, businesses, as well as community memberships.
 - b. Work with the Treasurer to distribute and send out annual membership dues notices.
 - c. Maintain communications and engage with Community, Condominium, Homeowner Associations, Individuals or Business members within the geographic area of GTCC.
 - d. Follow up with delinquent billing notices after the first quarter in coordination with Treasurer.
 - e. Perform other membership duties as assigned by the Board of Directors.
 - f. In the event the position of the Membership Officer is vacant, the Treasurer and at least one member of the Board of Directors will assume the duties of this office until such time as the position of Membership Officer is filled.
5. The Treasurer shall:
 - a. Receive and promptly deposit collected GTCC membership dues into an account at a Federally insured bank.
 - b. Ensure and coordinate accurate and up-to-date signature cards on file at a Federally insured bank.
 - c. Keep an accurate record of all receipts and expenditures.

- d. Pay out funds only as authorized by the bylaws and approved by the Board of Directors.
 - e. Issue all checks with the authorization by the President or Vice President. All checks will be signed by the Treasurer and the President or Vice President. In the absence of the Treasurer, checks may be signed by the President and another officer.
 - f. File required government tax forms on or before dates due.
 - g. Present a financial statement of account at each Board meeting and when requested by the Board.
6. All Officers shall deliver to their successors any materials within ten (10) days of the new year.
 7. All officers and the outgoing President shall meet after the election for the purpose of appointing chairpersons to the standing committees.

Article X Board of Directors

1. The Board of Directors will include the current officers, chairpersons of standing committees, and a minimum of five and up to a maximum of nine directors to be appointed by the President. These Directors represent their five to nine member Communities, Condominium, or Homeowner Associations. In the event more than one position is occupied by persons from the same Community, Condominium, or Homeowner Association, by reason of necessity or lack of other volunteers, those Community, Condominium, or Homeowner Associations thus represented, will have only one vote on the Board. Likewise, if in the event more than one Officer represents a Community, Condominium, or Homeowner Association, that Community, Condominium, or Homeowner Association(s) will have only one vote on the Board of Directors.
2. The duties of the Board of Directors of the GTCC shall be to:
 - a. Review and act upon any business of a priority nature between general membership meetings.
 - b. Establish standing committees and their duties.
 - c. Approve the plans of working committees.
 - d. Approve expenditures within the limits of the budget and in keeping with the objective outlined in these bylaws.
 - e. Review and approve annual budget.
 - f. Fill offices when an unexpired term occurs.
 - g. Present list of officer nominees for election.
 - h. Approve all memberships.
 - i. Determine issues to be voted on by association members only.

- j. Consider and recommend any special funding. Donations accepted by GTCC shall be made only for the specific intent and purpose for which they were given.
 - k. Approve any insurance or bonds considered to be necessary for the GTCC's protection.
 - l. Approve which bank shall be used by GTCC.
 - m. See Quorum in Article VII.
3. The Board of Directors has appointed an Executive Committee of the Board of Directors. The Executive Committee of the Board shall consist of the President, Vice President, Treasurer, Secretary, Membership Officer, Zoning & Development and Legislative Co-Chairpersons, and a Past President. The function of the Executive Committee of the Board is to act on any matter for the constituted Board of Directors between scheduled GTCC meetings.
- a. The Executive Committee is not a policy making body but may recommend policies to the Board and General Membership as it determines in the best interest of the GTCC for action.
 - b. The Executive Committee does not replace the Board in decision making or ratification of decisions made but augments the Board in those actions. The Board and General membership retain their responsibilities therewith.
 - c. The Executive Committee is not a policy making body nor a procedure making body. It is augmenting the Board in those actions requiring timeliness or of an incidental nature, not requiring immediate Board action but affecting others in dealing with the GTCC. Timely summary reports will be sent by email where appropriate.
 - d. The Executive Committee shall not sign contracts or legal documents on behalf of GTCC.
 - e. All official communications among the members of the Executive Committee, whether by telephone, electronic communication, or face to face meetings, will be documented in minutes and reported to the Board at the GTCC's next scheduled meeting for ratification or change. Such documentation will be included in the files of the Secretary.
 - f. The Executive Committee of the Board may recommend the President call Special meetings of the Board and/or the General Membership as circumstances require. The President must comply with such recommendations in a timely manner.
 - g. A quorum to conduct any business by the Executive Committee is five, consisting of the President, Secretary, and any three other Committee members.

The Executive Committee's functions, duties, restrictions, or authority will be determined by the Board of Directors and General Membership, and may be changed at their direction, periodically, as circumstances require.

Article XI Committees

1. The following committees shall be considered standing committees of the GTCC: Nominating (October planning and January present nominees), Zoning & Development and Legislative, Audit and Communications (social media i.e., Facebook, website, email, etc.).
2. Other committees may be created as deemed necessary by the Board of Directors.
3. The chairperson shall be appointed as outlined above or by the Board of Directors.
4. The Board of Directors will establish duties and approve plans for each standing committee.
5. Committee members must be members of the GTCC.

Article XII Audit Committee

1. The GTCC's financial records will be audited annually and shall be made within thirty days after the close of the calendar year (December 31st) presented at the February meeting, or at any other time deemed necessary by the GTCC Board.
2. The President shall appoint a committee of three or more members (no officers) to the Audit Committee, at the October Board meeting.
3. The past Treasurer shall attend or be available in-person, via collaborative software (e.g., Zoom, Webex Microsoft Teams, Zoom) or phone for all Audit Committee meetings to answer questions.
4. The incoming Treasurer shall be invited to attend as an observer.

An audit Report shall be presented to the GTCC at its regular Board meeting following the audit (February).

Article XIII Parliamentary Authority

1. All meetings of the GTCC shall be governed by the latest edition of Robert's Rules of Order.

Article XIV Articles of Incorporation

1. The GTCC bylaws shall be a part of the Articles of Incorporation.
2. The purpose and objectives for incorporating the Greater Timonium Community Council are outlined in Articles II and V of the Council Bylaws.
3. The Board of Directors of the Corporation shall be the Board of Directors of this Council.

4. Articles II and V of these Bylaws form a part of the Articles of Incorporation of this Council. No amendments can be made without amending the Articles of Incorporation.
5. All Bylaws, Articles of Incorporation and amendments will be filed with the Secretary.

Article XV Amendments

1. The Constitution and Bylaws of the GTCC may be amended at any official general membership meeting provided:
 - a. Written notice was given at the previous general meeting.
 - b. Each member received notice of the proposed amendment ten days prior to the meeting.
 - c. Two-thirds of the voting members at the official meeting approve of the amendment.
2. A committee may be appointed to submit a revised set of bylaws as a substitute for these bylaws. The revised Bylaws can only be adopted at an official meeting of the GTCC or by two-thirds of the remaining GTCC Board.

Adopted: (Date) _____

Officers: *as of October 2024* (Names)

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| /s/ Kathleen Beadell | Title: President |
| /s/ Eric Rockel | Title: Vice President |
| /s/ Ashley Richardson | Title: Treasurer |
| /s/ Laura Renshaw | Title: Secretary |
| /s/ Tina Kline | Title: Membership Officer |