

## SAFE TAKOMA -- BYLAWS

### ARTICLE I – NAME, CONSTITUTION, AND PURPOSE

- Section 1: **The name of the organization** shall be Safe Takoma Incorporated. The organization shall be commonly known as Safe Takoma.
- Section 2: **Safe Takoma is incorporated** in Maryland as a not-for-profit, non-stock, non-member corporation and will be registered as a foreign corporation in Washington, DC.
- Section 3: **Safe Takoma's fiscal year** begins October 1 and ends September 30.
- Section 4: **Safe Takoma's principal office** shall be designated by the Board of Directors.
- Section 5: **The purpose of Safe Takoma** is to facilitate the reduction of crime and promote public safety in the vicinity of the Takoma Metro Station and the commercial district, known as Old Town, in Takoma Park, Maryland and the Takoma neighborhood of Washington, DC.

### ARTICLE II – BOARD OF DIRECTORS, OFFICERS, AND AT-LARGE DIRECTORS

- Section 1: **Safe Takoma shall be governed** by a Board of Directors of at least four and up to twelve members. The Board is responsible for establishing policy and overseeing operations.
- Section 2: **The Board of Directors shall speak** for and conduct business on behalf of the organization in accordance with Safe Takoma rules and policy.
- Section 3: **The Board of Directors shall consist** of Officers and at-large Directors elected by the Board. Barring unusual circumstances, the membership of the Board of Directors shall be equally divided between District of Columbia and Maryland representatives.
- Section 4: **There shall be four Board Officers** consisting of a President, a Vice President, a Secretary, and a Treasurer. The Officers shall be considered Safe Takoma corporate officers with the duties and responsibilities incumbent thereon.
- Section 5: **The Board of Directors may include** up to eight at-large members.
- Section 6: **The Board of Directors shall meet** periodically with meetings publicly announced two weeks in advance and open to the public absent

extraordinary circumstances. The Board of Directors may meet in closed session upon presentation of just cause if a majority publicly votes immediately prior to the closed session to do so. The Board of Directors may conduct business by electronic mail, telephone, and ad-hoc meetings but shall not make or decide motions outside of Board of Directors meetings where a quorum is present.

Section 7: **A quorum of 50% of Directors must be present** at Board of Directors meetings for business to be transacted and motions made and voted.

Section 8: **A majority of 50% plus one of Directors present must vote favorably** to approve a motion or resolution.

Section 9: **A majority of 50% plus one of Directors must vote favorably** to add or remove Officers or Directors.

Section 10: **The Board shall elect** the Officers immediately following the election of Directors at the annual, fourth-quarter Board meeting. Officers and at-large Board of Directors members shall serve one-year terms with no limitation as to years of consecutive service other so long as they remain Directors.

Section 11: **The Officers' duties and responsibilities** are as follows:

**The President** shall convene regularly scheduled board meetings and shall preside or arrange for other Officers and Directors to preside at each meeting. The President may sign contracts and agreements in Safe Takoma's name after the Board of Directors has approved them, shall review all requests for expense authorization except those explicitly set out in the budget and have the right to approve or deny them, shall serve as Safe Takoma's representative in meetings and discussion with other organizations and agencies or designate others to perform that function, and otherwise perform all of the duties that are customarily the function of the office or which are assigned by the Directors. The President shall set the agenda for each meeting. The President shall have the power to make interim appointments to the Advisory Committee ; the Board of Directors shall vote to confirm such interim appointees as its next following business meeting.

**The Vice President** shall serve in place of the President when appropriate.

**The Secretary** shall keep accurate minutes of all Safe Takoma and records or decisions and actions; make available copies of the

minutes of the previous meeting and distribute them in advance of the following meeting for consideration; publish the minutes within five business days after their adoption; cause to be delivered all notice of meetings to those persons entitled to vote at such meetings; and maintain Safe Takoma's Minutes Book and a current listing, with phone numbers and addresses, of the Directors, at Safe Takoma's office.

**The Treasurer** shall oversee the deposit of Safe Takoma funds into the proper accounts of the organization; the recording of all receipts and disbursements; the maintenance of Safe Takoma's financial books and records; the preparation and presentation of financial reports for each board meeting; and the preparation and filing of end of the year financial reports and federal and state tax reports. The Treasurer will assist in the preparation of the budget, help develop funding plans, and make financial information available to Members, funders, and the public.

- Section 12: **The Board of Directors shall** designate the time and place of its meetings and shall be responsible for giving proper notice of meetings.
- Section 13: **The Board shall appoint interim Board members** to fill any Board position that becomes open due to resignation or any other reason. All vacancies will be filled only to the end of the particular Director's term.
- Section 14: **The Board may delegate** responsibility for the conduct of day-to-day operations to Directors, to staff it may appoint, and to other individuals as it may see fit.
- Section 15: **The Board may establish and terminate Committees** for purposes and according to rules it may establish. The Board may appoint and remove members of Committees according to rules it may establish.
- Section 16: **Resignations from the Board** or Board of Directors shall be in writing and received by the Secretary.
- Section 17: **If a stakeholder organization formally notifies** the Board that their representative who serves on the Board no longer represents it, the person is no longer eligible to be a Director. A Director may be removed for cause by a three-fourths vote of the remaining Directors.

Section 18: **Special meetings of the Board** shall be called by the President or by petition of one-third of the Board of Directors. Notices of special meetings shall be sent out by the Secretary to each Director and shall be publicly announced at least one week in advance absent an emergency.

Section 19: **Directors receive no compensation** other than reimbursement of reasonable expenses as determined by written Safe Takoma policy, as budgeted by the organization, and with any required prior written approval.

### ARTICLE III – ADVISORY COMMITTEE

Section 1: **The Advisory Committee shall have** up to twenty-four members, each appointed to a one-year term by the Board of Directors, who shall advise the Board. The President shall have the power to make interim appointments to the Advisory Committee; the Board of Directors shall vote to confirm such interim appointees at its next following business meeting. Advisors serve at the pleasure of the Board of Directors.

Section 2: **The Advisory Committee shall meet** at least semi-annually at a designated time and place. Advisory Committee meetings shall be publicly announced two weeks in advance and shall be open to the public absent extraordinary circumstances. The Advisory Committee may meet in closed session upon presentation of just cause if a majority publicly votes immediately prior to the closed session to do so. The Advisory Committee may conduct business by electronic mail, telephone, and ad-hoc meetings but shall not make or decide motions outside of Advisory Committee meetings.

Section 3: **An Advisor must be present** at a meeting to vote.

Section 4: **Advisors shall be members** of the Takoma community or designated representatives of Stakeholder organizations as defined or designated by the Board of Directors or bylaws.

Section 5: **Advisors receive no compensation** other than reimbursement of reasonable expenses as determined by written Safe Takoma policy, as budgeted by the organization, and with any required prior written approval.

Section 6: **Meetings of the Advisory Committee** shall be called by the Board of Directors. Notices of meetings shall be sent to each Advisor and shall be publicly announced at least one week in advance absent an

emergency. The President or a designated representative shall conduct Advisory Committee meetings. The Secretary or a designated representative shall keep minutes of Advisory Committee meetings. The Secretary shall publish minutes.

#### ARTICLE IV – STAKEHOLDERS

- Section 1: Safe Takoma's focus is on the portions of Washington, DC and Takoma Park, Maryland within roughly one-half mile of the intersection of Eastern Avenue NW, Carroll Street NW, and Maple Street NW in the District of Columbia immediately bordering Takoma Park, Maryland.
- Section 2: **Individuals who reside and organizations that operate** in the focus area, and who support the organization's purpose as stated in Section I.5, are considered Safe Takoma Stakeholders.
- Section 3: Stakeholder organizations include but are not limited to the District of Columbia City Council and government agencies including the Metropolitan Police Department; the Council of the City of Takoma Park and city departments including the police; the Washington Metropolitan Area Transportation Authority (WMATA); Montgomery County, Maryland; Washington DC Advisory Neighborhood Commission districts 4B01, 4B02, and 4B07; the Takoma DC Neighborhood Association (TDCNA), the Old Town Residents' Association (OTRA), the Westmoreland Area Community Organization (WACO), and other concerned neighborhood and tenant organizations; the Old Takoma Business Association (OTBA) and the Takoma Main Street program; and churches, schools, and community organizations located or operating in the focus area.
- Section 4: **Stakeholder individuals and representatives of Stakeholder organizations** are eligible for election to Safe Takoma's Board.
- Section 5: **The Board of Directors may ask** Stakeholder organizations that do not wish to designate a representative for nomination for election as an Advisor to designate a Safe Takoma Liaison.

#### ARTICLE V – BUDGET AND FINANCE

- Section 1: **The Treasurer in consultation** with the Board of Directors and major funders shall draft an annual budget for presentation to the Board in its regular quarterly meeting during the second quarter of the year. The Board shall discuss, consider motions to amend, and vote to

enact the amended budget at that meeting. The enacted budget shall be effective July 1 of each calendar year.

- Section 2: **The Treasurer in consultation** with the Board of Directors and major funders shall draft a half-year budget for period January 1 to June 30, 2007 for presentation to the newly elected Board in its regular quarterly meeting during the fourth quarter of 2006. Following the election of Directors, the Board shall discuss, consider motions to amend, and vote to enact the amended budget at that meeting.
- Section 3: **The Treasurer and Secretary** shall be granted joint authority to collect and dispense funds as authorized in the budget or directed by the Board of Directors.
- Section 4: **All expenditures must be within the budget.** The Board of Directors must approve any major change in the budget required during the course of the budget year.
- Section 5: **The Treasurer shall provide a financial report** twice yearly to the Board within two weeks of the end of each half year detailing receipts, expenditures, funds committed, and balances. The President shall review and certify the report and may at any time, upon statement of cause but without further authorization, charter an independent financial audit.
- Section 6: **Safe Takoma's budget and financial records** are public information and shall be made available to Members and the public.

#### ARTICLE VI – STATUS REPORTING

- Section 1: **The Board of Directors shall prepare a status report quarterly or as required** for presentation to funders and other parties as required. Drafting of this report may be delegated. The Secretary shall provide the report to Directors within two weeks of the end of the reporting period. Directors shall submit comments for consideration to the Secretary within one week of provision. The Board of Directors shall then approve the report and release it for publication within two weeks.
- Section 2: **The President or a designated member** of the Board of Directors shall present a status report annually or as required to the funders and make it available to the public.
- Section 3: **The report shall, as a minimum, contain** the current financial report, progress toward the goals set for the year, and variances in monies

budgeted and spent. The report shall also include the adjusted plan for the coming year.

## ARTICLE VII – STAFF AND CONSULTANTS

- Section 1: **The Board of Directors may select and hire full- and part-time employees** on behalf of Safe Takoma and may delegate or assign the search to a Board committee, selected Board members, or an outside organization or service provider. The Board of Directors shall set employment terms and conditions which shall in all events meet legal mandates.
- Section 2: **The Board of Directors may select and engage consultants** on behalf of Safe Takoma and may delegate or assign the search to a Board committee, selected Board members, or an outside organization or service provider.
- Section 3: **The fully loaded cost of employees and consultants** shall not exceed budgeted amounts.
- Section 4: **The Board of Directors may accept the full- or part-time assignment** of employees of partner organizations to Safe Takoma and shall be responsible for negotiating terms and conditions for such assignment with the providing organization.
- Section 5: **The Board of Directors may accept the assignment** of consultants engaged by a partner organization on Safe Takoma's behalf and shall be responsible for negotiating terms and conditions for such assignment with the providing organization.
- Section 6: **Employees and consultants, whether direct hires or detailed** to Safe Takoma by a partner organization, shall be assigned duties by the Board of Directors and may be required to attend Board and membership meetings.
- Section 7: **The Board of Directors shall conduct** performance reviews of employees and consultants at least annually.

## ARTICLE VIII – OPERATING PRINCIPLES

- Section 1: **Any Director, Officer, Advisor, employee, or committee member** having an interest in a contract or other transaction or determination presented to the Board of Directors or the Advisory Committee or a committee of Safe Takoma for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of

his or her interest to the Board or committee or membership prior to its acting on such contract or transaction.

Section 2: **Safe Takoma may indemnify** Directors, Officers, Advisors, employees, and agents of the organization to the fullest extent required or permitted by the General Laws of Maryland.

Section 3: **Safe Takoma and its Officers**, Directors, Advisors, and employees shall not discriminate in the organization's policy, governance, operations, or services with respect to age, sex, race, color, national origin, sexual orientation, or political or religious opinion or affiliation.

#### ARTICLE IX – FOUNDING BOARD

Section 1: **The founding Safe Takoma Directors**, who shall act until their successors are duly chosen, are Kim Brooks, Sara Green, Patrice Ghezzi, Seth Grimes, Andrew Kelemen, John Keats Kirsch, Julie Schor, and Faith Wheeler.

Section 2: **Founding Safe Takoma Officers**, who shall act until their successors are duly chosen, are President Seth Grimes, Vice President Faith Wheeler, Secretary Sara Green, and Treasurer John Keats Kirsch.

Section 3: **Founding at-large Board of Directors members**, who shall act until their successors are duly chosen, are Kim Brooks, Patrice Ghezzi, Andy Kelemen, and Julie Schor.

#### ARTICLE IX – AMENDMENTS

Section 1: **These Bylaws may be amended** by a 50% plus one vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be cited with the public announcement of the board meeting where they will be considered and to be provided to Directors at the time of that announcement.

Adopted by vote of the Founding Board of Directors, November 21, 2006.

Amended by vote of the Board of Directors, March 6, 2007: II:11, III:1.

Amended by vote of the Board of Directors, September 6, 2007: I:3, Advisory Board renamed globally to Advisory Committee.