

UFPIA RULES

The Upper Fell's Point Improvement Association
is a group of volunteer neighbors.

We are a 501(c)(3) tax-exempt organization and a 509(a)(1) / 170(b)(1)(A)(vi) public charity,
all contributions to which are tax-deductible.

POLICIES

Our “Meeting & Voting” and “Financial & Disclosure” policies describe our methods of operation (policies are often mistakenly referred to as bylaws) and should be reviewed and updated regularly.

To avoid legalistic abuse, policies should include a description of intent.

The following verbal auxiliaries used, shall have these distinct meanings:

“Must” indicates a requirement imposed involuntarily on the Association.

“Shall” indicates a requirement imposed voluntarily by the Association.

“Should” indicates an intention of the Association, not a requirement.

“May” indicates an option allowed the Association.

BYLAWS

The legal “governing document” of the Association is composed of our bylaws and describes only the general character and construction of our group (not detailed policy). It is based on Maryland corporate law and Internal Revenue Service publicly-supported 501(c)(3) tax-exempt requirements and should not normally be changed.

CHARTER

The legal “organizing document” of the Association is our corporate charter (sometimes referred to as articles of incorporation) and describes our essential corporate legal description and exempt purposes. It is required by Maryland corporate law and Internal Revenue Service publicly-supported 501(c)(3) tax-exempt requirements. The only changes permitted, without jeopardizing our tax-exempt status, are designation of our principle office address and name and address of our resident agent (see Financial & Disclosure policy).

MEETING AND VOTING POLICY

of the Upper Fell's Point Improvement Association

Approved by the Members of the Association on March 20, 2018, June 16, 2020,
July 21, 2020, July 20, 2021 and September 21, 2021

MEETING

Association meetings should be held at a time, place, and frequency that is consistent and convenient for the majority of the members and shall be open to the public. An Association meeting may be called at any time by the President or one-quarter of the voting members where members have two days advance notice. Association meetings shall be held every month except December. Board meetings, consisting of the officers, committee chairs, organizers, and any other interested members, shall be held following all Association meetings. All meetings will be held at a convenient location and time, preferably in the UFPIA's neighborhood boundaries, or as a virtual meeting in times when a physical location is not feasible. Notice for meetings shall be accomplished by flyer or newsletter placed in the entrance of the residence of each member or as electronic delivery in times when physical delivery is not feasible. Robert's Rules of Order Revised as appropriate shall be used to govern the conduct of all meetings of the Association.

VOTING

The ultimate governing authority belongs to the members voting at an Association meeting. As a Maryland corporation, decisions and election of officers must be made by persons able to enter into legal contracts – the current minimum age is 18. Membership dues are required for membership. Residency and demonstrated interest in the Association are required to vote. Each eligible member has one vote.

Membership dues shall be ten dollars per person, annually, and shall not be prorated. The dollar amount of dues may be changed no more often than once each year, to be effective the following year. Unless directed by the paying member to be applied to the following year, dues shall be applied to the year they are collected and are considered paid up to date immediately upon collection by the Treasurer, or representative of the Treasurer, for the remainder of the year, and through the regular Association meeting in January of the following year.

Residency includes anyone residing, inclusively, from the south side of Lombard Street to the north side of Eastern Avenue and from the west side of Washington Street to the east side of Broadway in the City of Baltimore, Maryland. Primary residency is implied, and evidence of primary residency may be requested by the members of the Association. Changes in residency shall be effective immediately. Firms and corporations doing business in, persons owning property in, and all others not residing in the neighborhood, shall be regarded as associate members upon payment of dues, may chair committees, but may not vote or hold office.

Interest in the Association, and not a specific issue vote, is demonstrated by attendance at at least two of the preceding eleven Association meetings – attendance shall be determined by member sign-in sheets. Attendance requirements may be waived with approval of the members if recognized for contribution to the Association. Waivers of attendance shall be effective for eleven meetings.

Decisions regarding eligibility to vote may be appealed for a final determination by the voting members at a properly called Association meeting.

MEETING AND VOTING POLICY (continued)

Members eligible to vote who are not present at a properly called Association meeting may vote if their absentee vote is received by an officer before the meeting, specifies the decision or election in writing, and is signed by the absent voter. Absentee voting shall not count towards attendance.

VOTING

Effective October 1, 2021, participation in an Association-sponsored event or activity may substitute for Association meeting attendance for the purpose of obtaining voting privileges. Participation will count towards voting requirements for eleven (11) months (inclusive of the month in which participation occurred). Participants in Association-sponsored events and activities need not be dues-paying members of the Association at the time of the event or activity. Participation in an Association sponsored event is not substitutable for other requirements for obtaining voting privileges in the Association.

Association-sponsored events or activities include but are not limited to Association Board meetings, committee activities, Association-sponsored social events, preparation and management of official Association communication materials, official representation of the Association in public fora, and newsletter delivery. Association-sponsored events or activities shall not be required to be in-person. Participation in each Association-sponsored event or activity should be for a minimum of approximately one (1) hour. Organizers of Association-sponsored events or activities shall make reasonable efforts to ensure participation can be recorded; however, ultimate responsibility for ensuring that participation in any Association-sponsored event or activity is properly recorded shall rest with the participant(s).

The Board will maintain a master list of all events qualifying as Association-sponsored and will provide this list upon request. If an association member or officer would like to seek approval for an event or activity to be designated as an Association-sponsored, notice must be provided to the Board no later than forty-eight (48) hours in advance of the scheduled start time of the event or activity. If determination of whether the event or activity should qualify as Association-sponsored is unclear, if 48-hour advance notice has not been provided, or if the event or activity is less than one (1) hour in duration, the event or activity can be deemed as Association-sponsored by an affirmative vote from the Board at the next scheduled Board meeting.

Members must request that their participation in an Association-sponsored event or activity be recognized within ten (10) minutes from the designated start of the Community Meeting if such participation will determine eligibility to vote on matters during that meeting. Participation in no more than one Association-sponsored event or Association meeting per calendar month may be counted towards voting eligibility requirements. Association members must attend at least one meeting before obtaining voting privileges. This provision is not retroactive. Disputes regarding Association-sponsored event or activity participation shall be reported to the Board for resolution.

MEETING AND VOTING POLICY (continued)

ELECTION

Election of officers of the Upper Fell's Point Improvement Association shall be conducted fairly, independently, and allow any interested and qualified member to run for office.

Election of officers shall occur by secret ballot (unless there is only one nomination for an office) for a term beginning with the next Board or Association meeting (whichever comes first) after election and ending with the next Board or Association meeting after the subsequent election.

At least one Election Judge shall be selected to compose and present a slate of nominations and accept any other eligible nominations from the floor at the Association meeting in the month before the election and conduct the election of officers at the subsequent Association meeting. An Election Judge shall be a voting member, not an officer or nominee, and approved by the members of the Association. An Election Judge serves only for the election for which selected, but a qualified member may be selected for an unlimited number of elections. The officers shall assist Election Judges upon request and provide membership records to allow determination of eligible nominees and voters. Prior to the election vote, decisions of the Election Judges regarding eligibility to run for office or vote may be appealed only by a vote of the members of the Association to request a final determination by the current officers.

Outgoing officers shall change officer access as necessary and deliver all Association materials to the incoming officer upon leaving office.

Elections shall normally be held in May of odd-numbered years or upon premature vacation of office for the remainder of the term.

POSITION STATEMENTS

Pre-approved, written statements may be used to represent a position the Upper Fell's Point Improvement Association wishes to take regarding recurring or complex issues. Position statements must not be made regarding any candidate or prospective candidate for public office or their political parties but may be made regarding legislation affecting the neighborhood.

Any proposed statement or changes to an existing statement shall require approval of the members of the Association and indicate the date of adoption.

No other positions on issues shall be taken or communicated without specific approval by a vote of the members of the Association. Position statements that may be used without further specific approval are:

- Land-Use and Development

LAND-USE AND DEVELOPMENT POSITION STATEMENT of the Upper Fell's Point Improvement Association

From the provisions
approved by the Members of the Association on September 18, 2007 and January 16, 2023

In order for the Upper Fells Point Improvement Association to review zoning variance requests and other land use issues, the following information is requested from applicants. This information will be used in considering support for the proposed project.

REQUESTED INFORMATION

Developers of any property within the Association's boundaries of Lombard Street, Eastern Avenue, Washington Street, and Broadway are encouraged to provide the following information at least 45 days in advance of a zoning hearing:

- An explanation of the variance requested.
- A scaled plan and elevation drawings when any expansion/addition to the property is proposed.
 - A description of the effect on neighboring properties in regard to light, ventilation and views of downtown and the water.
- Photographs of the buildings in the immediate area of the proposed development, from the front and at angles.
- Contact information for surrounding/adjacent neighbors to the property and their responses to the proposed development.
- If applicable, a BMZA appeal number.

All materials should be sent to landuse@upperfellspoint.org.

CONSIDERATIONS FOR REVIEW

BUILDING CHARACTERISTICS

- Architectural Style
 - Projects which comply with the most recent version of the Baltimore City Design Manual (Transform Baltimore) will be considered favorably. Additionally, projects which align with aesthetic characteristics of surrounding properties (i.e., materials, height, elevation, setback, facade, rooftop decks, etc.) will be considered favorably.
- Environmental Concerns
 - Projects that incorporate environmentally sustainable and energy saving features will be considered favorably. These features include but are not limited to energy efficient appliances, green certification, green roofs, LEED certification, solar panels, stormwater capture, bike storage, EV charging stations, etc.

LAND-USE AND DEVELOPMENT POSITION STATEMENT (continued)

- Natural Outdoor Spaces
Projects which maintain or add green or open spaces for ventilation and sunlight will be considered favorably.
- Demolition
Projects which include little to no external demolition will be considered favorably. Demolition should be a last resort only.

COMMERCIAL USE

- Preferred Commercial Uses
Projects which accommodate the following commercial uses will be considered favorably, based on neighborhood survey input (2022): grocery/produce, restaurant, coffee shop, and hardware store. Preferred commercial uses will be updated yearly by a vote of the Association's membership.
- Neighbor Approval
New commercial use requests will be considered favorably if first approved by a significant majority of neighbors on the block.

GARBAGE STORAGE

- Garbage Storage Guidelines
Projects which accommodate trash/recycling storage within property confines (and not on sidewalks) will be considered favorably.

PARKING

- Parking
Projects which conserve or expand parking capacity will be considered favorably. Front loading garages are discouraged.

Note: For projects adjacent to but outside of the UFPIA boundaries, the Land-Use Committee will not publicly support or oppose a project without first consulting the host community association if there is one.

FINANCIAL AND DISCLOSURE POLICY of the Upper Fell's Point Improvement Association

Approved by the Members of the Association on November 21, 2017 and April 17, 2018

Participation in the Upper Fell's Point Improvement Association depends in a great part on confidence that the operation of Association business is in the interest of all members. The Association must account for and disclose its activity and finances to members and donors, potential members and donors, and to maintain its publicly supported tax-exempt status with the Internal Revenue Service. The provisions of this policy accommodate this objective, any deviation from which may seriously complicate accounting and reporting requirements, as well as liability, or loss of tax exempt status.

No unpublished records of the Association shall be made available for inspection by any non-member, except to an authorized government official.

FINANCIAL ACTIVITY

The Association shall comply with the following specific financial activities:

- The fiscal year of the Association shall be the calendar year, from January 1st to December 31st.
- No other organization shall have any control over the funds of the Association. The Association shall have no control over the funds of any other organization.
- No compensation or loans of any kind (cash, goods, services, benefits) shall be made to any member or officer. Expenses of members and officers incurred for Association purposes, and outside services (such as legal, accounting, information technology), should normally be donated to the Association.
- No professional solicitor or fundraising counsel shall be used.
- The Association shall not contribute any cash, goods, or expenses of any kind (including publishing of statements) in support of, or opposition to, any candidate or prospective candidate for public office. Expenses and activities approved by vote of the members of the Association to influence legislation (not including ordinances or City agency hearings) affecting the neighborhood shall not be substantial.
- No significant amount of goods or services purchased or manufactured by the Association shall be sold on a regular basis.
- No real estate, facilities, tangible assets, inventories, or investments shall be owned or rented by the Association. Any items used for Association activities shall be owned by the possessor.
- The Association shall not enter into any mortgages, leases, or loans.
- The Association will carry general liability and directors' and officers' insurance. Any financial claims against the Association may ultimately simply result in dissolution, in accordance with article 9 of the charter.
- All membership dues shall have no return of any substantial direct benefits.

FINANCIAL AND DISCLOSURE POLICY (continued)

ACCOUNTING

Accounting shall be accurate and appropriate for the nature and scope of the Association, but also as simple, and with the least input from neighborhood volunteers, as possible. To report use of an accrual basis of accounting for tax reporting (required by Maryland), all financial transactions must be settled by the end of each calendar year to simplify accounting.

The officers shall be responsible for filing a Maryland personal property return, federal tax return, and Maryland fundraising notice or registration, annually, and for use and renewal of the Association's Maryland sales tax exemption. A conflict of interest policy statement and budget should be created annually.

The Treasurer shall keep funds of the Association in an account(s) dedicated to the sole use of the Association at a federally insured institution and describe every bank or cash transaction with the amount, date, from or to whom, and purpose. Fund balances for dedicated grants shall be tracked. Transfer accounts such as PayPal may be used but large balances shall be avoided with transfers to an Association bank account.

Responsibility for Association financial accounts shall include both, but be limited to, the currently elected Treasurer and President. All accounts shall use the mailing address of the Association whenever possible, otherwise the Treasurer's street address shall be used. Electronic statements may be used but paper statements from the Association bank account(s) shall also be sent to the mailing address of the Association for visibility. Association financial records must be kept for at least the last five completed calendar years.

The committee chair or organizer of each Association activity should make all transactions through the Treasurer and describe them at the time. All funds should be deposited with the Treasurer by the end of each calendar year. If any activity holds funds through the end of a calendar year, they shall inform the Treasurer of the end of year balance, and a description of all transactions made, for that previous year.

CONFLICT OF INTEREST

To ensure the Association operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax exempt status, the elected officers acting as the corporate directors shall participate in an annual review to evaluate compliance to the Association's policies and determine if activities are properly recorded, reflect reasonable payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction. An elected officer must disclose to the rest of the officers any possible financial interest, directly or indirectly, in an Association transaction. The rest of the officers shall decide if any interest is an actual conflict.

Each elected officer shall annually sign the following statement:

"We, the undersigned directors of the Upper Fell's Point Improvement Association, Incorporated have read and understand the conflict of interest policy, agree to comply with the policy, and understand the Association is charitable and, in order to maintain its tax-exempt status, must engage primarily in activities which accomplish one or more of its tax-exempt purposes. "

FINANCIAL AND DISCLOSURE POLICY (continued)

DISCLOSURE

All non-confidential records of the Association shall be made available for inspection by any member. Confidential information shall only include members' bank account numbers, amounts of donations, and information regarding waivers of dues. Personal contact information shall not be shared, upon request. All information disclosed by the Association (including our newsletter and website) shall require review and approval by the officers prior to disclosure – lack of review shall be considered approval. The President shall have independent administrative access to all Association media accounts.

If our Resident Agent recorded in our Association's charter needs to be changed, file notice of a change of "Principal Office and name and address of Resident Agent" with the Charter Division of the Maryland Department of Assessments and Taxation (this notice is not considered a significant change to the charter). The Association's Principal Office address shall be the same as the Resident Agent address, must be a street address, and the Resident Agent must be a resident of Maryland.

For appropriate Association activities, ask adult participants to sign the following statement:

"I release the Upper Fell's Point Improvement Association (a public charity) for any injury, loss, damage, or costs arising out of my or my family's use of, or presence at, any activity or location – and all rights to exhibit the identity and recordings of me and my family, without compensation."

The Association shall make the following specific disclosures:

- The regulations of the Association (policies, position statements, bylaws, charter) should be posted on the Association's website.
- Our Internal Revenue Service 501(c)(3) determination letter and application (form 1023 and attachment), and our three most recent federal tax returns (form 990-EZ and schedules) must be made available for inspection upon request and posted on the Association's website.
- A statement must appear on all receipts and solicitations for donations, such as:

"A current financial statement may be obtained from: UFPIA, PO Box 38315, Baltimore MD 21231-8315 or upperfellspoint.org. Documents and information submitted under the Maryland Solicitations Act for our 501c3 are also available for the cost of postage and copies from the Maryland Secretary of State, State House, Annapolis MD 21401, 410-974-5534."
- The value of goods or services given to anyone paying the Association must be disclosed to them at the time, and in writing if a payment is over \$ 75.
- A written acknowledgement must be issued before April 15th (preferably, by January 31st) for donors of \$ 250 or more, in a single contribution during the previously completed calendar year, to those who request one.

Bylaws of the Upper Fell's Point Improvement Association

Approved by the Members of the Association on November 21, 2017

The Upper Fell's Point Improvement Association was founded in 1985 and incorporated in 1995 to foster social ties, promote civic participation, and advance physical improvements in the Upper Fell's Point neighborhood of Baltimore Maryland. The Association is all volunteer, nonprofit, and independent of any partisan, sectarian, or commercial interests. Conduct of the Association shall be lawful, in accordance with public charity requirements, and limited to issues directly affecting people or property within the neighborhood. Officers and agents acting in good faith on behalf of the Association are fully indemnified as volunteers. The name of the Association or any representative shall not be used by anyone acting independently. The Association shall be either independent or dissolve completely. The Association may decide to merge its membership and activities under the name of another organization but, to prevent any organization from taking over the Association solely for its assets, the elected officers acting as the directors of the corporation shall dissolve the Association in accordance with the charter and donate all assets to any appropriate organizations except the organization it is merging with, upon any such decision. Policies shall be maintained for further government of the Association.

Members are all residents of the neighborhood who pay annual dues. Each adult member who demonstrates sufficient interest in the Association has one vote. Decisions of the Association and election or removal of officers shall require approval of a majority of the voting members present at a properly called Association meeting of at least one-quarter of the voting members. Absentee votes are allowed but there shall be no proxy voting. There shall be at least one meeting each year.

Responsibility of officers includes conducting Association business based on the decisions of the voting members, acting as the directors of the corporation, and the following.

The **President** shall preside over all meetings, represent the Association in all matters, and create or dissolve and appoint chairs for committees. If the President is absent or unable to serve, the succession of officers to serve as President is in the following order.

The **Vice President** shall assist or represent the Association as requested by the President.

The **Secretary** shall send proper notice for and create minutes of all meetings, and keep and provide all records.

The **Treasurer** shall collect and deposit all funds in a proper account, disburse funds as authorized, and create a record of all receipts and expenditures.

The **Parliamentarian** shall maintain a membership record and rules of order at all meetings.

Any voting member may serve as an officer if they are not holding or running for elected public office or an office of any organization similar to the Association, except an individual may only serve two full terms as President in addition to any remainder of a term when elected to fill a vacancy. Terms of officers shall be two years.

In extraordinary cases, when the voting members are unable to make a decision that is legally required or would cause harm or loss to the Association, the elected officers may act as the directors of the corporation. If necessary, decisions of the directors shall require a majority vote where each director has one vote. Any decisions or expenditures not specifically approved by the members of the Association shall be reported at the next Association meeting.

Charter of the Upper Fell's Point Improvement Association

Approved by the Members of the Association on September 15, 2009

FIRST: The name of the corporation is the **Upper Fell's Point Improvement Association, Incorporated**.

SECOND: The address of the principal office and resident agent of the corporation is [*variable street address*], Baltimore MD 21231. The name of the resident agent of the corporation is [*variable*] who is a citizen of the State of Maryland and actually resides therein. [*NOTE: The current address of the principal office and resident agent and the name of the resident agent are changed periodically without effect on the Charter and are on file with the Charter Division of the State Department of Assessments and Taxation of Maryland.*]

THIRD: Bylaws of the corporation (hereinafter referred to as the Bylaws) shall be maintained for further government of the corporation.

FOURTH: The corporation shall have no capital stock and is not authorized to issue capital stock. The corporation shall be composed of members. Qualifications for membership in the corporation shall be as defined in the Bylaws but in no case shall membership be restricted on the basis of race, gender, sexual orientation, religion, or national origin.

FIFTH: The Board of Directors of the corporation (hereinafter referred to as the Board) shall consist of five (5) directors which number may be increased or decreased pursuant to the bylaws, but shall never be less than three (3). Each director shall have one vote. The Board, elected and serving from time to time, shall perpetuate itself in accordance with the Bylaws.

SIXTH: The purposes of the corporation are exclusively charitable, educational, and nonprofit as defined under section 501(c)(3) of the Internal Revenue Code of 1986 as amended or any corresponding provisions of future United States Revenue Law or Regulations (hereinafter referred to as the Internal Revenue Code) and the General Laws of the State of Maryland (hereinafter referred to as Maryland law) and include: **combating community deterioration and blighting influences, lessening neighborhood tensions, advancement of education, activities to eliminate prejudice and discrimination, preservation of the environment, lessening burdens of government, and undertaking other projects, programs, and activities not inconsistent with section 501(c)(3) of the Internal Revenue Code and applicable Maryland law, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.**

SEVENTH: In order to carry out the purposes, the corporation shall have the following powers within the stated limitations:

(A) To solicit and accept, acquire by gift, donation, devise, grant, purchase, loan, or otherwise, any property without limitation.

(B) To make contributions, loans, or grants which are consistent with the purposes of the corporation.

(C) To make agreements and contracts and incur liabilities.

(D) To do all things necessary or desirable to carry on and accomplish the purposes for which the corporation is organized which are not inconsistent with powers conferred upon a non-stock corporation by Maryland law and the requirements of the Internal Revenue Code.

(E) The corporation is not organized for pecuniary profit. The corporation shall have no power to declare dividends. No part of the net earnings of the corporation shall inure to the benefit of nor be distributed to any member, director, officer, or other individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes herein set forth.

(F) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(G) Notwithstanding any other provisions, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code and contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

EIGHTH: The corporation may indemnify any and all of its current and future directors, officers, and agents as provided in the Bylaws.

NINTH: If the corporation is dissolved or ended for any reason, the Board shall dispose of all of the net assets of the corporation exclusively to such organization(s) which is organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code; provided the corporation, before any such distributions, shall first pay all of the liabilities of the corporation as required by Maryland law. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations.