

**BYLAWS OF THE
GREATER OAKLAND BUSINESS ASSOCIATION
For the
Oakland Commercial District Management Authority**

**ARTICLE I
NAME AND LOCATION**

Section 1. Name and Location. The name of the district is Oakland Commercial District Management Authority, hereinafter referred to as the "District" The principal office of the District shall be the Oakland Town Hall: 15 South Third Street, Oakland, Maryland or as otherwise determined by the Board of Directors. The name of the Business Association created by the Town of Oakland's Ordinance No. 090-002 shall be the Oakland Business Association, hereinafter referred to as the "Association" and more commonly known as the Greater Oakland Business Association (GOBA). The meetings of members and directors may be held at such places as may be designated by the Board of Directors.

**ARTICLE II
MEMBERS**

Section 1. Membership. The members of the Association shall consist of all of the businesses within the District, as defined in the Oakland Town Ordinance, 090-002. A member in good standing shall be a member who has paid their annual fee. Only members in good standing shall be eligible to serve on the Board of directors or vote on matters that come before the Membership. The fee schedule shall be established by the Association and enacted by an Ordinance of the Town of Oakland.

Section 2. Associate Membership. Any business establishment (as defined by the Ordinance) outside of the District who is approved by the Board of Directors can be an Associate Member. Associate Memberships also apply to those organizations or individuals within or outside the Town which by definition are not a business establishment. The Associate Membership fee shall be listed on the above referenced fee schedule. Associate Members may vote on any matters which come before the General Membership.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. Annual meetings shall be held on the third Tuesday of June. There shall be a minimum of two (2) meetings of the Members in each calendar year after the first meeting. All meetings of the association shall be conducted in accordance with the requirements of Maryland law.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request of three-fourths (3/4) of the Members who are entitled to vote.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, or by email, at least 15 days before such meeting to each Member entitled to vote thereat, addressed to the Member's address on the books of the Association. Each Member shall supply his or her address to the Association for the purpose of receiving notice of meetings of the Members. This shall include the mailing address and email address with the preferred method of notification designated by the Member. Such notice shall specify the place, Day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Voting. All votes must be in person or made by accepted electronic means.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION; TERM OF OFFICE

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) directors, and shall be comprised of the Mayor of Oakland, or his/her designee, and 4 persons elected at large from the Association membership.

Section 2, Term of Office. Directors shall be elected for two (2) year terms. Terms will be staggered with two Directors elected at large from the Association membership each year.

Section 3. Officers of the Board of Directors. Officers of the Board will consist of President and Vice-President. These Officers will be elected by the Board of Directors at the next regular Board meeting after the Annual Meeting. The Town Clerk of Oakland or

his/her designee will serve as the Secretary/Treasurer of the Association and will provide Financial Reports and Meeting Minutes to the Board as requested.

Section 4. Removal; Vacancies. Any director may be removed from the Board of Directors, with or without cause, by a majority vote of the Members. In the event of death, resignation or removal of director, his successor shall be selected by the remaining Directors on the Board of Directors (by a majority of the remaining directors) and shall serve for the unexpired term of his predecessor.

Section 5. Compensation. No reimbursement shall be paid to any Director for expenses incurred by him/her unless pre-approved by the Board of Directors before the expenses are incurred.

Section 6. Action taken without a Meeting. To the greatest extent permitted by the law, the Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board of Directors.

ARTICLE V MEETING OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly. Notice of regular meetings shall be sent to the Members via newsletter or by any other reasonable means, as required by law. Meetings shall be at such place and hour as may be fixed from time to time by the Board of Directors. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director, and upon such notice to the Members as is required by law.

Section 3. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors. Each Director of the Board of Directions shall be

entitled to cast one vote on each issue being decided by the Board of Directors. There shall be no voting by proxy at meetings of the Board of Directors.

ARTICLE VI
POWERS AND DUTIES OF THE BOARD OF DIRECTORS; LIABILITY AND
INDEMNIFICATION

Section 1. Powers. The Board of Directors shall have power to:

- (a) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the Membership by law or other provision of these Bylaws or Charter.

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

- (a) cause to be kept a complete record of all its acts and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by three-fourth (3/4) of the Members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association and to see that their duties are properly performed;
- (c) prepare and submit to the Members and to the Oakland Mayor and Town Council for review and approval an annual budget;
- (d) submit a letter of intent of the Association to the Oakland Mayor and Town Council, certifying that the Association shall expend its funds in accordance with its budget;
- (e) cause all officers or employees having fiscal responsibilities to be bonded, if deemed appropriate.

Section 3. Liability and Indemnification of Officers and Directors. The Association shall indemnify every officer and Director of the Association against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit or proceeding, including the settlement of any suit or proceeding, if approved by the then Board of Directors, to which he may be made a party by reason of being or having been an officer or to which he may be made a party by reason of being or having been an officer or Director of the Association, whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors of the Association shall be liable to the Association and the Members for any willful misconduct or bad faith, but shall not be liable for

mistakes of judgment or otherwise if made in good faith. The officers and Directors of the Association shall not have any personal liability with respect to any contract or other commitment made by them in good faith, on behalf of the Association, and the Association shall indemnify and forever hold each such officer and Director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or Director of the Association, or former officer or director of the Association, may be Director of the Association, or former officer or director of the association, may be entitled.

Section 4. Common or Interested Directors.

- (a) The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Association.
- (b) No contract or other transaction between the Association and one or more of the directors are directors or officers, or are pecuniary or otherwise interested, is either void or voidable because such director of Directors are present at the meeting of the board of directors, or any committee his or their votes are counted for such purpose, if any of the conditions specified in any of the following subparagraphs exist:
 - (1) The fact of the common directorate, office or interest is disclosed or known to the Board of Directors, or a majority thereof, or noted in the Minutes, and the Board of Directors authorizes, approves or ratifies such contract or other transaction in good faith by a vote sufficient for the purpose; or
 - (2) The fact of the common directorate, office or interest is disclosed or known to the Members, or a majority thereof, and they approve or ratify the contract or other transaction in good faith by a vote sufficient for the purpose;
 - (3) The contract or other transaction is commercially reasonable to the association at the time it is authorized, ratified, approved or executed.
- (c) Common or interested Directors may be counted in determining the presence of A quorum at any meeting of the Board of Directors, or any committee thereof, which authorizes, approves or ratifies any contract or other transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

**ARTICLE VII
BOOKS AND RECORDS**

The books, records and papers of the Association shall be maintained at the principal office of the Association.

**ARTICLE VIII
AMENDMENTS**

Section 1. These bylaws may be amended, by a majority vote of the membership.

**ARTICLES IX
MISCELLANEOUS**

The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June of every year.

Approved this _____ day of _____, 2018

OAKLAND COMMERCIAL DISTRICT
MANAGEMENT AUTHORITY, INCORPORATED

Oakland Town Clerk

Board of Directors: _____

