

Minutes of Board of Directors of Takoma Park Mobilization, Inc., Meeting No. 1, 6/12/18

The Board of Directors of Takoma Park Mobilization, Inc. held their initial meeting on June 12, 2018 at Historic Takoma in Takoma Park at 7:30 p.m.

Present were Maurice Belanger, Shayla Davis, David Ward, Sarah Fitzpatrick, Jamie Iwugo, and Victor Thuronyi, thereby constituting a quorum.

The Directors unanimously approved the by-laws, attached.

The Directors unanimously elected Karen Elrich to serve as Treasurer of the corporation.

Minutes prepared by Victor Thuronyi, incorporator.

BYLAWS OF TAKOMA PARK MOBILIZATION, INC.

1. NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation is as set forth in the Articles of Incorporation, or such other street address as is designated by the Board of Directors.

3. MEMBERS OF THE CORPORATION: The members of the Corporation are persons who are a member of one of the working groups of Takoma Park Mobilization, Inc. (“TPM” or “the Corporation”).

4. BOARD OF DIRECTORS:

4.1. Role/Number: The business and affairs of the Corporation are governed by a Board of Directors (hereinafter the “Board”) which must consist of no fewer than three (3) persons.

4.2. Composition: The Board consists of representatives of the working groups of TPM, one per working group, and are the same as the representatives serving on the TPM Spokes Council. A person serving temporarily as a Spokes Council representative also serves on the same temporary basis as a director.

4.3. Election/Vacancies: Each Director serves from the time the Director is appointed by the working group that the Director represents on the Spokes Council, until a successor is duly appointed. Each Director serves for an indefinite term, being replaceable by the corresponding working group at any time.

4.4. Resignation: A Director may resign by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

5. OFFICERS:

5.1. Election/Vacancies: The officers consist of a President, Vice-President, Secretary, and Treasurer. The officers are elected by the Board, at the first meeting of the Board following the annual meeting of the Corporation. Any vacancy occurring in any office, for whatever reason, must be filled by the Board and any Director so elected serves for the remainder of the term of his/her predecessor.

5.2. Term: Officers serve a term of one year and until their successors are elected, or until they are removed. An officer may be reappointed.

5.3. Removal: An officer may be removed from office, with or without cause, by a two-thirds (2/3) majority vote of the Board present at any meeting at which there is a quorum.

5.4. Resignation: An officer may resign by submitting a written resignation to the President or Secretary. If the resigning officer is the President, the officer may resign by submitting a written resignation to the Directors. Resignation as an officer does not constitute resignation from the Board, in the case of an officer who is a Board member.

5.5. Authority and Duties: The Officers have the following authority and responsibility, and any other delegated by the Board:

5.5.1. The President presides at all meetings of the Board. The President may sign contracts and agreements in the name of the Corporation after they have been approved by the Board, signs government forms, serves as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise performs all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

5.5.2. The Vice-President performs the duties of the President if the President is unable to do so or is absent; and performs such other tasks as may be assigned by the Board and, at the request of the President, assists in the performance of the duties of the President.

5.5.3. The Secretary must keep accurate records and minutes of all meetings of the Corporation; make available minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered notices of meetings to those persons entitled to vote at such meeting; and maintain the minutes and a current listing, with contact information, of the Directors.

5.5.4. The Treasurer is responsible for maintaining the Corporation's bank accounts, and handling its receipts and expenditures, and must ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor the organization's financial resources. The Treasurer must advise the Board of any financial matters that require action by the Board. The Treasurer is responsible for tax compliance.

6. BOARD MEETINGS:

6.1. Annual Meeting: The Annual Meeting of the Corporation is held at such date and time as is determined by the Board.

6.2. Regular Board Meetings: A regular meeting may be held without special notice immediately after any Spokescouncil meeting.

6.3. Special Meetings: Special meetings of the Board are held at any time and at any place when called by the President or by at least three (3) Directors or twenty-five percent (25%) of the Directors, whichever is greater. Business transacted at special meetings must be confined to the purposes of the meeting stated in the notice of the meeting.

6.4. Notice of Meetings: Notice of regular Board meetings, including the annual meeting, must be communicated at least 10 days and no more than 30 days before the day of the meeting to all Board members. No notice is required for meetings described in the second sentence of 6.2. A notice of a special meeting must state that it is a special meeting being called and must be given at least 48 hours prior to the meeting time. Notice of meetings may be delivered by electronic transmission. Failure of any member to respond to notice does not invalidate the meeting or any action taken at the meeting.

6.5. Quorum: At meetings of the Board, a quorum consists of a simple majority or fifty percent (50%) plus one (1) of the Directors then serving, present in person including as defined in (6.8) below.

6.6. Voting: Except as otherwise provided in these bylaws, decisions of the Board are taken by vote of a majority (fifty percent (50%) plus one (1) of those present assuming a quorum), but not less than one-third (1/3) of the Directors then serving. Each Director has one vote. Directors may vote only in person or as defined in section 6.8 below. There is no proxy voting.

6.7. Telephone and Electronic Participation: Directors may participate in Board meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means constitutes in person presence of the Director at the meeting.

6.8. Action without Meeting: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing (including by email) setting forth the action taken is signed (or electronically submitted) by all of the Directors entitled to vote with respect to the action. Such consent has the same force and effect as a vote of the Directors assembled and must be filed with the minutes.

7. CONFLICT OF INTEREST: The Board must adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the organization. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors must be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party may not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy should also require that the minutes of the meeting must reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

8. INDEMNIFICATION: The Corporation must indemnify its directors and officers to the fullest extent permitted by state and federal law including the payment of related legal expenses.

9. EXONERATION: To the fullest extent permitted by state or federal law, a director or officer of this Corporation is not personally liable to the Corporation or its members for damages. A board member is

not automatically exonerated in the case of intentional misconduct. An amendment of the Articles of Incorporation or repeal of any of its provisions must not limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

10. COMPENSATION: The Directors and officers of the Corporation serve without compensation. Directors may be reimbursed for pre-approved expenses reasonably incurred on behalf of the Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for his/her service to the Corporation in some other capacity, provided the transaction is consistent with the organization's conflict of interest policy and these Bylaws.

11. CORPORATE RECORDS: The Corporation must keep correct and complete books and records of account and must also keep minutes of the proceedings of the Board of Directors, and must keep a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and board approved policies Upon written request, all books and records of the Corporation may be inspected by any Director within three (3) business days.

12. SIGNATURE AUTHORITY: All checks, notes, acceptances, and orders for payment of money must be signed by the Treasurer or any other individual(s) authorized by the Board. All contracts, leases and deeds of any kind may be signed by the President, Vice President (in the President's absence) or any other agent of the Corporation designated by the Board.

13. FISCAL YEAR: The fiscal year of the Corporation is the calendar year.

14. AMENDMENTS: These bylaws may be amended by a two-thirds (2/3) vote of the Directors present and entitled to vote at a meeting at which a quorum is present. The proposed amendment must first be approved by the Spokes Council. Any proposed amendment(s) must be submitted to the Directors with notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

15. NON-DISCRIMINATION: The Corporation shall not discriminate against any person on the basis of age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability: physical or mental, genetic information, or political or religious opinion or affiliation in any of its policies, procedures or practices.

16. DISSOLUTION: The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors with notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date.

Adopted by the Board this 12th day of June 2018.

Minutes of Board of Directors of Takoma Park Mobilization, Inc., Meeting No. 2, 10/9/18

The Board of Directors of Takoma Park Mobilization, Inc. met on October 9, 2018, at Historic Takoma in Takoma Park at 7:30 p.m.

Present were Maurice Belanger, Carol Farthing, Paula Sanjines, Sarah Fitzpatrick, Nadine Bloch, and Victor Thuronyi, thereby constituting a quorum.

The Directors unanimously elected Maurice Belanger to serve as President of the corporation; Carol Farthing to serve as Vice-President of the corporation, and Sarah Fitzpatrick to serve as Secretary of the corporation.

Minutes prepared by Sarah Fitzpatrick, Secretary.