

**SOUTH BALTIMORE GATEWAY COMMUNITY IMPACT DISTRICT  
MANAGEMENT AUTHORITY BYLAWS**

Adopted or modified by the Board of Directors  
on \_\_\_\_\_, 201\_\_\_\_, and  
approved by the Board of Estimates  
on \_\_\_\_\_, 201\_\_\_\_\_.

**ARTICLE I. Name, Location and Powers**

Section 1. Name.

The name of this organization is the South Baltimore Gateway Community Impact District Management Authority (the “Authority”), which was established pursuant to the Baltimore City Code, Article 14, Subtitle 19 (the “Code”). These bylaws are intended to be consistent with the Code and to the greatest extent reasonably possible shall be so interpreted.

Section 2. Location of Offices.

The principal office of the Authority shall be at such location as the Board may designate within the South Baltimore Gateway Community Impact District (“the District”), whose boundaries are defined in the Code.

Section 3. Powers.

The Authority shall have the powers enumerated in § 19-4 of the Code, subject to the limitations described therein or in § 19-5 of the Code.

The Authority may contract for and purchase goods and services without being subject to Baltimore City requirements regarding wage scales, competitive bidding or other local procurement laws, but nonetheless shall be subject to applicable ordinances regarding City policy on encouraging and achieving goals for minority and women’s business enterprises participation in the contracting activities of the Authority.

The business and affairs of the Authority shall be managed under the direction of its Board of Directors (the “Board”). All powers of the Authority may be exercised by or under authority of the Board. The Board is a public body under the “Open Meetings Act,” Title 10, Subtitle 5 of the State Government Article of Md. Ann. Code.

The Authority shall not discriminate on any basis prohibited by applicable federal, state, or Baltimore City laws or ordinances.

If an organization or association from which Board members are to be drawn, such as the Local Development Council (the “LDC”), ceases to exist, the Board shall petition the City

Council to amend the Code to reflect the change.

## **ARTICLE II. Mission**

The mission of the Authority is to:

- (A) Provide the District with supplemental security, maintenance, sanitation, and other public services above and beyond those already provided by City government (the “Enhanced Services”);
- (B) Disperse grants to local community and nonprofit organizations within the District (the “Community Grants”);
- (C) Undertake transformational community development and economic development projects, designed to improve the quality of life and economic conditions within the District (the “Transformational Projects”); and
- (D) Implement the vision outlined in the South Baltimore Gateway Master Plan; and
- (E) Provide other services and functions determined by the Board to be in the best interests of the District.

The Board may adopt a formal mission statement of its own choosing, provided that the language is not inconsistent with these goals.

## **ARTICLE III. Board of Directors**

### Section 1. Number.

The Board shall consist of 21 members, excluding vacancies.

### Section 2. Composition of the Board.

#### (A) Residents

The majority of the members of the Board shall be residents of the District. That is, their primary residence must be located within the District, ~~irrespective of whether it is leased, owned, or otherwise inhabited.~~

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#### (B) Businesses

At least 4 members of the Board shall be representatives of businesses located within the District. To qualify under this paragraph, a business must own, occupy, or lease real property in the District on which it operates an office, headquarters, manufacturing facility, retail store, or other ongoing operation.

A nonprofit 501(c)(3) or 502(c)(10) organization that meets this criteria qualifies as a “business”.

A business representative may, but need not, reside in the District. If a person who resides in the District serves on the Board in the role of a business representative, then for the purpose of allocating Board positions that person does not also constitute a “resident”.

Section 3. Community Representation.

To the maximum extent practical, the Board shall reflect the full diversity of the District’s neighborhoods, residents, and businesses.

Of the residents serving on the Board:

- (A) At least 3 shall reside within the West Sector, as identified in the South Baltimore Gateway Master Plan;
- (B) At least 3 shall reside within the East Sector, as identified in the South Baltimore Gateway Master Plan; and
- (C) At least 3 shall reside within the South Sector, as identified in the South Baltimore Gateway Master Plan.

Of the business representatives serving on the Board:

- (A) At least 1 shall represent a business that has its place of business within the West Sector, as identified in the South Baltimore Gateway Master Plan;
- (B) At least 1 shall represent a business that has its place of business within the East Sector, as identified in the South Baltimore Gateway Master Plan; and
- (C) At least 1 shall represent a business that has its place of business within the South Sector, as identified in the South Baltimore Gateway Master Plan.

These requirements exclude temporary vacancies.

Section 4. Appointment.

- (A) State Appointments.
  - (i) Subject to subparagraph (iii) of this paragraph, 4 members of the Board shall be designated by the Speaker of the Maryland House of Delegates.
  - (ii) Subject to subparagraph (iii) of this paragraph, 2 members of the Board shall be designated by the State Senator who represents the legislative district in which the Video Lottery Facility is located. ~~These individuals shall be residents of the District or representatives of businesses located within the District.~~
  - (iii) Of the 6 members designated under subparagraphs (i) and (ii) of this paragraph:

**Commented [EP2]:** Never included in State legislation (p. 9). Included and then struck from City ordinance (p. 10).

- a. At least 2 shall be residents of the 40<sup>th</sup> Legislative District; and
  - b. At least 2 shall be residents of the 46<sup>th</sup> Legislative District.
- (B) Council President Appointees.
- 2 members of the Board shall be appointed by the City Council President.
- (C) Mayoral Appointee.
- 1 member of the Board shall be appointed by the Mayor.
- (D) Additional Members.
- (i) The 12 members of the LDC who are not elected officials shall be ex officio members of the Board until at least December 31, 2018.
  - (ii) At any time on or after January 1, 2019, the Board may elect to replace some or all of the LDC Board Members. If it does so, the 1<sup>st</sup> Replacement shall be appointed by the Mayor (as an additional Mayoral Appointee) and the rest shall be nominated and appointed by the Board. The Board may vote or otherwise prepare to take such action prior to December 31, 2018, provided that the replacement and appointment are made effective after that date.
- (E) Proxy Members.
- (i) Each Board member shall be allowed to select one individual per term to serve as their Proxy at meetings. This Proxy shall entirely represent the views and interests of the actual member. In extraordinary circumstances, a Board member may change their Proxy during a term with approval of the Board Chairman.

Section 5. Terms.

- (A) Starting Date.
- (i) Board terms begin on January 1<sup>st</sup>. Any Additional Members appointed by the Board under Section 4 (D)(ii) above shall have their terms begin on the January 1<sup>st</sup> closest to the date of their appointment. For term purposes, the initial members of the founding Board shall be treated as if they were appointed on January 1, 2017.
- (B) Special Terms for Founding Board Members.
- The members first appointed to the Board shall serve initial terms, as follows:
- (i) Of the 4 members appointed by the House Speaker, 2 shall be appointed for a term of 1 year, and 2 shall be appointed for a term of 2 years.

- (ii) Of the 2 members appointed by the Senator, 1 shall be appointed for a term of 1 year, and 1 shall be appointed for a term of 2 years.
  - (iii) Of the 2 members appointed by the Council President, 1 shall be appointed for a term of 1 year, and 1 shall be appointed for a term of 2 years.
  - (iv) The member appointed by the Mayor shall be appointed for a term of 2 years.
- (C) Terms Generally.
- (i) Other than the special provisions for the founding Board described in Article III, Section 5(B), the term of a Board member is 2 years. At the end of a term, a member continues to serve until a successor is appointed.
- (D) Reappointment.
- (i) Board members shall be eligible for reappointment provided that no individual (other than members serving in an ex officio capacity) shall serve as a Board member for more than six consecutive years.

Section 6. Board Vacancies.

A vacancy is created when a Board member or member-elect withdraws, resigns, dies, is removed, or otherwise leaves the Board before the end of his or her term, or declines to accept, or is found to be disqualified from taking, a seat on the Board to which he or she has been appointed or elected. Vacancies shall be filled by the individual or entity vested with appointment power in Article III, Section 4.

Section 7. Compensation.

Any Board member serving as interim Administrator or in any other staff role shall do so as an unpaid volunteer. Board members may only be contracted to provide professional services to the Authority pursuant to a resolution of the Board, including a finding that the services do not violate the requirements of applicable ethics laws.

Section 8. Removal of a Board Member.

A Board member may be removed with cause by a vote of 11 of the Board members.

A Board member may be removed without cause by a vote of 14 of the Board members. Such Board member, and the individual or entity that appointed the Board member, shall be given no less than ten days' notice of the meeting at which his or her removal is to be considered, and shall have the right to appear and speak at a public meeting on his or her behalf.

The removal of a Board member shall constitute a vacancy under Article III, Section 6.

**ARTICLE IV. Officers**

Section 1. Officers.

The State Senator who represents the legislative district where the Video Lottery Facility is located shall designate 1 of the members appointed under Article III, Section 4 to serve as the Chair of the Board.

During the final meeting of each calendar year, the Board shall select from among its members individuals to serve as Vice Chair, Treasurer and Secretary of the Authority.

These four Officers shall have the following responsibilities:

- (A) Chair. The Chair shall sign and execute, in the name of the Authority, all instruments related to the Authority's affairs, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Authority. The Chair shall perform other duties incident to the office of Chair assigned to him or her by the Board.
- (B) Vice Chair. The Vice Chair shall assist the Chair as requested, shall preside at meetings of the Board when the Chair is absent, and shall perform other duties incident to the office of Vice Chair assigned by the Board. If the office of the Chair becomes vacant, the Vice-Chair shall temporarily assume the responsibilities of the Chair.
- (C) Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Authority, and shall deposit or cause to be deposited, in the name of the Authority, all moneys or other valuable effects in such banks, trust companies or other depositories selected by the Board; shall render to the Chair and to the Board, whenever requested by the Board, an account of the financial condition of the Authority; and, in general, shall perform all the duties incident to the office of a Treasurer and such other duties as are assigned by the Board.
- (D) Secretary. The Secretary shall keep the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the records of the Authority; may witness any document of behalf of the Authority, the execution of which is duly authorized; and, in general, shall perform all duties incident to the office of a Secretary and such other duties as assigned by the Board.

Any or all of the duties of the Secretary or Treasurer may be delegated by the Board to the Executive Director.

Section 2. Term of Office.

Officer (other than the Chair) terms shall be for one year, beginning January 1<sup>st</sup>. If an office other than the Chair becomes vacant, the Board may elect an existing Board member to serve the remainder of the term.

Section 3. Execution of Documents.

A person who holds more than one office in the Authority may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

Section 4. Executive Director.

The Board may employ as its Administrator an Executive Director to perform the duties and functions delegated to him or her by the Board. In the absence of an Executive Director, the Chair shall serve as the Administrator. The Executive Director may preside at Board meetings when the Chair and Vice Chair are absent.

Section 5. Executive Committee.

There shall be an Executive Committee composed of the Chair, Vice Chair, Secretary, and Treasurer, and the Executive Director as a non-voting ex officio member.

The Board may delegate to the Executive Committee from time to time the authority to act on the Board's behalf in the implementation of specific Board decisions or policies. In emergent circumstances where Board action is required but a quorum of the Board cannot be convened in time to meet the emergency, the Executive Committee may act on the Board's behalf and in its stead in the absence of a specific delegation of authority.

**ARTICLE V. Meetings**

Section 1. Regular Meetings.

The Board shall schedule at least six meetings each calendar year, including a Spring Public Meeting. The time in between full Board meetings is expected to be used for committees to meet and prepare to report out during full Board meetings.

Section 2. Spring Public Meeting.

The Spring Public Meeting shall be held in the District each year before April 30, and shall include the presentation of the proposed Budget for the coming Fiscal Year, as well as any contemplated or recently-adopted changes to the Strategic Plan.

Members of the general public shall be invited to provide feedback on these items, as well as on the general performance of the Authority. This feedback shall be recorded in the minutes of the meeting.

The Spring Public Meeting must be scheduled to leave enough time for:

- (A) Any Budget modifications deemed appropriate in response to public feedback;
- (B) A Board vote to adopt the proposed Budget; and
- (C) Submission of the proposed Budget to the Board of Estimates by April 30.

Section 3. Special Meetings.

Special meetings of the Board may be called upon reasonable notice by the Chair and shall be called on request of eight voting members of the Board. The time and place of such meetings shall be determined by the Chair, or, in the case of a meeting called by members of the Board, the time and place shall be determined by the Chair and those members calling the meeting.

Section 4. Quorum and Voting.

A majority of the members of the Board constitute a quorum for the transaction of business. An affirmative vote by a majority of a quorum is required for any action by the Board. Each member of the Board shall have one vote.

Section 5. Notice of Board Meetings.

The Secretary shall ensure that reasonable notice is given to the public and each Board member stating the time and place of each Board meeting.

The Board shall give notice of the Spring Public Meeting by publishing notice of the date, time, and place on the Authority website for three consecutive weeks prior to the date of the public meeting and by any other means of notice that the Board may deem appropriate. The notice for the Spring Public Meeting shall state that the budget for the upcoming fiscal year will be presented.

Section 6. Meetings by Other Means than in person.

Subject to Maryland State law, members of the Board or any committee thereof may participate and/or vote in a meeting of the Board or such committee by means of a telephone, internet, video conference, or similar communications equipment pursuant to which all persons participating in the meetings can communicate with each other at the same time and participation by such means shall constitute presence in person at the meetings.

**ARTICLE VI. Committees**

Section 1. Standing Committees.

- (A) In addition to the Executive Committee, there shall be at a minimum the following standing committees: Governance, Finance, Nominating, Program, and Communications. Membership of each committee shall be determined by the Board, and all committees shall be chaired by a Board member.
- (B) Additional standing and ad hoc Committees may be created at any time.
- (C) Committees may perform the duties and responsibilities delegated to them by the Board. Except as otherwise provided in these bylaws, no Committee may act on behalf of the Board without specific authorization from the Board.
- (D) Committees shall keep minutes of their meetings and make them available to the



Board upon request. All committees shall comply with the Open Meetings Act.

Section 2. Governance Committee.

The Governance Committee shall ensure that the Board runs effectively and efficiently by ensuring that all Board members are aware of their respective roles and responsibilities. It shall periodically review and make recommendations with regard to Board operations and policies.

Section 3. Finance Committee.

The Finance Committee shall recommend and review activities and initiatives related to the financial condition, operations, and status of the Authority to ensure good fiscal health. This committee shall be chaired by the Treasurer.

Section 4. Nominating Committee

The Nominating Committee shall identify individuals who meet the criteria of Board membership established in these Bylaws and have the potential to contribute meaningfully to the organization.

The Committee shall develop a process for identifying potential Board members that encourages widespread participation by the full diversity of the District's neighborhoods, residents, and businesses. Such a process could include soliciting proposals from community representatives, holding public meetings, offering neighborhoods a chance to vote on their preferred representatives, or other means of community engagement. Irrespective of the form of public outreach, the decision to nominate ultimately remains the responsibility of the Committee.

The Committee shall nominate proposed Board members to the person or entity responsible for appointing a new member to an available seat. The responsible party will consider the nomination, but need not accept the suggestion.

Section 5. Program Committee.

The Program Committee shall recommend and review the activities of the Authority related to Enhanced Services, Community Grants, Transformational Projects, and any other programs approved by the Board. It shall also be responsible for ensuring that the Authority is working within, and achieving the goals of, the Strategic Plan.

Section 6. Communications Committee

The Communications Committee shall remain apprised of ongoing and planned efforts of the Authority and develop an external communications plan for approval by the Board in order to maximize transparency and invite public dialogue as constituents of the District are informed of the plans, processes, and activities of the Authority.

**ARTICLE VII. Strategic Planning**

### Section 1. Strategic Plan.

Because the District faces many challenges and has many opportunities, but the Authority has limited resources, the Board shall adopt and operate under a Strategic Plan that will establish strategic priorities for the coming 5-year period. This Strategic Plan shall be consistent with the vision outlined in the South Baltimore Gateway Master Plan.

The first Strategic Plan shall be adopted by June 1, 2017. The Strategic Plan shall then be updated at least once every 5 years, but may be updated more frequently at the Board's discretion. The most current version of the Strategic Plan must be made available to the general public, at no charge, in print and posted electronically on the Authority's website.

### Section 2. Strategic Plan Committee.

In order to draft or update the Strategic Plan, the Board shall create an ad hoc Strategic Plan Committee consisting of at least the Chair, the Treasurer, the chair of the Program Committee, and two other Board Members. The Executive Director shall also serve as a non-voting ex officio member of the Strategic Plan Committee. The Strategic Plan Committee will regularly update the Program Committee on its work.

### Section 3. Process.

Based upon input from the Board, the Strategic Plan Committee, and (if desired) public input, the Executive Director shall develop a proposed Strategic Plan. The chair of the Strategic Plan Committee shall then present the proposed Strategic Plan to the full Board for adoption.

The Strategic Plan Committee shall provide the Board with sufficient time to review the Plan prior to the meeting where the Plan will be voted on, and the Board shall have an opportunity to discuss the Plan before taking any vote.

### Section 4. Timing.

The first Strategic Plan shall be adopted by June 1, 2017.

Any other new or revised Strategic Plan that will influence spending decisions in the subsequent fiscal year must be adopted prior to December 31<sup>st</sup> in the current fiscal year. This will provide time for the Plan to be presented at the Spring meeting, and incorporated into the proposed Budget. If the Board determines more work will be required at the December 31<sup>st</sup> deadline, the Board may vote to extend the deadline by up to 60 days.

### Section 5. Content

At a minimum, the Strategic Plan will lay out: the strategic priorities of the Authority over the period of the Plan, including:

- (A) Allocation of Funding. Specify how funds will be divided between the three core program areas of Enhanced Services, Community Grants, and Transformational Projects and explain the reasoning for these allocations.

- (B) Enhanced Services. Identify priorities for Enhanced Services that the Authority should provide within the District, and explain the reasoning for these prioritizations.
- (C) Community Grants. Provide guidance for the Community Grants program, including whether competitive grants above and beyond minimum dispersals are required.
- (D) Transformational Projects. The Strategic Plan will identify the specific topic(s) that the Authority wishes to address, the key opportunities that it wishes to act upon, and the specific projects it intends to accomplish.
- (E) Strategic Communications. Outline how key audiences and stakeholders should be engaged throughout the planning and execution of projects, in order to maximize transparency and to optimize public engagement in these processes.

## **ARTICLE VIII. Fiscal Management**

### Section 1. Fiscal Year.

Each fiscal year of the Authority shall begin on July 1 and shall end on June 30.

### Section 2. The Budget.

Each fiscal year the Executive Director shall develop a proposed Budget in accordance with § 19-7 of the Code. The Budget shall contain funding for the three core project areas of Enhanced Services, Community Grants, and Transformational Projects.

After the Spring Public Meeting presentation of the draft Budget, and after presenting the draft Budget to the LDC for comment, and with due consideration for the input received from both, the Board shall finalize and adopt the proposed Budget and submit it to the Board of Estimates for approval prior to April 30.

In the event that the Board of Estimates should reject the proposed Budget, the Board shall promptly submit a revised proposed Budget. Until a final Budget is approved by the Board of Estimates, the Board shall temporarily adopt an interim spending plan to allow for ongoing operations to continue without funding new projects.

Funds raised by the Authority from sources other than the City (such as grant funds from philanthropic organizations) need not be included in the proposed Budget submitted to the Board of Estimates.

In the first year of the Authority, the proposed Budget may be for less than a full fiscal year, and must be submitted within 180 days of the enactment of the ordinance establishing this Authority, even if that date is after April 30.

### Section 3. Annual Audit.

The Board shall, no later than 90 days following the end of the Authority's fiscal

year, contract with an independent certified public accountant not affiliated with the Board to prepare an audit of all funds of the Authority. A copy of the audit report shall be furnished to the Board and to the City's Department of Finance and Board of Estimates. An electronic copy shall also be promptly posted on the Authority's website so that it is available to the general public.

#### Section 4. Baseline City Services Agreement.

The ~~Board~~ Authority shall negotiate and enter into a Memorandum of Understanding or other legal agreement with the City of Baltimore defining the baseline city services that the City is required to provide within the District.

**Commented [EP3]:** City ordinance only specifies the Authority (p. 13)

This agreement must detail the process by which the City will expend that portion of the Local Impact Grant funds that the City spends on its own. Because they are intended to further enhance quality of life in the District, these services or improvements provided by the City with such funds shall not be considered baseline services.

#### Section 5. Fiscal Agent.

The Board shall determine, with the advice of the Executive Director, whether a fiscal agent is required to manage funds on behalf of the Authority. In such an event, the Board shall promptly negotiate and approve a contract with an entity capable and willing to serve in such a role.

### **ARTICLE IX. Allocation and Distribution of Funds**

#### Section 1. Enhanced Services

Working with the Executive Director, the Program Committee shall determine what package of Enhanced Services the Authority will provide to the District in accordance with the Strategic Plan, and incorporate this package into the proposed Budget.

Prior to or during the delivery of Enhanced Services, citizens within the District may propose to the Board an alternative set of services that better fits their local needs. The Program Committee will review these proposals once per year at approximately the midpoint of the fiscal year and present them to the Board. The Board may grant the request(s) in whole or in part, provided that the change does not increase the overall cost of providing Enhanced Services.

The Program Committee may delegate some or all of these tasks to staff, with adequate oversight. If no Executive Director has been hired, the Executive Director's work shall be performed by the Administrator.

#### Section 2. Community Grants

Working with the Executive Director, the Program Committee shall:

- (A) Establish the total amount of Community Grant funding available any given year, for inclusion in the annual Budget, and how that grant money should be allocated. This

could include, for example, allocations to neighborhoods (recognizing that neighborhoods vary in size, population, and character), groups of neighborhoods, or allocations based on competitive criteria.

- (B) Establish criteria for the appropriate use of funds, designed to allow for a range of community uses while preventing waste, fraud, and abuse.
- (C) Identify organizations or individuals from each neighborhood in the District who are eligible to serve as a potential recipient of grant funds, based upon written criteria that the Director shall establish and make publicly available. Individuals or organizations that feel they have been excluded from this list may petition to be included.
- (D) Create a written application form, and make it available by at a minimum posting it on the Authority website three months in advance of each due date.
- (E) Establish a grant schedule for each year and publicize this schedule by, at a minimum, posting this information three months in advance of each due date on the Authority website.
- (F) Establish a panel to review applications. This panel may, but need not, be an ad hoc committee of the Board.
- (G) Determine the most fiscally responsible method to make payment to each grantee, given that some applicants may lack bank accounts, may not be incorporated, or may simply lack the systems needed to properly manage funds. These methods could include reimbursement for costs incurred, purchasing of items by the Authority on behalf of the grantee, or direct payment to the grantee itself.
- (H) Develop a process for tracking the use of grant funds, ensuring that funds were spent correctly, including creating a list of grantees that are ineligible applicants due to abuse of funds, and documenting and publicizing the various ways that funds were put to good use.
- (I) Publish a list, at least annually, of grants delivered.

The Program Committee may delegate some or all of these tasks to staff, with adequate oversight. If no Executive Director has been hired, the Executive Director's work shall be performed by the Administrator.

### Section 3. Transformational Projects.

Working with the Executive Director, the Program Committee shall develop programs that accomplish the Transformational Projects identified within the current Strategic Plan. The Committee shall establish an annual budget for these programs, and shall incorporate these costs into the proposed Budget, recognizing that projects of this type may require funding over multiple years, and working to leverage funding from other sources to the extent possible to support these projects.

## **ARTICLE X. Subsidiary and Affiliated Organizations**

### Section 1. Subsidiary Organizations.

The Board may elect to create and operate subsidiary entities controlled by the Authority, for business purposes such as limiting risk exposure and holding property. Such entities may later be maintained, terminated, or sold in furtherance of the Authority's mission

### Section 2. Affiliated Organizations.

The Board may elect to create, or cause to be created, affiliated nonprofit organizations established to further the mission of the Authority. These could include a nonprofit organization designed to apply for grant funds that the Authority itself is ineligible for.

## **ARTICLE XI. Parliamentary Authority**

Meetings of the Board shall, to the extent applicable and not inconsistent with the Bylaws or specific rules of order adopted by the Board, be conducted in accordance with the most recent edition of Robert's Rules of Order Newly Revised.

## **ARTICLE XII. Indemnification**

### Section 1. Board Indemnification.

The Authority shall fully defend, indemnify, and hold harmless any Board member made a party to any proceeding by reason of some act or omission by him or her in his or her capacity as a Board member unless it is established that an act or omission of the Board member was material to the matter giving rise the proceeding, and

- (A) was committed in bad faith; or
- (B) was the result of active and deliberate dishonesty on the part of the Board member; or
- (C) the Board member actually received an improper personal benefit in money, property, or services; or
- (D) in the case of any criminal proceedings, the Board member had reasonable cause to believe that the act or omission was unlawful.

### Section 2. Allowable Recompense.

Indemnification shall be against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the Board member in connection with the proceeding. Reasonable expenses may be paid or reimbursed by the Authority in advance of the final disposition of the proceeding upon receipt by the Authority of:

- (A) A written affirmation by the Board member of the Board member's good faith belief that the standard of conduct necessary for indemnification by the

Authority has been met; and

- (B) A written undertaking by or on behalf of the Board member to repay any amount if it shall ultimately be determined that the standard of conduct has not been met.

### **ARTICLE XIII. Amendments**

These Bylaws may be amended by the Board, provided that all of the following conditions are met:

- (A) Written notice of the exact text of the amendment is sent to all Board members at least thirty days before the meeting at which the amendment is to be considered;
- (B) The notice contains the date, time and place of the meeting at which the amendment is to be considered;
- (C) The details of the proposed amendment are included on the agenda or other materials on the Authority website at least two weeks in advance of the meeting.
- (D) The amendment is adopted by a majority plus 1 of the voting Board members present at the meeting; and
- (E) The amendment is approved by the Board of Estimates.

**Commented [EP4]:** Note conditions for amending bylaws

Plan:

- Circulate redlined bylaws to full Board in advance of and provide a heads up at 2/26 Board meeting
- Post details of proposed amendments on website after 2/26 Board meeting
- Vote on proposed amendments to bylaws at 3/20 Board meeting
- Submit amendments to BOE along with proposed FY20 budget by 4/30