



TO: Board of Estimates, Office of Comptroller

FROM: AGC5700 - Planning

DATE: 05/21/2026

Submission #: SB-26-11440

SUBJECT: South Baltimore Gateway Partnership FY26 Financial Plan and Amended Bylaws

ACTION REQUESTED OF BOARD OF ESTIMATES:

The Board is requested to approve the South Baltimore Gateway Partnership Proposed Fiscal Year 2026 Financial Plan and Amended Bylaws.

PERIOD OF CONTRACT/AGREEMENT: Based on Board Approval

AMOUNT AND SOURCE OF FUNDS:

Transaction Amount: \$ 0.00

Project Fund	Amount
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BACKGROUND/EXPLANATION:

Following a study by the Mayor's Office and Baltimore Casino Local Development Council ("LDC"), the Maryland General Assembly and Mayor and City Council created the South Baltimore Gateway Community Impact District (the "District") and Management Authority (the "Authority") in 2016, later branded as the South Baltimore Gateway Partnership. SBGP's enabling legislation (including Council Bill 16-0694), authorized SBGP to receive 50% of Casino Local Impact Grant ("LIG") funds starting in FY18, to provide enhanced services and foster community development in the district, consistent with the 2012 state law establishing LIG funds. The Mayor's Office convened the Authority's Board of Directors in 2016 and provided support for launching SBGP, now completing its 6th year of operations. Activities include grants to community-based organizations and strategic initiatives described in quarterly reports to the BOE.

City Council Ordinance 16-0694 requires the BOE to review the SBGP's Bylaws, Strategic Plan and Annual Financial Plan. The FY26 Financial Plan was presented in a public hearing and members of the general public were invited to provide feedback at our annual Spring Public Meeting on April 9, 2025. The FY26 Financial Plan was also provided to the Local Development Council for comment and adopted by SBGP's Board of Directors on April 16, 2025. The amended bylaws were adopted by the SBGP Board on April 16, 2025.

COUNCIL DISTRICT: Citywide

EMPLOY BALTIMORE: LIVING WAGE: LOCAL HIRING: PREVAILING WAGE:

N/A N/A N/A N/A

1 FOR PUBLIC ART: N/A.

ENDORSEMENTS:



Clerk, Board of Estimates

05-20-2026

MEMORANDUM

To: Chris Firehock, Community Development Grants Specialist, Department of Planning, City of Baltimore

For Submission to the City of Baltimore Board of Estimates

From: Brad Rogers, Executive Director, South Baltimore Gateway Partnership (SBGP)

Date: April 28, 2025

Re: South Baltimore Gateway Partnership Proposed Fiscal Year 2026 Financial Plan and Amended Bylaws

On behalf of the South Baltimore Gateway Partnership (SBGP), I am providing SBGP's:

1. Proposed FY26 Financial Plan (Budget), and
2. Amended bylaws.

Please submit these items to the Board of Estimates for approval on behalf of SBGP.

The FY26 Financial Plan was presented in a public hearing and members of the general public were invited to provide feedback at SBGP's annual Spring Public Meeting on April 9, 2025. The FY26 Financial Plan was also provided to the Local Development Council for comment and adopted by SBGP's Board of Directors on April 16, 2025.

You will note some formatting changes in the Financial Plan when compared to prior years, which we believe will make SBGP more transparent and effective in its budgeting and financial reporting. When SBGP was first founded, its funding came exclusively from its core casino revenues. Therefore its annual Financial Plan focused exclusively on these casino funds. But in recent years, SBGP has proved incredibly skilled at leveraging its core funds to attract new outside funding to South Baltimore. These supplemental funds have been of tremendous value to the residents of our District, and to the city as a whole.

As supplemental funds grew, SBGP's operations team carefully tracked and managed these funds, using the same high level of care and professionalism that is applied to core revenues. But this tracking was always done alongside the annual Financial Plan. Since these supplemental funds now represent a large and growing portion of SBGP's work, the FY26 Financial Plan was updated to include both core casino funding and supplemental funding from non-casino sources. Integrating the two funding sources into one unified report will better demonstrate the full breadth of SBGP's work and accomplishments.

While the City of Baltimore does not have authority over this supplemental funding, SBGP included these funds in the financial plan in a spirit of transparency and clarity.

The FY26 Financial Plan allows SBGP to continue to manage its growing portfolio of projects and program costs while remaining an incredibly lean organization with limited overhead. Program expenses

are budgeted to be 98% of total expenses, and operating expenses are budgeted to be just 2% of total expenses. Looking only at SBGP's core casino funds, program expenses are still budgeted to be about 85% of total expenses, and operating expenses are budgeted to be just 15% of total expenses, which is still an incredibly lean overhead rate. This demonstrates how SBGP remains committed to keeping overhead costs low and investing directly in its communities.

With regard to its core casino revenue, SBGP will continue to spend approximately 20% of program funds on Community Grants, which will be selected using our transparent and professional selection process. Approximately 30% of program funds will go to Enhanced Services, allocated through the extremely detailed Implementation Plan SBGP has built with BCRP and other partners, and will fund capital, maintenance, and programming in parks and public spaces. The remaining 50% of program funds will go to Transformational Projects, which will be selected by the SBGP Board based upon a rigorous ongoing process of evaluating opportunities to create meaningful and measurable change in the District. As always, SBGP will continue to direct funds wherever feasible to MBE/WBE contractors, in compliance with the law, as well as to support businesses within the District.

Baltimore City Council Bill 16-0694 Section §19-6(H) requires that the SBGP Board of Directors adopt bylaws subject to approval by the Board of Estimates. SBGP's bylaws were originally adopted by the SBGP Board on January 25, 2017, and approved by the Board of Estimates on April 12, 2017. Amended bylaws were then adopted by the SBGP Board on March 20, 2019, October 16, 2019, and July 15, 2020, and approved by the Board of Estimates on July 24, 2019, July 1, 2020, and November 18, 2020, respectively.

Two versions of the SBGP bylaws are enclosed – one with new, proposed amendments accepted, and another with the amendments redlined. The amendments clarify provisions related to the composition of the Board, appointment and removal of Board members, Officers, and quorum and voting. These amended bylaws were adopted by the SBGP Board on April 16, 2025.

If you or any member of the Board has any questions, please do not hesitate to contact me directly.

Sincerely,



Executive Director

SOUTH BALTIMORE GATEWAY COMMUNITY IMPACT DISTRICT MANAGEMENT AUTHORITY
PROPOSED FINANCIAL PLAN (BUDGET)
For the Year Ending June 30, 2026

	Orig. Approved Budget FY25	% of Budget	Core (LIGs + Unrestricted)	% of Budget	Supplemental (Restricted / Passthrough) Proposed Budget FY26	% of Budget	Total (Core + Supplemental)	% of Budget	Comments
			Proposed Budget FY26				Proposed Budget FY26		
REVENUES									
Intergovernmental Revenue (Local Impact Funding)	\$ 8,000,000		\$ 8,000,000				\$ 8,000,000		The MD Racing Commission suggests budgeting revenues based on the last 12 months of actual revenues, which were approx. \$8.6 million for January through December 2024
Investment (Loss) Income, net	280,000		258,107				258,107		Income earned on SBGP's investment account
Interest Income	200,000		158,590				158,590		Interest earned on SBGP deposits
Administrative Fees	201,566		-		224,723		224,723		Grant administration fees from supplemental grants
Other Grants	-		-		28,083,510		28,083,510		Federal, state, and local grants for the Middle Branch Resiliency Initiative and other passthrough support
Contributions and Donations	-		-		18,700,000		18,700,000		Contributions and donations from philanthropic and individual donors as well as government relations partnerships
Total Revenues	8,681,566		8,416,696		47,008,234		55,424,930		
PROGRAM EXPENSES									
Community Grants	1,227,513		1,026,954				1,026,954		20% of Core Direct Program Expenses
Salaries and Benefits	487,855		607,934				607,934		Salaries and benefits for Community Grants employees
Other Program Expenses	35,400		88,897				88,897		Capacity Building program, MD Nonprofits annual membership, unconscious bias training, Program Committee and other meetings, other
Enhanced Services	1,841,269		1,540,431				1,540,431		30% of Core Direct Program Expenses
Salaries and Benefits	381,429		445,622				445,622		Salaries and benefits for Enhanced Services employees
Other Program Expenses	8,000		11,700				11,700		Events, meetings, other
Transformational Projects	2,955,854		2,452,049		46,783,510		49,235,559		50% of Core Direct Program Expenses, less Community Development Manager salary and benefits, and Supplemental Passthrough Program Expenses
Salaries and Benefits	554,580		708,234		82,059		790,294		Salaries and benefits for Transformational Projects employees, including Community Development Manager. Any expenses paid with supplemental revenues will not be incurred if those revenues are not received. If supplemental revenues are received, the corresponding expenses will shift from core expenses to supplemental expenses and make additional core revenues available for direct program expenses.
Other Program Expenses	250,000		294,000		82,059		376,059		Consulting, grantwriting, legal, Reimagine Middle Branch communications, Strategic Planning Committee and other meetings, other. Any expenses paid with supplemental revenues will not be incurred if those revenues are not received. If supplemental revenues are received, the corresponding expenses will shift from core expenses to supplemental expenses and make additional core revenues available for direct program expenses.
Discretionary Insurance Fund	5,000		5,000				5,000		Discretionary insurance fund for small grantees, other limited-capacity partners to purchase private insurance in accordance with SBGP grant agreement/contracting requirements
Total Program Expenses	7,746,900	89.23%	7,180,820	85.32%	46,947,629	99.87%	54,128,449	97.66%	
Net Revenue after Program Expenses	934,666		1,235,876		60,604		1,296,481		
OVERHEAD EXPENSES									
Accounting	65,000		75,000				75,000		Third-party accounting services
Audit Fee	18,400		19,000				19,000		FY26 financial audit and single audit (for three programs)
Bank Fees	13,500		25,000				25,000		
Business Meals and Entertainment	13,500		15,400				15,400		Board of Directors meetings, team lunches, and coffee and other meetings
Equipment	22,000		20,000				20,000		Office furniture and equipment, new laptops
Fundraising	-		48,222				48,222		Promotional materials, conferences and events, other
Insurance	45,000		45,000				45,000		Annual premiums for commercial insurance policies
Legal Fees	15,000		15,000				15,000		
Marketing and Communications	6,000		8,006				8,006		MailChimp, HootSuite, boosted Facebook posts, mailings, other
Miscellaneous	5,000		5,000		60,604		65,604		Postage and mailing, Labor Law posters, newspaper subscriptions, other. Any expenses paid with supplemental revenues will not be incurred if those revenues are not received. If supplemental revenues are received, the corresponding expenses will shift from core expenses to supplemental expenses and make additional core revenues available for direct program expenses.
Printing and Copying	1,000		1,000				1,000		Business cards, other outsourced printing and copying
Professional Services	45,000		128,000				128,000		501(c)3 setup, HR consulting, website redevelopment
Rent and Utilities	93,627		96,436				96,436		12-month (continued) lease on offices in coworking space
Salaries and Staff Benefits	392,367		439,090				439,090		Salaries and benefits for operational employees
Staff Training and Development	22,500		30,318				30,318		
Supplies	7,500		7,500				7,500		Office supplies
Technology and Support	150,772		235,205				235,205		Software licenses, IT managed services and helpdesk support, website hosting and maintenance, other
Travel and Meetings	9,500		11,600				11,600		
Telecommunication	9,000		11,100				11,100		
Total Overhead Expenses	934,666	10.77%	1,235,876	14.68%	60,604	0.13%	1,296,481	2.34%	
Total Expenses	8,681,566		8,416,696		47,008,234		55,424,930		
Change in Net Assets	-		-		-		-		

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

Adopted or modified by the Board of Directors

on April 16, 2025, and

approved by the Board of Estimates

on _____.

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.

(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”.

(C) Other

Provided that the requirements under Section 2(A) and Section 2(B) above are met, any remaining seats may be filled with other qualified candidates.

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.

(iii) Of the 6 members designated under subparagraphs (i) and (ii) of this paragraph:

- a. At least 2 shall be residents of the 40th Legislative District; and
- b. At least 2 shall be residents of the 46th Legislative District.

(B) Council President Appointees.

2 members of the Board shall be City council members representing the District, automatically appointed by the City Council President as ex officio positions.

(C) Mayoral Appointees.

2 members of the Board shall be appointed by the Mayor. (Originally, 1 member of the Board had been appointed by the Mayor, but this was changed to 2 members by action of the Board resolution described in Section 4(D) below.)

(D) Board Appointees.

Originally, the 12 members of the LDC who were not elected officials were ex officio members of the Board (the “Former LDC Members”). However, by a resolution dated February 26, 2019, the Board determined to exercise its right under the Code to replace and select 11 of the Former LDC Members without regard to whether they serve on the LDC (the “Board Appointees”), with the 12th becoming an additional Mayoral Appointee. The Board then passed a second resolution dated October 28, 2019 adopting policies detailing the selection process for the 11 Board Appointees.

Of the 11 Board Appointees:

- (i) 10 shall be nominated by the Governance and Nominating Committee and appointed by the Board.
- (ii) 1 shall be designated as an ex officio position for a qualified representative from the Horseshoe Casino Baltimore.

(E) Ex Officio Members.

Ex officio members shall have all rights and responsibilities of regular Board members, except as otherwise provided in these bylaws. They are not subject to term limits described in Article III, Section 5.

(F) 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 1st. For term purposes, the Board Appointees under Section 4 (D)(i) and Section 4 (D)(ii) above and the 2nd Mayoral Appointee shall be treated as if they were appointed on January 1, 2020, and 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 1 member originally appointed by the Mayor shall be appointed for a term of 2 years.

(C) Special Terms for Board Appointees.

The Board Appointees shall serve initial terms, as follows: of the 10 members appointed by the Board under Section 4 (D)(i) above, 5 shall be appointed for a term of 1 year, and 5 shall be appointed for a term of 2 years, beginning on January 1, 2020. The process for allocating these members shall be determined by Board resolution.

(D) Terms Generally.

- (i) Other than the special provisions for the founding Board described in Article III, Section 5(B) and the Board Appointees described in Article III, Section 5(C), 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.

(E) 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 years, either consecutively or in any eight year period. For the purposes of this provision, minor interruptions in Board service (such as a procedural delay in receiving formal notice of reappointment) shall not constitute a break in continuous service, and if a

new appointment is made with six months or fewer in the term being filled, the new appointee's first term will be deemed to begin on January 1 of the following year. In the event that an individual reaches the limit of six years of Board service, they must leave the Board, and they will only become eligible for a new appointment after at least two consecutive years off the Board. If reappointed, they shall once again serve for no more than six years.

- (ii) Board Appointees shall automatically be reappointed at the end of each term, provided that they are still eligible to serve and have not resigned or been removed.
- (iii) Absent notice to the contrary, Board members appointed by an elected official who are still eligible to serve at the end of their term and have not resigned or been removed are assumed to have been reappointed by that official.

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, subject to the following:

- (A) Off-Cycle Board Appointments. When a Board member leaves the Board before their term expires, the following procedures apply:
 - (i) Continuation by Proxy. The departing member's proxy shall continue to fill their seat until a replacement appointment is made. If no proxy has been designated, the seat will remain vacant until a new appointment is made by either the Board or the legally-designated elected official.
 - (ii) Off-Cycle Replacement by Board. For Board Appointees, if no proxy is available, or if more than 6 months remain in the departing member's term, or if there is another compelling cause, the Board may conduct an off-cycle appointment.
 - a. In its effort to identify a candidate to fill the seat, the Governance and Nominating Committee may consider qualified candidates who have already submitted applications for consideration in previous application cycles, solicit additional applications from the public, or both.
 - b. The Governance and Nominating Committee will then present a nominee to the full Board for consideration, along with a description of the nominee and the rationale for their selection. The final appointment will be made by Board vote.
 - (iii) Start of Term. To preserve the staggered appointment calendar required by law, if more than six months remain in the term being filled, the new appointee's first term will be deemed to begin, not on the date that they are appointed, but on the date that the departing member's term began. If six

months or fewer remain in the term being filled, the new appointee's first term will be deemed to begin on January 1 of the following year.

- (B) Vacant Ex Officio Position. In the event that a Board seat is designated for an ex officio member (such as a representative of the Horseshoe Casino Baltimore) and the designated entity fails to provide a qualified individual to serve in that role, then the Board may temporarily fill that vacancy using the following procedures:
- (i) Written Notice. The Board shall submit written notice to the designated entity.
 - (ii) Off-Cycle Board Appointment. If the designated entity fails to fill the vacancy within 30 days of their receipt of the written notice, the Board may initiate an off-cycle Board appointment using the procedures detailed above, explaining to the nominee that their appointment may be temporary.
 - (iii) Start of Term. To preserve the staggered appointment calendar required by law, if more than six months remain in the term being filled, the temporary appointee's first term will be deemed to begin, not on the date that they are appointed, but on the date that the ex officio member's term began. If six months or fewer remain in the term being filled, the temporary appointee's first term will be deemed to begin on January 1 of the following year.
 - (iv) Return of Ex Officio Member. In the event that the designated entity subsequently desires to fill the position with a qualified individual, they may do so by specifying that individual in writing. Once they have done so, the ex officio member shall replace the temporary appointee at the beginning of the calendar year or upon the resignation of the temporary appointee, whichever is soonest. The ex officio member's term will be deemed to begin, not on the date that they return, but on the date that their service would originally have begun.

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, including Officers, may be removed with cause by a vote of a majority of the occupied seats on the Board.

A Board member may be removed without cause by a vote of two-thirds of the occupied seats on the Board (rounded to the nearest whole number). 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. Ex officio members shall not be eligible to serve as Vice Chair, Treasurer or Secretary. In the event that an ex officio member serves as Vice Chair, Treasurer or Secretary when this provision goes into effect, the member may serve in that role until the Board selects a new member to serve in that role.

These four Officers shall have the following responsibilities:

- i. **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.
- ii. **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.
- iii. **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.
- iv. **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 1st. 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 occupied seats on the Board shall constitute a quorum for the transaction of business. For the purposes of this section, an "occupied seat" is defined as a seat currently held by a duly appointed, designated, or elected member who has not resigned, been removed, or otherwise vacated their seat. 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, Strategic Planning, 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, and any other programs approved by the Board.

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 Planning Committee.

The Board shall establish a standing Strategic Planning 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 Planning Committee. The Strategic Planning Committee shall be responsible for drafting and/or updating the Strategic Plan for Board vote. Additionally, because Transformational Projects are such a critical component of executing the Strategic Plan, the Strategic Planning Committee shall also be responsible for reviewing, proposing for Board approval, and overseeing the implementation of Transformational Projects. The Strategic Planning Committee will regularly update the Program Committee on its work.

Section 3. Process.

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

The Strategic Planning 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 31st 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 31st 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 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.

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.

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.
- (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 no less than one month 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 Strategic Planning 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. The Committee shall propose Transformational Project funding requests to the full Board for approval.

The Strategic Planning 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.

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.

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

Adopted or modified by the Board of Directors

on ~~April 16, 2025~~~~July 15, 2020~~, and

approved by the Board of Estimates

on _____.

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.

(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”.

(C) Other

Provided that the requirements under Section 2(A) and Section 2(B) above are met, any remaining seats may be filled with other qualified candidates.

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.

(iii) Of the 6 members designated under subparagraphs (i) and (ii) of this paragraph:

- a. At least 2 shall be residents of the 40th Legislative District; and
- b. At least 2 shall be residents of the 46th Legislative District.

(B) Council President Appointees.

2 members of the Board shall be City council members representing the District, automatically appointed by the City Council President as ex officio positions.

(C) Mayoral Appointees.

2 members of the Board shall be appointed by the Mayor. (Originally, 1 member of the Board had been appointed by the Mayor, but this was changed to 2 members by action of the Board resolution described in Section 4(D) below.)

(D) Board Appointees.

Originally, the 12 members of the LDC who were not elected officials were ex officio members of the Board (the “Former LDC Members”). However, by a resolution dated February 26, 2019, the Board determined to exercise its right under the Code to replace and select 11 of the Former LDC Members without regard to whether they serve on the LDC (the “Board Appointees”), with the 12th becoming an additional Mayoral Appointee. The Board then passed a second resolution dated October 28, 2019 adopting policies detailing the selection process for the 11 Board Appointees.

Of the 11 Board Appointees:

- (i) 10 shall be nominated by the Governance and Nominating Committee and appointed by the Board.
- (ii) 1 shall be designated as an ex officio position for a qualified representative from the Horseshoe Casino Baltimore.

(E) Ex Officio Members.

Ex officio members shall have all rights and responsibilities of regular Board members, except as otherwise provided in these bylaws. They are not subject to term limits described in Article III, Section 5.

(F) 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 1st. For term purposes, the Board Appointees under Section 4 (D)(i) and Section 4 (D)(ii) above and the 2nd Mayoral Appointee shall be treated as if they were appointed on January 1, 2020, and 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 1 member originally appointed by the Mayor shall be appointed for a term of 2 years.

(C) Special Terms for Board Appointees.

The Board Appointees shall serve initial terms, as follows: of the 10 members appointed by the Board under Section 4 (D)(i) above, 5 shall be appointed for a term of 1 year, and 5 shall be appointed for a term of 2 years, beginning on January 1, 2020. The process for allocating these members shall be determined by Board resolution.

(D) Terms Generally.

- (i) Other than the special provisions for the founding Board described in Article III, Section 5(B) and the Board Appointees described in Article III, Section 5(C), 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.

(E) 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 years, either consecutively or in any eight year period. For the purposes of this provision, minor interruptions in Board service (such as a procedural delay in receiving formal notice of reappointment) shall not constitute a break in continuous service, and if a

new appointment is made with six months or fewer in the term being filled, the new appointee's first term will be deemed to begin on January 1 of the following year. In the event that an individual reaches the limit of six years of Board service, they must leave the Board, and they will only become eligible for a new appointment after at least two consecutive years off the Board. If reappointed, they shall once again serve for no more than six years.

- (ii) Board Appointees shall automatically be reappointed at the end of each term, provided that they are still eligible to serve and have not resigned or been removed.
- (iii) Absent notice to the contrary, Board members appointed by an elected official who are still eligible to serve at the end of their term and have not resigned or been removed are assumed to have been reappointed by that official.

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, subject to the following:

- (A) Off-Cycle Board Appointments. When a Board member leaves the Board before their term expires, the following procedures apply:
 - (i) Continuation by Proxy. The departing member's proxy shall continue to fill their seat until a replacement appointment is made. If no proxy has been designated, the seat will remain vacant until a new appointment is made by either the Board or the legally-designated elected official.
 - (ii) Off-Cycle Replacement by Board. For Board Appointees, if no proxy is available, or if more than 6 months remain in the departing member's term, or if there is another compelling cause, the Board may conduct an off-cycle appointment.
 - a. In its effort to identify a candidate to fill the seat, the Governance and Nominating Committee may consider qualified candidates who have already submitted applications for consideration in previous application cycles, solicit additional applications from the public, or both.
 - b. The Governance and Nominating Committee will then present a nominee to the full Board for consideration, along with a description of the nominee and the rationale for their selection. The final appointment will be made by Board vote.
 - (iii) Start of Term. To preserve the staggered appointment calendar required by law, if more than six months remain in the term being filled, the new appointee's first term will be deemed to begin, not on the date that they are appointed, but on the date that the departing member's term began. If six

months or fewer remain in the term being filled, the new appointee's first term will be deemed to begin on January 1 of the following year.

- (B) Vacant Ex Officio Position. In the event that a Board seat is designated for an ex officio member (such as a representative of the Horseshoe Casino Baltimore) and the designated entity fails to provide a qualified individual to serve in that role, then the Board may temporarily fill that vacancy using the following procedures:
- (i) Written Notice. The Board shall submit written notice to the designated entity.
 - (ii) Off-Cycle Board Appointment. If the designated entity fails to fill the vacancy within 30 days of their receipt of the written notice, the Board may initiate an off-cycle Board appointment using the procedures detailed above, explaining to the nominee that their appointment may be temporary.
 - (iii) Start of Term. To preserve the staggered appointment calendar required by law, if more than six months remain in the term being filled, the temporary appointee's first term will be deemed to begin, not on the date that they are appointed, but on the date that the ex officio member's term began. If six months or fewer remain in the term being filled, the temporary appointee's first term will be deemed to begin on January 1 of the following year.
 - (iv) Return of Ex Officio Member. In the event that the designated entity subsequently desires to fill the position with a qualified individual, they may do so by specifying that individual in writing. Once they have done so, the ex officio member shall replace the temporary appointee at the beginning of the calendar year or upon the resignation of the temporary appointee, whichever is soonest. The ex officio member's term will be deemed to begin, not on the date that they return, but on the date that their service would originally have begun.

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, including Officers, may be removed with cause by a vote of a majority of the occupied seats on the Board~~11 of the Board members~~.

A Board member may be removed without cause by a vote of two-thirds of the occupied seats on the Board (rounded to the nearest whole number)~~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. Ex officio members shall not be eligible to serve as Vice Chair, Treasurer or Secretary. In the event that an ex officio member serves as Vice Chair, Treasurer or Secretary when this provision goes into effect, the member may serve in that role until the Board selects a new member to serve in that role.

These four Officers shall have the following responsibilities:

- i. 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.
- ii. 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.
- iii. 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.
- iv. 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 1st. 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 occupied seats on the Board shall constitute a quorum for the transaction of business. For the purposes of this section, an "occupied seat" is defined as a seat currently held by a duly appointed, designated, or elected member who has not resigned, been removed, or otherwise vacated their seat.~~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, Strategic Planning, 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, and any other programs approved by the Board.

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 Planning Committee.

The Board shall establish a standing Strategic Planning 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 Planning Committee. The Strategic Planning Committee shall be responsible for drafting and/or updating the Strategic Plan for Board vote. Additionally, because Transformational Projects are such a critical component of executing the Strategic Plan, the Strategic Planning Committee shall also be responsible for reviewing, proposing for Board approval, and overseeing the implementation of Transformational Projects. The Strategic Planning Committee will regularly update the Program Committee on its work.

Section 3. Process.

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

The Strategic Planning 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 31st 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 31st 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 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.

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.

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.
- (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 no less than one month 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 back 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 Strategic Planning 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. The Committee shall propose Transformational Project funding requests to the full Board for approval.

The Strategic Planning 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.

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.