

## RDA By-Laws (\*\*\*\*\*DRAFT – SUGGESTION\*\*\*\*\*UPDATE v.1.8)

**NOTE: The following are not suggestions from the board, but from one individual in the neighborhood while the community discusses possible amendments to the current bylaws. The intention of the changes below are to create a more transparent and long lasting board.**

1. NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation. **(The opening statement from the original by-laws were redundant. The Articles of Incorporation name the organization and state it's purpose – which cannot change. I left them out of this version.)**
2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation shall be as designated by the Board of Directors. **(As administrations change, so will the mailing address of the corporation.)**
3. MEMBERSHIP:
  - A. Membership requirements: Persons eligible for Voting Membership in the Corporation shall meet the following criteria – live, rent, own property or own a business within RDA's recognized boundaries of Ridgely's Delight and be at least 18 years of age. To be a voting member in good standing, the voting member must pay the annual membership dues, if applicable and as set by the Board of Directors, and any other requirements as determined by the Board. Associate Membership is available to those interested who work or have any interest in Ridgely's Delight but would not include voting rights. **(I have drafted this version of the by-laws to be a fluid and living document that should never have to be amended. A membership fee may never be needed, but the Board has the right to request a fee should the need ever arise. Currently, most community organizations in Baltimore and Maryland utilize a dues of around \$10 per year as a source of funding. When thinking of by-laws, please remember to think of the future and not specifically about what the community is like today – time will change the community but the by-laws should remain solid without needing much change. Also, the above allows the Board to make any conditions of who is considered a “member in good standing” without having to amend the document. “Good standing” will be a law voted upon by the Board and remain fluid throughout future generations. Another important point that I deleted from the original by-laws is allowing someone who merely works in the neighborhood to be a voting member on the board.)**
  - B. All Voting Members shall have one vote. There shall be no proxy voting.
  - C. Termination of Membership: A Membership may be terminated by the Member if the Member sends written notice to the Board of Directors or the President. A Membership will automatically be terminated if a Member does not pay the annual dues, if any, or fails to abide by any rules as set forth by the Board. **(Once again, the wording “if any” allows us to continue to operate without dues.)**
4. DIRECTORS:
  - A. Classes: There shall be only one class of Directors.
  - B. Number/Composition: The Board shall be composed of no more than 16 persons and no less than ten (10) persons. The specific number of Directors shall be determined from time to time by the Board. One Director shall always be the past president and shall be a one year automatic position. The duties of the Director shall be designated

by the Board. **(Once again, continuity is very important. By having the past president serve, automatically, as a board member will ensure notes and established committees shouldn't fall to the way side with the election of new board or officers. There is no need to write a clause regarding what happens if the president doesn't want to serve or can no longer serve, because the board can simply vote on a rule. In my opinion, the Board should consist of 10 members. Beyond the officers, there should be a position for a Financial Director, Business/Membership Director, Public Safety Director, Communication Director and Architecture and Planning Director. However, these duties can change as the Board sees fit. The Board, at any time, can add more Director spots through a simple vote or even delete them. For example, the Board could call for a special vote to elect a board member to deal with long-term, but not permanent positions, such as a Grand Prix Director, Social Media Director, etc. And the by-laws don't have to be amended to do so.)**

C. Election/Nominations: Candidates for nomination as a Director shall be [1] at least 21 years of age; [2] a resident of or business owner in Ridgely's Delight; and [3] an active member in good standing. At each annual meeting, the Directors to serve for the ensuing year shall be elected by a majority vote of the Members present, if a quorum is present. Prior to standing for election, candidates for board seats must review the bylaws and verbally acknowledge that the duties described therein have been read and understood and, should they be elected, will be adhered to. Once elected, they must sign a document acknowledging that they will abide by, and be bound by, the board rules.

D. Term/Vacancies: Each Director shall hold office for a term of one year or until a successor is duly elected. Vacancies occurring between annual meetings shall be filled by the Board or by the Members and persons so elected shall fulfill the term of his/her predecessor.

E. Voting: Each Director shall have one vote; there shall be no proxy voting.

F. Removal: A Director may be removed if he/she incurs at least three (3) unexcused absences from Board Meetings or at least four (4) unexcused absences from Public Meetings per calendar year or with cause, as determined by a two-thirds vote of the Board present or a majority of the Members present at any meeting at which there is a quorum or by a two-thirds vote of the Membership at any Membership meeting at which there is a quorum. A director may also be removed, if he/she incurs at least three (3) unexcused absences from committee meetings per calendar year or with cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. **(With cause should be fluid and can be established with a simple vote by the Board without amending this document.)**

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

H. Duties: Board members are expected to participate in activities that further the mission of the organization, including but not limited to those activities described below. In addition to specific activities and duties related to committee business, directors will be encouraged to participate as volunteers in activities that involve all members, directors, and officers. Participation in such activities is not mandatory but is encouraged, and board members are expected to fulfill the duties for which they volunteered. Board members, other than the Officers, must actively participate in at

least one standing committee of the Ridgely's Delight Association. The board member must follow any requirements identified by the committee, including but not limited to attendance and participation in activities. Board members may form and serve on a committee in accordance with the bylaws of the Ridgely's Delight Association, provided that the approval of the other Directors is obtained. **(This ensures that all Directors are active members of the community and not just an empty vote.)**

## 5. OFFICERS

A. Election: The officers shall consist of President, Vice-President, Secretary, Treasurer, Immediate Past President and such additional officers as created from time to time by a majority vote of the Board of Directors. The Officers (except for the Immediate Past President which is an automatic one-year term) shall be elected annually from within the popularly elected Directors by the Directors at the first Board Meeting following the annual meeting of the Corporation. **(This is probably the biggest change to how we currently do business. Like any other corporation, Officers should not be elected by the community/customers at large. The reason behind this is that a role as important as the face of our association (President and VP), the legal keeper of the rules and minutes (Secretary) and keeper of the purse (Treasurer) should not be a popularity contest, but held by those with the aptitude and experience to perform well in those roles. This responsibility, like in a parliamentary democracy, should not be left to masses. Instead, the masses will elect at least 10 Directors through popular vote, then the Directors will choose the officer from within the popularly elected Directors.)**

B. Any vacancy occurring in any office, for whatever reason, shall be filled by the Board of Directors and any Director so elected shall fulfill the term of his/her predecessor.

C. Removal: An officer may be removed, if he/she incurs at least three (3) unexcused absences from Board Meetings or at least four (4) unexcused absences from Public Meetings per calendar year or with cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. **(Once again, cause can be determined as an issue that arises through a board vote rather than having to constantly amend the by-laws).**

D. Resignation: An officer may resign only by submitting a written resignation to the President or Secretary or to the other Directors, if the resigning officer is the President.

E. Authority and Duties: The Officers shall have full voting privileges and be members of the Board of Directors and have the authority and responsibility delegated by the Board and as stated in these Bylaws.

*1. The President shall: prepare the agenda for, preside at and conduct all meetings of the Board; sign all contracts and agreements in the name of the Corporation after they have been approved by the Board; normally serve as the representative of the Corporation in meetings and discussions with other organizations and agencies.*

*2. The Vice-President shall: perform the duties of the President if the President is unable to do so or absent; perform such other tasks as may be assigned by the Board; and, at the request of the President, assist in the performance of the duties of the President.*

*3. The Secretary shall: keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and*

*distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; retain and be ready to distribute a rolling list of current laws and rules as established, altered or deleted by the Board; and maintain the Minutes Book of the Corporation, Continuation of Governance Book, and a current listing, with phone numbers and addresses, of the Directors at the office of the Corporation. (Here, the Secretary now has one further responsibility, keeping a law and rules book – known as the Continuation of Governance, or COG. This is something currently missing. Members should be able to log onto our website and see the rules and laws established by the Board from now until forever. A COG book is exactly what it sounds like – a binder with all laws, passwords, etc that can easily be passed from President to the next. The President, treasurer and Board may also retain this information if the Board so wishes through a simple vote without having to amend these by-laws.)*

*4. The Treasurer shall: be responsible for all funds of the Corporation and receive and deposit all such funds into the proper account; record and monitor receipts and disbursements from such account or accounts; keep accurate books and records of the finances of the Corporation; prepare a financial accounting for each Board meeting; and prepare all end of year accounting and file all federal and state tax reports.*

*5. The Immediate Past President shall: provide consultative assistance to the President and the Board to ensure continuity.*

*6. Other Officers appointed by the Board shall: perform such duties as may be specified by the Board or by officers given authority over them.*

## 6. MEETINGS

A. Annual Meeting: The Annual Meeting of the Membership of the Corporation shall be held in the month of December of each year or at such time as soon as practical thereafter as determined by the Board of Directors.

B. Regular Board Meetings: Regular meetings of the Board shall be held once every three (3) months and may be scheduled more often by the President. Regular Board Meetings should be open to the public, however the public may not participate in these meetings unless so authorized by the Board. **(Of course, we'd meet more often, but like most community boards in Baltimore, there may be a time in the future when meeting each month may not be needed. Each administration can choose their own meeting regime as the future dictates.)**

C. Regular Membership/Public Meetings: Regular meetings of the Membership shall be held six (6) times per year and may be scheduled more often by the President. These meetings shall be open for public debate. **(While I love seeing all your faces every four-weeks, having public meetings every month is a burden and not as productive as having larger and more informative meetings every 60 days.)**

D. Special Meetings: Special meetings of the Board or Membership shall be held at any time and at any place within Baltimore City when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

E. Notice of Meetings: Notices of Regular Board and Regular Public meetings and the public Annual Meeting of the Membership shall be in writing and disseminated to the community at least four (4) days before the day of the meeting. Notices of special public

meetings shall state that it is a special public meeting being called and may be given orally or in writing at least 24 hours prior to the meeting time. All persons entitled to vote at the meeting must receive proper notice of the meeting. The annual schedule of regular public meetings and board meetings, which are open to the public, shall be in writing and distributed to the membership throughout the year. **(We have no clue what the future holds. One day, we may not have newsletters and email may be a thing of the past. "in writing and distributed" pretty much covers all the basics for distro – email, newsletter, facebook, etc.)**

F. Quorum: At any meeting, two-thirds of the Board of Directors, being present, shall constitute a quorum. At any meeting in which the Board or these by-laws afford a public vote, the Voting Members and two-thirds of the Board of Directors, being present, shall constitute a quorum. A majority vote shall consist of 51 percent of those present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.

7. COMMITTEES: The Board of Directors may create such committees as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Corporation. All such appointments must be approved by the Board either prior to the appointment or ratified at the next Board meeting. All committee chairs must report directly to a Director or Officer as directed by the President. **(Notice, I got rid of the enumerated committees from the current by-laws. As times change, so may committees. This allows the Board, from now to a thousand-years from now, to establish the standing committees each administration views pertinent. Lastly, by requiring all committee chairs to report to a Director or President, it should prevent committees from operating off the grid without Board guidance.)**

8. INDEMNIFICATION: The Corporation may indemnify Directors, officers, employees and agents of the Corporation to the fullest extent required and permitted by the General Laws of Maryland.

9. FISCAL YEAR: The fiscal year of the Corporation shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.

10. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes. The minutes and explanation of the vote must be disseminated to the voting membership prior to the next Regular Meeting, or at the next Regular Meeting should it occur within 72 hours of the action without meeting. **(This covers voting via email or other means. Currently, this isn't covered under the existing by-laws but it's a practice that has been heavily used by the current board. However, the last line mandates that whatever takes place or is voted upon in these voting sessions must be made public – in action that has sometimes been missed over the past year.)**

11. AMENDMENTS: These Bylaws may be amended by a majority vote of the Board of Directors or the Members provided the proposed amendment(s) has (have) been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

We, the undersigned, being Officers of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws as adopted by the Board of Directors on the date below.

RDA President

Date

RDA Vice President

Date

RDA Treasurer

Date

RDA Secretary

Date