

BYLAWS
OF
RIDGELY'S DELIGHT ASSOCIATION

ARTICLE I
NAME

The name of the organization shall be the Ridgely's Delight Association, Inc. Ridgely's Delight is the area generally bounded by Pratt Street, Russell Street and Martin Luther King Boulevard in the City of Baltimore, Maryland. The Association may act on issues affecting its membership, whether occurring within or beyond these physical boundaries.

The Corporate Seal of this Association shall have inscribed thereon the "Ridgely's Delight Association, Inc. 1976 Maryland" as appears on the impression of this page.

ARTICLE II
OBJECTIVES

The objectives of this Association shall be to promote the general welfare, quality of life and the improvement of Ridgely's Delight. The objectives shall be accomplished through active citizen participation in planning for and maintaining the best possible neighborhood living conditions and by marshaling available forces into a cooperative effort to effectively solve area problems.

ARTICLE III
MEMBERSHIP

- 1) Eligibility: Any person residing in, owning property in, operating a business located in or representing an institutional or fraternal organization in Ridgely's Delight is a member of the Association.

- ~~2) Member in Good Standing: In order to remain a member in good standing and be eligible to vote, a member must be at least eighteen (18) years of age and must attend three (3) regular meetings within six (6) months prior to the meeting at which a vote will be cast. If a member wishes to be excused from a meeting, he/she must notify the President in writing before the meeting. The Board will decide at the next Board meeting whether to accept or reject the excuse. If accepted the member will be counted as present. The Association Secretary will notify the member in writing of the Board's decision.~~

- 2) Member in Good Standing: In order to remain a member in good standing and be eligible to vote, a member must be at least eighteen (18) years of age and must attend at least two (2) regular or board meetings or previously sanctioned community events within four (4) months prior to the meeting at which a vote will be cast. *Adopted by the membership on 10/2/96.*

Participation in Citizens on Patrol, or in the publication and/or delivery of the community newsletter, shall be considered as attendance at a Board-sanctioned event for that month, and shall be considered in determining if someone is a Member in Good Standing. *Adopted by the membership on 9/7/05.*

ARTICLE IV MEETINGS

- ~~1) Annual Meeting: The annual meeting for the purpose of election of officers and the Board of Directors, approval of the Treasurer's report, presentation of the President's report, reports of officers or chairmen and any special business shall be held on the first Wednesday in May of each year, at a time and place designated by the Board of Directors. Written notice of the time and place of the meeting, agenda and nominations for Officers and Director positions shall be distributed to the membership at least two (2) weeks prior to the meeting.~~
- 1) Annual Meeting: The annual meeting for the purpose of election of officers and the Board of Directors, approval of the Treasurer's report, presentation of the President's report, reports of officers and chairmen and any special business shall be held on the first Wednesday of November each year, at a time and place designated by the Board of Directors. Written notice of the time and place of the meeting, agenda and nominations of Officers and Director positions shall be distributed to the membership at least two (2) weeks prior to the meeting. *Adopted by the membership on 11/6/13.*
- 2) General Meeting: Regular meetings of the Association membership will be held monthly as scheduled by the Board.
- 3) Board of Directors Meetings: The Board shall meet monthly. See Article VII, sec. 4.

- 4) Special Meetings: Special meetings of the Association may be called: (1) by the President or (2) upon written or telephone request of the President by five (5) members of the Board or (3) by twenty-five (25) members of the Association. Written notice of the time, place and location of the special meeting and information concerning the meeting shall be distributed to the members at least three (3) days prior to the special meeting.

The President shall have the right to call a special Board Meeting when Association business cannot wait until a regular meeting is held. Board members must be notified at least twenty-four (24) hours in advance.

- 5) Voting: Only members present and in good standing may vote at regular, special and annual meetings of the Association.
- 6) Quorum: A quorum is required at all meetings at which a vote is taken. One-third of the members in good standing shall constitute a quorum at regular and special meetings of the Association. One-half of the members in good standing shall constitute a quorum at annual meetings.

ARTICLE V DUES AND FISCAL POLICIES

- 1) Dues: Eligible persons are not required to pay a fee as a condition for becoming a member nor maintaining membership. Volunteer contributions offered for the purpose of supporting community sponsored activities would be accepted. Annual dues may be instituted and thereafter altered by a two-thirds vote of the membership in good standing.
- 2) Fiscal Policies: All checks, drafts and orders for payment shall bear the signatures of the President and Treasurer. A Vice President may sign if either the President or Treasurer will not be available for forty-eight (48) hours or more. But all checks, drafts and orders for payment must bear two signatures of duly authorized and constituted Board members.

Any contracts, deeds or legal transaction shall be approved by the Board of Directors and then submitted to an attorney selected by the Board. If changes are required, they must be approved by the Board before the President signs the document.

The books and accounts of the Association shall be kept in accordance with sound accounting practices and shall be reviewed annually by the Board. The books and accounts shall be opened for inspection by appointment by any eligible voter of the Association. Should the Treasurer (because of vacation, illness or other disability) be unavailable to transact Association business for a period of longer than one (1) week, the Association checkbook and accounts shall be turned over to the President until such time as the Treasurer is able to resume his/her responsibilities

ARTICLE VI
OFFICERS

- 1) Positions: This Association shall have six (6) elected officers: President, Vice President of Operating Committees, Vice President of Membership and Communications, Secretary, Treasurer and Parliamentarian.
- 2) Nomination: The Nominating Committee shall present a slate of one or more candidates for each office to be filled. The slate shall be distributed to the membership at least two (2) weeks prior to the Annual Meeting. Only Association members in good standing may be nominated for an office.
- 3) Election: Officers shall be elected for a term of one year by a simple majority vote by secret ballot of the members present and in good standing. There shall be no limit to the number of terms an officer may serve, if elected.

4) Duties:

- A. President: The President shall be the executive officer of the Association, shall call and preside at the meetings of the Association and the Board of Directors, and shall be a member ex-officio of all committees. The President shall appoint the chairman of all committees and when necessary a secretary pro tern. The President may appoint committees not otherwise formed by the Board of Directors and assign their duties. The President must reside in Ridgely's Delight.

All correspondence or other written communication which is written on behalf of or representing the Association shall bear the signature of at least the President of the Association and shall not be sent by any Board member or other member of the Association without first being reviewed by and "signed off" by the President of the Association.

- B. Vice President Operating Committees: The Vice President Operating Committees shall assist the President by supervising the various committees which may be formed. He/she shall assume all duties of the President in his/her absence or temporary inability to serve.
- C. Vice President Membership & Communications: The Vice President Membership & Communications shall assist the President by promoting communications with members, supervising the Membership Committee and supervising other related Committees which may be formed. This Vice President is also responsible for supervising the monthly Association newsletter.

- D. Secretary: The Secretary shall keep the minutes of the Association and the Board of Directors meetings. He/she shall maintain a file of members and essential records, which shall be transmitted to his/her successor at the close of his/her term of office. The Secretary and Parliamentarian are jointly responsible for the Associations Register of Resolutions.
- E. Treasurer: The Treasurer shall collect, deposit and disburse all taxes, fees, dues and revenues and attend to all matters pertaining to banking. The Treasurer shall keep the membership and the Board of Directors informed of fiscal affairs and presents an annual report to the membership. He/she is authorized to incur and pay expenses of the Association in the amount not more than twenty-five (25) dollars. Expenses in excess of twenty-five dollars shall be paid only on the order of the Board of Directors. The Treasurer shall be responsible for obtaining, completing and filing tax and other fiduciary forms in a timely manner.
- F. Parliamentarian: The Parliamentarian shall advise and resolve matters pertaining to issues relating to conduct of meetings, elections and motions in compliance with Association By-Laws. The Parliamentarian shall assist the President and the Board of Directors in calling motions and votes in compliance with the Association By-Laws. The Parliamentarian shall advise the Association on Robert's Rules of Order, Revised on all matters of procedure not specifically covered by the By-Laws or the Charter of the Association. The Parliamentarian shall be custodian of the By-Laws, and shall annually review the existing document, solicit, record and present to the voting membership such as additions, changes and deletions to the By-Laws as may be appropriate for the ongoing business of the Association.

The Parliamentarian and the Secretary shall be joint custodians of the Association's Register of Resolutions.

ARTICLE VII BOARD OF DIRECTORS

~~The Board of Directors shall consist of six (6) elected officers of the Association and four (4) Directors elected by the membership at the annual meeting. The terms of the elected Directors shall be two (2) years. Two Directors shall be elected each year.~~

The Board of Directors shall consist of (6) elected officers and five (5) Directors elected by the membership at the annual meeting. They shall be elected for a one-year term and eligible for election as many succeeding terms as they choose to run and serve. *Adopted by the membership on 11/3/04.*

- 1) Nomination: The Nominating Committee shall distribute a slate of Directors at least two (2) weeks prior to the annual meeting. See Article IV, Section 1. Nominations may be made from the floor of the meeting.
- 2) Election of Directors: The Directors shall be elected by a simple majority vote by secret ballot at the annual meeting. ~~They shall be elected for a two-year term and eligible for election as many succeeding terms as they choose to run and serve.~~

The terms of office for Ridgley's Delight's board members and officers shall be for one year. The year will follow the calendar year, starting on January 1 and ending on December 31. While board members and officers are elected in November, their term will not start until the following January. If board members are not elected in November, there will be a special election called to fill the open RDA positions for officers and board members. If the special election takes place after December 31, the new board will be installed immediately and serve out the remainder of that calendar year term. The current board shall serve until the new board is elected. *Adopted by the membership on 11/05/14.*

- 3) Duties of the Board of Directors: The Board of Directors shall approve all business transacted by the Association and shall have general charge and control of the affairs and funds of the Association. At regular meetings of the Association, the President shall inform the membership of any major proposals and programs presented and action taken by the Board. The Board of Directors is empowered to act on behalf of the Association, without prior approval by the general membership, should the immediacy of circumstances or issues warrant such action.
- 4) Meetings of the Board of Directors: The Board shall hold regular monthly meetings. Special Board meetings may be called by the President with twenty-four (24) hour notification when Association business cannot wait until a regular meeting is held or normal notification is given.

The President shall call a special Board Meeting upon written or telephone request to the President by five (5) members of the Board. Written or telephone notice of special meetings shall be given to Board members at least three (3) days prior to the meeting and shall state the purpose of the special meeting and the questions to be discussed and/or voted on.

Special meetings of the Board (e.g. via electronic means) as specified in the register of resolutions are allowed on an emergency basis when business of the Association cannot wait until the next scheduled Board meeting. The voting means used shall be open to the whole board, and all votes will be cast publicly to the entire board. Voting in an emergency vote is not closed until all votes have been cast; however actions may be taken by the Board once the issue has received a simple majority of all possible votes in the affirmative or in the negative. The question under consideration and the results of the emergency board vote shall be made public at the next community meeting and will be entered into the meeting notes. This means should be considered a method of last resort for Board business, and special care should be taken to ensure the issue under vote is stated clearly with reasonable time for discussion, debate, and possible community input as the situation allows. The protocol and format of each means of emergency voting must be specified in the Register of Resolutions before the means are used for an emergency vote. *Adopted by the membership 11/5/14.*

Meetings of the Board of Directors shall be open to the membership of the Association who may participate without voting. Members will be notified in writing of the date of the Board meetings via monthly newsletter or other written and public statement.

- 5) **Eligibility:** A member of the Board of Directors who misses two (2) consecutive Board meetings without reasonable excuse shall be notified by the Secretary. A Director who continues to be delinquent for one additional month may be declared ineligible by the President to serve on the board. A Director declared ineligible may be removed by a majority vote of the members in good standing at the next regular meeting of the Association provided that notice of said meeting and contemplated action has been sent to all members at least (3) days in advance.
- 6) **Vacancies:** Nominations to fill Board of Directors vacancies will be presented by the nominating Committee. Vacancy nominations may also be made from the floor. Vacancies shall be filled by a simple majority vote by secret ballot of the membership in good standing, present and voting. A quorum must be present. Persons so elected shall serve until the expiration of the original term and shall be eligible to re-election.
- 7) **Quorum:** The quorum of the Board of Directors is more than one-half the total number of Directors.

ARTICLE VIII
COMMITTEES

- ~~1) General: The standing committees shall be a Finance Committee, a Membership Committee and a Nominating Committee. Such other committees as may be deemed necessary by the Board of Directors shall be appointed by the President with the approval of the Board.~~
- 1) General: The standing committees shall be a Finance Committee, a Membership Committee, a Nominating Committee, and an Architectural Review Committee. Such other committees as may be deemed necessary by the Board of Directors shall be appointed by the president with the approval of the board. *Adopted by the membership on 11/2/16.*
- ~~2) Finance Committee: The Finance Committee shall advise the Board and the Association on fiscal matters and shall audit the books and accounts in June of each year. The committee shall consist of the Treasurer and no less than two Association members appointed by the President. The chairman of the Finance Committee shall be appointed by the Association President and shall not be the Treasurer.~~
- 2) The Finance Committee shall advise the Board and the Association on fiscal matters and shall review the books and accounts in June of each year. The committee shall consist of the Treasurer and no less than two Association members appointed by the President. The chairman of the Finance Committee shall be appointed by the Association President and shall not be the Treasurer. *Adopted by the membership on 11/2/16.*
- 3) Membership Committee: The Membership Committee shall actively seek new members for the Association and encourage attendance at meetings. It shall supervise the maintenance of membership records and current addresses. The President shall appoint a chairman from the Board and no less than two Association members.
- 4) Nominating Committee: The Nominating Committee shall prepare a slate of officers and Directors to nominate candidates to fill vacancies on the Board. The Committee shall consist of five (5) voting members and the President who shall not vote but shall advise and counsel the voting members. The five (5) voting members consist of two (2) elected by the Board, two (2) appointed by the President and the Immediate Past President.
- 5) The Architectural Review Committee shall liaise with the Commission for Historic and Architectural Preservation (CHAP) regarding the Ridgely's Delight Historic District, and may consider other architectural concerns of the neighborhood. The leadership and makeup of the committee shall be outlined in the Registry of Records. *Adopted by the membership on 11/2/16.*

ARTICLE IX
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised shall be the parliamentary authority for all of procedure not specifically covered by the By-Laws or the Charter of the Association.

ARTICLE X
AMENDMENTS

The By-Laws may be amended by a two-thirds vote of the members present and in good standing at any meeting of the Association, provided that a copy of the proposed amendments have been submitted to the Secretary at least ten (10) days prior to the meeting. The Secretary shall publish proposed amendments in the community newsletter or similar publication prior to the meeting.

AMENDMENTS TO THE BY-LAWS

Note, the specific language for the amendments listed below has been added to the bylaws in the appropriate section. The original bylaws language that has been replaced has continued to be shown for historical reasons, but the strike through feature has been used on it to designate that it has been replaced by the amendment following it.

Adopted 10/02/96

Article III, Membership

- 2) Member in Good Standing: Established new attendance requirements

Adopted 11/03/04

Article VII: Board of Directors

Introductory paragraph: Increased the number of directors and reduced the term of office.

Adopted 09/07/05

Article III, Membership

- 2) Increased the activities that can serve as qualifying events for being in good standing.

Adopted 11/06/13

Article IV, Meetings

- 1) Annual Meeting: Changed the month in which this is held.

Adopted 11/05/14

Article VII, Board of Directors

- 2) Terms of Office: Changed the length of term, defined when electees take office and established rules for a special election should one be necessary.
- 4) Board Meetings: Established when and how electronic special meeting shall be held.

Adopted 11/02/16

Article VIII: Committees

- 1) General: Added the Architectural Review Committee to the standing committees.
- 2) The Finance Committee: Established an annual review (rather than audit) of the books and accounts.
- 5) The Architectural Review Committee: Defined the role of this new standing committee.