

RAVENS NEST #10

**Anne Arundel County,
Maryland**



BY-LAWS

16, October 2013

BY-LAWS
RAVENS NEST NO. 10

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BIRDS OF PREY

RAVENS NEST NO. 10 OF ANNE ARUNDEL COUNTY, MARYLAND, INC.

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ARTICLE I

Authority

Section 1. These by-laws are adapted pursuant to the Constitution of Ravens Nest No. 10 of Anne Arundel County, Maryland, Inc.

ARTICLE II

Name

Section 1. The common and usual usage of the Corporation shall be Ravens Nest No. 10 of Anne Arundel County, Maryland, Inc.

Section 2. The terms "Nest" and "Corporation" as used in these By-Laws and in the Constitution shall mean the same as Ravens Nest No. 10 of Anne Arundel County, Maryland, Inc.

Section 3. The term member as used herein shall mean a member of Ravens Nest No. 10 of Anne Arundel County, Maryland, Inc.

Section 4. The term a governing body shall consist of the members in good standing.

ARTICLE III

Mailing Address and Meeting Place

Section 1. The mailing address of the Nest shall be the current Recording Secretary, Treasurer or President.

Section 2. The Nest, from time to time, shall designate the meeting place of the Nest, all subject to other and further conditions set forth elsewhere herein. The meeting date is the third Wednesday of each month at Bill Bateman's, Severna Park, Maryland 21146, except as modified by the membership at the prior meeting. In case of emergency, the regular meeting date may be changed by the President with 48 hours notice to all members.

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Section 3. Special meetings may be called at the discretion of the President of the governing body. Special meetings can also be called by the written request of at least 20% of the members of the governing body. Should the need for a special meeting arise, verbal notification shall be given to each member of the governing body **48 hours in advance.**

ARTICLE IV

Membership

Section 1. The membership of the Nest shall consist of those persons who are members in good standing as defined below.

Section 2. Each member shall remain a member in good standing as long as his/hers dues are current and as long as he/she meets the obligations and requirements set forth herein, including maintenance of its charter and attendance of a minimum of **4** meetings per year.

Section 3. Only active members in good standing shall be entitled to a voice at meetings, to vote on Nest business and hold office.

ARTICLE V

Membership-Qualifications and Procedures

Section 1. Any who possesses a desire to promulgate the purposes of the Nest, each of whom shall be at least 21 years of age, shall be eligible to apply for membership in the Nest.

Section 2. Each prospective member shall submit an application for membership to the Nest, along with payment of membership dues. Upon receipt of application and dues, the prospective member will be introduced to the Nest at a membership meeting. At the prospective member's next meeting, within 90 days of introduction, the attending Nest members will determine by majority vote whether or not to accept him/her as a member. If a conflict arises between Nest By-Laws and Chamber By-Laws, Chamber By-Laws shall prevail.

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- Section 3.** No individual shall be eligible for membership in the Nest if they are already a dues paying member of another Ravens Nest.
- Section 4.** Any individual who resigns from any Nest of their own volition shall be eligible for membership in any other Nest upon proper application for such membership.
- Section 5.** The membership Committee shall relate to the applicants, (1) the requirements for membership, (2) adherence of Nest By-Laws, (3) maintaining an active interest in the activities of the Nest as well as those activities sponsored by other Nests and the Chamber, (4) sponsorship of a Charitable Organization, and (5) requirements for proper conduct.

ARTICLE VI

Governing Body

- Section 1.** The governing body of the Nest shall consist of the members in good standing.
- Section 2.** Fifteen (15) members of the governing body shall constitute a quorum.
- Section 3.** All business of the Nest shall be conducted in accordance with the current edition of Roberts Rule of Order, unless set forth otherwise herein.
- Section 4.** The term of office of each Nest President shall not exceed 2 consecutive years.

ARTICLE VII

Officers, Board of Directors - Duties/Terms of

Initial Term of Office for Officers and Board of Directors

The initial (first) officers and Board of Directors of the newly established Nest shall serve for a period of 2 years. Their terms will begin at the January 2003 meeting. After this initial 2 year term, all elected officers will serve for a period of 1 year.

- Section 1.** **PRESIDENT** - It shall be the duty of the President to preside at all meetings of the Nest and to decide all questions of order without debate subject to appeal to

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the Board of Directors and brought up at the next meeting. The President shall establish all Committeemen necessary and shall remove any Committeemen for just cause. The President shall attend or appoint alternates to attend the monthly Presidents Meeting of the Chamber of Ravens Nests, Inc. If for any reason the President is unable to attend Nest functions, the Vice President or next officer in line shall attend.

Section 2.

VICE PRESIDENT - The Vice-President shall, in the absence of the President, be vested with all powers of the President at Nest meetings, and in the case of death or resignation of the President shall act as President until the next meeting, at which time an election for a new President will be held. The Vice-President shall assist the President as requested.

Section 3.

TREASURER - It shall be the duty of the Treasurer to receive all monies accruing from every source of the Nest, pay all bills against the Nest when duly authorized, and keep a full and correct account of all monies and funds received and paid out. No appropriation of the funds of this Nest shall be made except for the benefit of the Nest. The funds of the Nest shall be deposited in a bank by the Treasurer. All checks must have 2 signatures. The President, Vice-President, Secretary, and Treasurer shall be authorized to sign checks. There shall be no more than one checking account. The Treasurer shall receive all dues, fines and assessments and keep a correct record thereof.

The Treasurer shall pay no money without a receipt for same, including administrative expenses. The Treasurer shall make a monthly report of all receipts and expenditures. This report shall be available for review upon request. All books shall be kept on a Calendar Year Basis year ending December 31.

The Treasurer shall be responsible for the preparation of the following forms at the end of his/her tenure in office or on an annual basis:

- a. Closing Entries in General Journal.
- b. Balance Sheet showing Financial Condition.

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c. Opening Balances for the upcoming New Year.

d. All required federal, state, and local tax and regulatory forms.

All excess files not required for the present tenure of the office will be handed over for filing in the Archives of the Nest. The Treasurer shall deliver all books and other property of the Nest to his/her successor in office.

The Treasurer shall be responsible for depositing all funds on hand in excess of Fifty Dollars (\$50.00) as soon as possible. He/she shall issue receipt to any officer, committeeman or member turning in monies due or owed to the Nest.

Section 4.

RECORDING SECRETARY - The Recording Secretary is the recording officer of the assembly and the custodian of its records, except such as are specially assigned to others. The Secretary should also have, at each meeting a list of all standing committees, and such special committees as are in existence at the time, as well as the By-laws of the organization and its minutes. In the absence of the President (if there is no Vice-President present), when the hour for opening the meeting arrives, it is his/her duty to call the meeting to order, and to preside until the election of a chairman pro tem. which should take place immediately. The Secretary should keep a record of the issues discussed and the resolution of those issues. In addition to being recorded in the minutes, the amendments to the By-Laws and Constitution will be immediately entered on the page opposite the Article amended, with a reference, in red ink, to the date and page of the minutes where it is recorded.

It shall further be the duty of the Recording Secretary to send all official notices and correspondence. The Secretary shall answer all incoming correspondence and prepare all outgoing correspondence. The President shall approve and edit all outgoing correspondence if desired. All correspondence shall be listed and read, if desired by any member of the governing body.

Section 5.

SERGEANT-AT-ARMS - It shall be the duty of the Sergeant-At-Arms to maintain order at all Nest meetings, to verify the credentials of those in attendance at Nest meetings, and to perform such duties that may be delegated by the

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President of the Nest. It is the duty of the Sergeant-At-Arms to keep a register, or roll, of the members and to call the roll when required.

Section 6.

BOARD OF DIRECTORS - The Nest, by a vote of a majority of the governing body of the Nest, will elect and/or appoint annually a Board of Directors consisting of five (5) members, four of which will be elected by the governing body, with the fifth member being automatically the immediate Past President of the Nest, provided said Past President is a member in good standing. When the President is elected to a second consecutive term in office, the fifth member will be elected by the governing body.

1. The members of the Board of Directors will at their first meeting elect their own Chairman and Secretary.
2. Vacancies on the Board of Directors will be filled by election by the governing body.
3. No member of the Board of Directors shall hold any other elective office in the Nest.

Board of Directors - Duties of

1. During the intervals between the regularly scheduled meetings of the Nest, the Board of Directors shall possess and may exercise any or all of the powers of the Nest in the management of the business and affairs of the Nest, to the extent authorized by resolution of the governing body.
2. The Board of Directors shall keep full and fair accounts of its proceedings. The results of the proceedings of the Board of Directors shall be reported to the membership at its next meeting.
3. At meetings of the Board of Directors, a majority shall be necessary and sufficient to constitute a quorum to conduct the business.

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4. The Board of Directors will determine its rules or procedure and the notice to be given members thereof of its meetings.
5. The Board of Directors shall meet at least quarterly.
6. The Board of Directors shall review all appeals of order, complaints and/or actions referred to them by a majority vote of the governing body.
7. The President of the Nest may refer any matter in dispute at a Nest meeting to the Board of Directors for recommendation to the governing body.
8. The governing body may refer any matter in dispute at a Nest meeting to the Board of Directors for final resolution

ARTICLE VIII

Standing Committees - Duties of

- Section 1. MEMBERSHIP** - The Membership Committee shall issue applications to persons desiring membership in the Nest.
- Section 2. ENTERTAINMENT** - The Entertainment Committee shall be established at the discretion of the President of the Nest.
- Section 3. PUBLICITY** - The Publicity Committee shall be responsible for securing prominence favorable to the Nest.
- Section 4. CHARITY** - The Charity Committee shall be responsible for coordination and administering Ravens Nest 10 charitable efforts.

At the end of each calendar year the Nest will donate to 5 primary elected charities. The 5 primary elected charities will be determined by a majority vote of the membership body in the 1st quarter of the calendar year.

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Donations to any charities outside of the primary elected charities will be known as an additional charity. The membership may approve a donation to an additional charity by a majority vote of the membership body as long as a total donation to any one named additional charity does not exceed \$100.00 and the combined total of all donations for all approved additional charities does not exceed the annual budget for additional charities. The annual budget for the additional charities should not exceed \$1,000.00 for the calendar year, and only if funds are available.

Any donation proposed in excess of either the per charity amount of \$100.00 or the annual budget for additional charities of \$1,000.00 must be approved by a majority vote of the membership body.

Any additional charity request or solicitation of the membership for private donations must be brought to the officers and board of directors at their monthly meeting for approval to be presented at the monthly membership meeting. If approved, the requestor will be notified within 2 days of the monthly officers and board of directors meeting.

Section 5. TAILGATE - The Tailgate Committee shall be responsible for coordinating all aspects of the Nests Tailgates for home games, any other events voted on by the governing body. They will also maintain an inventory of all equipment purchased for tailgating.

Section 6. BY-LAWS – The By-Laws committee shall be responsible for considering amendments to this Constitution and By-Laws. Suggested amendments shall be made in written form and submitted to the committee.

6.1 The committee will check to see if the proposed amendment conflicts with the existing By-Laws, either the Nests or the Chambers. If the proposed amendment needs to be edited, the Committee will notify said presenter of the amendment and/or amendments to this effect. Thereafter, it will be presented to the body for approval or disapproval.

6.2 For approval or disapproval, a proposed amendment and/or amendments must be read before the membership for a period of 2 meetings. This is to give all members sufficient time to become acquainted with the said proposed amendment and/or amendments.

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6.3 The By-Laws committee will provide, at least annually, the governing body with an up-to-date edition of the Constitution and By-Laws, that incorporates all prior amendments approved by the governing body. The By-Laws committee shall be composed of 3 members appointed by the governing body.

ARTICLE IX

Elections

- Section 1.** The President shall appoint an Election Chairman who shall form a committee consisting of three members, plus a member of the Board of Directors.
- Section 2.** All active members in good standing of the Nest shall be eligible for nomination and election to any elective position in the Nest, providing they have attended 3 of the 4 Nest meetings prior to elections. No member may hold the office of President for more than 2 consecutive one-year terms. Members of the Nest whose dues are not current will not be eligible to vote or run for office.
- Section 3.** The Secretary shall have a report of all members who are in good standing at the November meeting. The duties of each office shall be read, and nominations for each office shall be taken from the floor. Persons nominated must be present or have a letter submitted stating their willingness to accept the position to which nominated.
- Section 4.** The officers shall be elected by a majority vote of the voting members at the December meeting. Votes by proxy shall be accepted. Ballots shall be sent by the Election Committee no later than one week after nominations. Proxy ballots shall be mailed to and received by the Election Committee prior to the December meeting and shall not be opened until the night of the meeting. Anyone mailing a ballot shall notify the Election Committee. All other ballots shall be submitted at the December meeting.
- Section 5.** New officers will be inducted at the January meeting. The term of office of the newly elected officers shall commence at the January meeting and shall continue for one year.
- Section 6.** All elections shall be by closed ballot. All election results shall be posted.

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Section 7. Any vacancy of any office caused by death, resignation or incapacity, shall be filled by floor nomination and vote at the next regularly scheduled meeting. No mail-in or proxy votes will be accepted.

ARTICLE X

Reprimands/Expulsion of Members

Section 1. The Board of Directors shall be responsible for receiving all charges to be made in writing only by members in good standing, against any member for conduct alleged to be detrimental to the Nest or the Chamber of Ravens Nests, Inc. The final recommendation of any such charge will be by vote of the Board of Directors. The Board of Directors shall conduct a hearing within 45 days of filing any charges. Before any action is taken, the member of the Nest against whom charges are lodged and the charging party must be invited to a Board of Directors hearing, at which time they will be given an opportunity to present testimony regarding the charges. During this hearing, there will be direct testimony from the charging party; followed by testimony from the party charged; and rebuttal testimony from the charging party. If either party fails to attend the hearing, the Board of Directors will use its discretion in coming to a decision. Both parties must be advised of the charges and the hearing date and time at least 7 days prior to the hearing. The Board of Directors shall keep a separate book for the charges brought.

Section 2. The Board of Directors shall present all charges, as well as its recommendations, at the next Nest meeting. The governing body will vote on the recommendation, and only this recommendation. Any action taken shall be decided by majority vote of the governing body.

Section 3. If a member is found in violation of the Nest By-Laws or Constitution, on the second occurrence of said violation for the same reason, said member shall be subject to suspension or other penalty(ies) by the Board of Directors. After the period of suspension, reinstatement may occur, provided the member furnishes proof positive that he/she has made the necessary corrections and is reaccepted by the governing body.

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ARTICLE XI

Dues and Assessments

- Section 1.** Each member shall yearly pay dues, in the amount of \$20.00 for the first year and \$10.00 for every year after, by the January meeting. Notice by phone, e-mail, or mail of the dues being due, shall be sent to each member. This notice shall be issued by one of the officers or the Secretary at least three weeks prior to the due date.
- Section 2.** Members who are more than 60 days in arrears shall have to reapply for membership.

ARTICLE XII

Interpretation and Amendments of Constitution and By Laws

- Section 1.** INTERPRETATION - It shall be the duty of the Board of Directors to interpret and declare the meaning of any paragraph or article or section in this Constitution and By-Laws of a question so raised regarding its purpose or meaning. Their decision in this matter shall be final.

ARTICLE XIII

Parliamentary Authority

- Section 1.** The Nest shall be governed by the latest edition of Roberts Rules of Order on all points not covered by the Constitution and By-Laws.
- Section 2.** In any discrepancies arising between the By-Laws of the Chamber of Ravens Nests and an individual Nest By-Laws, the Chamber By-Laws shall prevail.

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ARTICLE XIV

By-laws Provision

Section 1. The Corporation shall adopt, amend, and maintain such by-laws for the administration of the activities, business and affairs of the Corporation as the members shall deem most fitting for carrying out the objectives and purposes of the Nest.

ARTICLE XV

Dissolution

Section 1. Inasmuch as the Corporation shall have perpetual existence as prescribed in ARTICLE V (Term) of the Constitution, the Nest shall not be dissolved as long as one-half the active membership are willing to continue the Nest. In the event of dissolution, all monies and properties of the Corporation shall be donated to the charity or charities selected by a majority vote of the remaining members, and said charity or charities must be accredited by local regulatory authority. This provision shall never be altered, amended, or deleted by an amendment to the Constitution or By-Laws of this organization.