

# RAVENS ROOST #129, INC. BY-LAWS

## ARTICLE I NAME

The name of this organization shall be Ravens Roost #129, of Lake Shore, MD.

## ARTICLE II MEETING PLACE AND OFFICE

1. The principal meeting place of the Roost shall be The Green Turtle, 20 Magothy Beach Road, Pasadena, MD 21122. Meetings will be held monthly on the last Tuesday of each month, unless a holiday fall on it. The Executive office shall be at the residence of the presiding president.

2. The Club shall have and continuously maintain in this state a registered office and a registered agent. The registered agent must be a member in good standing of Ravens Roost #129, Inc. The registered office shall be RAVENS ROOST #129, INC. and the registered agent shall be the presiding president.

## ARTICLE III PURPOSE AND OBJECTIVES

The purpose and objectives of this organization shall be to organize and maintain a NON-PROFIT Corporation exclusively for pleasure, recreation, and other similar non-profit purposes. This organization is dedicated to the pleasure of the members, to unite in the bonds of fellowship through discussion of the great game of professional football and to use its best efforts to promote football excursions during football season. This Roost shall also become involved in its community by contributing cash contributions and support help to local charities and needy community members. This Roost shall not engage in any political activities whatsoever.

## ARTICLE IV GOVERNMENT OF THER ROOST

1. The Roost is governed by the Officers, Board of Directors, and the members assembled at the meetings of the Roost.
2. This Roost shall abide by conditions on membership of the Council of Baltimore Ravens Roost.
3. Robert's Rules of Order, revised on all points not covered by these By-Laws, shall govern the Roost.

## ARTICLE V FUNDS

1. No appropriation of the funds of this Roost shall be made except for the benefit and welfare of the Roost.
2. The funds of the Roost shall be deposited in a bonafide bank.
3. Any two (2) officers, of the presiding officers, will shall sign all checks.
4. The Vice President will also have the authority to sign checks if a second officer is needed.
5. Under normal conditions all request for allocation of Roost funds shall be first submitted to the Board of Directors for review. ~~If a request for Roost funds is time sensitive then the request may be brought to the general membership in a form of motion under New Business.~~ The Board of Directors shall take such recommendations for expenditures of the Roost funds into consideration and review. After consideration and review, the Board will present it findings to the floor, if favorable or unfavorable. The membership shall vote to either accept or reject recommendations.

## ARTICLE VI OFFICERS

### 1. ELECTED POSITIONS

The Elected Positions shall be as follows:

<u>OFFICERS</u>	<u>TERM</u>
President	1 year
Vice-President	1 year
Secretary	1 year
Treasurer	1 year
Sergeant at Arms	1 year

### BOARD OF DIRECTORS

Director 1	1 year
Director 2	1 year
Director 3	1 year

# RAVENS ROOST #129, INC.

## BY-LAWS

### 2. PRESIDENT

- A. The President shall preside at all meetings to enforce order and strict observance of the Rules and By-Laws of the Organization, appoint the committee chairman as listed in ARTICLE X.
- B. The President shall automatically become a member of the Board of Directors for a term of one (1) year after **his their** term of office ends.
- C. The President shall appoint a Chairman for all committees.
- D. The President is an ex-officio a member of all committees except the nominating committee, to perform such duties as custom and parliamentary procedure requires and attends the Council Meetings or sends a designated representative with authority to vote.
- E. The President shall sign checks and orders upon the Treasurer, authorized by the vote of the Roost. **He They** shall declare all members suspended whom Membership Chairman reports in arrears.
- F. If for any reason the President is dropped, resigns, or is expelled or impeached from office, the Vice-President will serve as the President for the remainder of the term and a new Vice-President shall be elected. In the absence of the President, the Vice-President will assume the duties of the President.
- G. In case of emergency, the **President Board** shall have the power to address situations that require action immediately to prevent further trouble, without the meeting of the Board of Directors, if the case so warrants. **???**
- H. In the event of death or resignation of any elected officer an appointee of the President shall fill the vacant office for the **unexpired term of office: remained of the term of office.**

### 3. VICE-PRESIDENT

- A. The Vice-President shall assist the President in the discharge of **his-own their** duties and in the absence of the President preside and perform the duties of the President. In case of death, resignation, or removal from office, the Vice-President shall automatically become the President for the remainder of the term.

### 4. SECRETARY

- A. The Recording Secretary shall record the proceedings of all meetings of the Roost; to notify officers, committees and delegates of their election, if they were absent from the meeting and furnish each committee with material referred to them. Prior to each meeting, prepare an outline of business, listing in order items that are to be brought up at the meetings, if the presiding officers desire; call the meeting to order in the absence of the President and preside over the election of at temporary residing officer. **Wouldn't the Vice-President just stand in for the President?**
- B. In the absence of the Vice-President the Recording Secretary will follow proper procedure thereof.
- C. It shall be the duty of the Secretary to send all official notices and correspondence when required to do so by the President, Board of Directors, or as voted on by the membership.
- D. It is the Secretary's responsibility of receive all official mail of the Roost and to maintain the post office box.**

### 5. TRESURER

- A. It shall be the duty of the Treasurer to receive all monies accruing from all sources.
- B. **He The Treasurer** shall pay all bills against the Roost when duly authorized, All outstanding bills will be paid by check, countersigned by the President and/or Vice-President. **He The Treasurer** shall pay no bills or claims unless endorsed by the Board of Directors and or vouchers countersigned by the President, and in **his the Presidents** absence, the Vice-President.
- C. **He The Treasurer** shall keep an accurate account of all monies received and paid out, and keep the accounts so balanced that any time the Roost requires, **he can give a full and accurate statement of its condition. a full and accurate financial statement can be presented.**
- D. All financial records are the responsibility of the Treasurer and are to be in **his The Treasurer's** possession at all times. All books shall be kept on a fiscal year basis.
- E. The Treasurer shall submit a financial statement in Triplicate at each Regular Meeting. Copies of the Statement are to be distributed to the President, **the Chairman of the Auditing Committee**, and the Treasurer's files.
- F. The Treasurer shall be responsible for the preparation of the following forms at the end of **his their** tenure of office on an annual basis. All forms will be made in triplicate for the files.
- Closing entries in the General Journal Balance Sheet showing Financial Condition Opening Balances for the upcoming new year.
  - All State and Federal tax forms and reports as required by law.
- G. The Treasurer shall be responsible for maintaining all archived financial records as required by both Federal and States laws. The Treasurer shall deliver all books, files, and other property belonging to the Roost in possession to **his their** successor, in office, or to whom the Roost may appoint or designate.

## **RAVENS ROOST #129, INC. BY-LAWS**

H. The Treasurer shall be responsible for depositing all funds on hand as soon as possible. He shall issue a receipt to any officer, committeeman or member turning in monies due or owed to the Roost.

### **6. SERGEANT AT ARMS**

A. It shall be the duty of the Sergeant at Arms to inform all members in the meeting area that the meeting will be called to order within five (5) minutes of call to order.

B. He will help maintain order.

C. At the Call to Order at any meeting, the Sergeant at Arms will lead the members in the Pledge of Allegiance to the U.S. Flag.

D. When the President calls for a hand vote, he will count raised hands and report such counts to the Chair. On all ballot votes, he shall pass out ballots to members and collect them, returning them to the Chair for count.

E. The Sergeant at Arms is responsible for;

- selling the 50-50 raffle tickets at all Roost meetings. He shall collect the money, have the winning ticket selected, award the prize, and turn over remaining money to the treasurer.

*OR*

- Collect the member's dues money to be used for the Pot-of-Gold, have the winner selected, and award the prize if the selected winner is present. Otherwise the monies remain in the pot for the next meeting's Pot-of-Gold drawing.

F. The Sergeant at Arms may appoint members to assist him as necessary to carry out the duties of this office.

### **7. BOARD OF DIRECTORS**

A. The Roost shall have a Board of Directors consisting of three (3) elected members. The past President shall automatically serve one (1) year on the Board of Directors after leaving office. Thus the Board of Directors will number no less than three (3) Board members.

B. If the President is elected to a second term of office, an additional member shall be nominated and elected from the body for a one-year term. Thus keeping the Board of Directors at three (3) members.

C. No bills of the Roost shall be paid without the approval of the Board of Directors in excess of One Hundred Dollars (\$100.00). All materials and/or properties to be purchased, held, sold or disbursed over \$100.00, the Board of Directors shall vote on said issue.

D. The Chairman at the first meeting shall give notice of all meetings, regular or special.

B. The Chairman of the Board is not allowed to vote on any issue except in case of tie.

F. The Board shall act on all proposals for membership recommending or rejecting candidates according to true, unbiased and conscientious motives.

G. If a member of the board fails to attend fifty percent of the regularly scheduled meetings within a twelve-month period without sufficient reason acceptable to the Board, the Chairman of the Board shall declare his place vacant.

H. In case of death or resignation of any member of the Board, the vacant office shall be filled by an election of the membership at the next regular meeting of the Roost.

I. The Board of Directors shall have their own copy of the By-Laws of the Roost, and are required to keep them up to date at all times. The Chairman of the Board can therefore answer any question arising in Rules and Regulations of the Roost intelligently and accurately.

## **ARTICLE VII NOMINATIONS AND ELECTIONS**

1. At the regularly scheduled meeting in **October June** a committee on nominations consisting of three (3) members shall be chosen. One (1) member shall be nominated and elected from the floor and shall be Chairman of said committee. The Chairman shall then appoint one (1) additional member.

2. It shall be the duty of this committee to recruit and accept nominations of qualified members in good standing to run for elected positions.

3. Any member in good standing will be eligible as candidate for office, provided he be a member of the Roost for at least for (4) months prior to nominations and have their dues paid to date.

4. The list of candidates will be read at the **November July** meeting. Nominations also may be made from floor at this time. After said meeting the nomination shall then be closed for now and thereafter.

5. A member at no time during the elections will be eligible to run for more than one (1) office.

6. The committee will prepare a written ballot for voting.

7. All officers will be elected by a secret written ballot at the regular meeting of the Roost in **January August** and will be installed at the Roost's regularly scheduled meeting in **February September**. The President abstains from voting on

# **RAVENS ROOST #129, INC. BY-LAWS**

all elected positions except to break a deadlock.

8. The Chairman of the Nominating Committee and the other two members will validate and count all ballots. The committee's decision is final. A simple majority vote shall constitute an election. Ballots will be handed over to Recording Secretary for archive records.

9. Should any nominee(s) running for elected office run unopposed, their name must appear on the ballot. The Chairman of the Nominations Committee will declare them elected by casting a single vote for them.

10. There are no absentee ballots or voting allowed.

11. A transition meeting will be held within 3 weeks following the election. All outgoing officers and board members will meet with all incoming officers and board members. This meeting shall take place even if the same elected officers and board members are returning to office. The purpose of the meeting is to organize and set goals for the governing body to achieve in the coming year of office.

## **ARTICLE VIII OATH OF OFFICE**

1. The Past President will administer the Oath of Office to the newly elected Officers at the first regular scheduled meeting after the elections.

2. THE OATH:

I, (State Name) do solemnly swear or affirm that I will faithfully execute the office of (State Office), of Ravens Roost # 129 Inc., and will to the best of my ability preserve, protect and see that the provisions of the By-Laws of Ravens Roost # 129 are enforced, respected and all decisions of the Board of Directors are strictly adhered to.

## **ARTICLE IX CHARGES**

I. Any officer may be removed from office for inattention to their duties of the office to which they were legally elected or appointed or for conduct unbecoming his standing in the Roost by a 2/3rd vote of the Roost members. Any officer against whom charges have been preferred shall have a fair and impartial trial in accordance with the By-Laws Rules and Regulations of the Roost. He may, however, officiate until the charges have been sustained unless ordered by the membership.

2. An officer impelled by unselfish and justifiable motive has the privilege of resigning, but such resignation must invariably be made in writing to the Board.

3. Should an officer be absent himself for three (3) consecutive meetings without sufficient cause acceptable to the Roost, and then the office occupied by said officer shall be declared vacant by the President. A successor shall be named to service the remainder of the term shall be elected in accordance with the provisions of ARTICLE VI, Sec 21. **H.**

4. Charges against any officer of the Roost must be made in writing and without debate referred to a committee for investigation. This Committee shall be picked by the President out of the membership and shall consist of a Chairman and two (2) committeemen. (If the President is being charged then the Vice-President and so on down the line of officers until a legal officer is found to pick said Committee). This committee shall have no elected officers or board members on it. The committee, after a thorough investigation, shall report their findings to the President at the next regularly scheduled meeting following completion of the Committees' investigation with a synopsis of testimony taken. Their findings, whether guilty or not guilty, and should action as deemed justified by the facts contained therein.

5. After said hearing and/or hearings a member and/or officer, has the privilege and right (within sixty (60) days) to request a new hearing, this time by his fellow members. A letter to this effect must be presented to the President or legal officer of the Roost, who conducted this hearing and/or hearings, within the said period for a rehearing. If a member and/or officer does not take up this option, the verdict will be considered just and closed. If a member does decide to take his option, he has the right to either defend himself or have fellow member to act as his attorney in his behalf.

6. When the member and/or officer's attorney accepts said option and wins his case, all privileges and rights so suspended shall be reinstated from the date of said suspension and member and/or officer will again be reinstated without prejudice and be once again a member in good standing.

7. All members will take a written vote then present and accounted for at said meetings. Two-thirds (2/3) majorities vote of the then present and accounted for members is necessary for acquittal of all charges.

## **ARTICLE X COMMITTEES**

1. MEMBERSHIP COMMITTEE

A. The Membership Chairman shall select one additional member in good standing to assist on the Membership

## **RAVENS ROOST #129, INC. BY-LAWS**

Committee. Thus making a Committee of two (2) members whom will be known as the Investigating Committee whose purpose would be to screen all prospective members.

B. The Membership Committee Chairman has an open invitation to attend all Board Meetings to bring back reports on all prospective members. Upon information received by the Membership Committee, the Board shall cast a vote as to favorable or unfavorable to accept the presented to the membership for final vote to accept or reject such member. Should the Board vote unfavorable, then the Membership Chairman will notify prospective member of such decision and return the application fee.

C. The membership committee shall notify all members two (2) months in advance that their dues are due and payable. Dues must be paid within thirty (30) days after the due date or membership in the Roost will be forfeited. The Membership Chairman shall report all the names of those who should be dropped from the membership roster in case and/or delinquency of a member's dues. He will turn all monies so collected over to the Treasurer along with the member's name.

D. Should a member be absent from 75% of the meetings, their membership shall be forfeited in Ravens Roost #129 of Lake Shore, INC. and shall forfeit all dues and privileges.

E. All members are to support the Roost fundraiser's programs.

### **ARTICLE XI MEMBERSHIP DUES**

I. Each member shall pay to the Membership Chairman the sum of twenty-five dollars (\$25.00) per year. The first installment will be due no later than September 1st.

2. Members sixty (60) days in arrears shall be dropped from the membership roster. They shall also be ineligible to vote or have any voice from the floor until such time as dues are paid. After the first thirty (30) days in arrears, the delinquent member shall be notified by letter of dues owed. A change of address whereby the Roost was not notified will not be considered as an excuse.

### **ARTICLE XII EXPULSION OF MEMBERS**

I. The Board of Directors shall have the power to investigate any matter that involves a member, which may be brought to its attention that conflicts with the objectives for which this Roost was formed.

2. The Board of Directors shall have the power to prefer charges against any member for conduct alleged to be detrimental to the Roost. Pending the final determination of any such charge, the Board of Directors may withhold the privileges of the member for a period not to exceed sixty (60) days, within which time charges must be placed before the membership for proper action.

3. The Board of Directors, after hearing or reviewing the charges, shall report its findings and turn same over to the President at the next meeting. Where upon, the President shall take action upon said findings

### **ARTICLE XIII RESIGNATION**

I. Any member and/or officer may resign for unselfish motives.

2. To leave the Roost, any member and/or officer must forward a letter of resignation to the Chairman of the Board of Directors.

3. Regular meetings of the Roost shall be held at 7:00 PM on the 4<sup>th</sup> last Tuesday of every month, holidays excepted. If the meeting falls on a holiday or home Ravens Game, it shall be rescheduled at the discretion of the President. Meeting dates may also change to coincide with Roost events during the NFL football season and Ravens away games.

4. Special meetings may be held at the call of either the President or the Board of Directors or by written petition presented to the President by ten (10) members of the Roost. Notification of special meetings shall be made at least seven (7) days prior to such a meeting.

5. Ten (10) members, of which two (2) must be officially elected Officers or Board of Directors members, must be present at any regular meeting, shall constitute a quorum.

6. For all members to be counted as present, they must be seated when the presiding officer at the fixed hour for the meeting, strikes the gavel and states "The Meeting will come to order" and again when he strikes the gavel and states "Meeting Adjourned" there will be no leaving in between the striking gavel, except emergencies.

7. All members must sign attendance register before meeting is called to order.

S. The conduct and procedure of all meetings shall be in accordance with Robert's Rules of Parliamentary Procedure, where not provided by the By-Laws adopted.

# **RAVENS ROOST #129, INC. BY-LAWS**

9. All voting in the Roost shall be majority vote of the then present and accounted for members. The President and Director of the Board abstain from voting on all issues brought before the floor except to break a deadlock. No business other than Roost business will be discussed during the meeting.

## **8. ORDER OF BUSINESS DURING REGULAR MEMBERSHIP MEETINGS**

- A. Meeting called to order by the presiding officer
- B. Pledge of Allegiance led by Sergeant at Arms
- C. Roll Call of Officers
- D. Review of previous meeting minutes by Recording Secretary (Corrections, if any, vote of acceptance).
- E. Review of special meeting minutes by Recording Secretary (if any)
- F. Report from Chairman of the Board of Directors (as needed)
- G. Reports from Committee Chairmen (as needed)
- H. Unfinished Business
- I. New Business
- J. 50-50 Drawing/**Pot-of-Gold Drawing**
- K. Adjournment

## **9. ADJOURNMENT**

A motion to adjourn must be seconded; it may not be debated or amended, and after it has been voted, it cannot be reconsidered.

## **10. UNFINISHED BUSINESS**

Business left unfinished at a meeting must be disposed of as old business at the next succeeding meeting before any new business may be called for discussion.

## **ARTICLE XIV MEETINGS**

### **11. THE MINUTES**

The operation of the Roost is recorded in permanent form, in a minute book. The minutes are kept and signed by the Secretary and countersigned by the presiding Officer. After a meeting is called to order it is customary for the presiding officer to request the Secretary to read highlights from the minutes of the previous meeting, and if the minutes as read require amendment by deleting or adding thereto a proper motion to such effect is made and seconded. If no motion for amendment is made the minutes are approved as read by appropriate motion to that effect.

### **12. MOTIONS**

A. Matters of interest to the organization, which requires approval by the membership, are brought before the Roost by motions. The motion may not be discussed or voted upon before another member seconds it. The member who made the motion has the privilege of withdrawing it any time before it is put to a vote. The motion to withdraw need not be seconded, unless objection is made, in which event a motion to withdraw must be made, seconded, and carried by majority vote of the members present.

B. If the motion is not withdrawn the presiding officer restates the motion and discussion ensues. If there is no discussion the matter is put to a vote. While the motion is pending no other unrelated business may be introduced. However, certain motions may be made with reference to the main motion.

## **ARTICLE XV INTERPRETATION OF BY-LAWS**

It shall be the duty of the Board of Directors assembled at the meeting to interpret and declare the meaning of any paragraph or article or section in these By-Laws of a question so raised regarding its purpose or meaning. Their decision in this matter shall be final.

## **ARTICLE XVI WELFARE OF THE ROOST**

1. If any time the Roost holds an affair, a member will be allotted a certain amount of tickets according to the amount of tickets on hand to cover expenses of the affair. Any member holding tickets over his allotted amount unsold must return

**RAVENS ROOST #129, INC.  
BY-LAWS**

these tickets one (1) meeting prior to the affair. Tickets of the allotted amount not sold will be acceptable at the door, but member will be responsible for said tickets. Any member holding tickets after an affair will be responsible for those tickets still in his possession or listed in his name as unsold and money for outstanding tickets must be turned in no later than one (1) meeting after affairs. A member failing to do so must appear before the Board of Directors and show just cause why he should not be dropped from the Roost.

2. A member who breaks a by-law or commits a misdemeanor during the participation in any Roost or Non-Roost activity (where the Roost is invited), whether in the Clubhouse or at a paid or free affair sponsored by the Roost may be temporarily suspended by the Board. A report of said suspension shall be available and reported to all members on the floor of the following meeting after said suspension.

3. Any member put on probation shall be classified as a suspended member until said probation is either revoked or completed.

4. All trophies and awards, won under the sponsorship of the Roost, shall become property of the Roost and displayed at different events.

**ARTICLE XVII. AMENDING THE BY-LAWS**

1. Requests for amendments to these By-Laws shall be submitted in written form and presented to the Chairman of the By-Laws Committee. A form is attached to these By-Laws for this purpose.

2. The Chairman of the By-Laws Committee will call a meeting of the By-Laws Committee to discuss proposed amendment(s). The committee will check to see if the proposed amendment(s) conflict with existing By-Laws and if not, whether or not it has merit.

3. If it has no merit or needs to be edited, the Committee will notify said presenter of amendment and/or amendments to this effect thereafter it will be presented to the Board of Directors for their approval or disapproval, whichever the case may be.

4. The Board of Directors will review proposed amendment and approve or disapprove. If the Board approves or disapproves it will make its opinion public at the next regularly scheduled meeting.

5. For approval or disapproval, a proposed amendment and/or amendments must be read before the membership for a period of two (2) meetings. This is to give all the members sufficient time to become acquainted with said proposed amendment and/or amendments. The proposed amendment will be published in the newsletter one month prior to being voted on. It will then require the two-thirds (2/3)-majority vote by the membership present at such meeting that vote is to be taken for the passage of said proposed amendment and/or amendments.

6. Changes to the By-Laws may be presented to the committee at any time.

**ARTICLE XVIII DISSOLUTION**

1. This Roost shall exist as long as one- (10) dues paying members remains who is willing to uphold these By-Laws.

2. Upon the final member retiring, this Roost shall cease to exist.

3. The Charter shall be returned to the State of Maryland and revoked.

4. All monies in the Treasury and all furniture movable and immovable property belonging to the Roost shall be donated to some local charitable organization as voted on by the remaining members.

5. The Roost shall notify The Council of Baltimore Ravens Roost of its intent to disband in writing, stating such intent and stating who will receive all remaining assets of this Roost

6. This provision shall never be altered or erased by any amendment to these By- Laws.

THESE BY-LAWS WERE ADOPTED BY A UNANIMOUS VOTE AT A REGULAR METING ON THIS 22nd day of January, 2013.

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*signature did not transfer in OCR scan*  
Robert M. Sprucebank - President

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*signature did not transfer in OCR scan*  
Dawn Swisher - Secretary

*By-Laws of Ravens Roost #129, Lake Shore, MD*