

**BY-LAWS OF THE ROLAND PARK CIVIC LEAGUE**  
**Amended and Restated, May 2017**

**ARTICLE I - MEMBERSHIP**

**SECTION A - PURPOSE:** The Roland Park Civic League, Inc. (“League”), has been formed as a non-stock, membership corporation for the purpose of fostering the common good and welfare of its members and providing an organization to take action on matters affecting the interests of its members in Roland Park.

**SECTION B - MEMBERS:** The membership of the League shall consist of four classes of members. Three of these classes – regular, associate and other – shall be voting members.

1. Regular members shall be individuals eighteen (18) years of age or over, who own a residence in Plats 1, 2, 3, 4, 5 County, 5 City, or 6 of Roland Park. Each Regular member shall be entitled to vote and shall have all other privileges of membership.
2. Associate members shall be individuals eighteen (18) years of age or over, who reside in the same residence as a Regular member whose dues are paid currently. Associate members shall be entitled to vote and shall have all other privileges of Regular members except that any official communication of the League, if addressed to the Regular member in any residence, shall be deemed to have also been delivered to any Associate member or members in the same residence.
3. Other Members shall be individuals eighteen years of age or over, who reside in Plats 1, 2, 3, 4, 5 County, 5 City, or 6 of Roland Park, but are not eligible to be regular members or associate members. Other members shall be entitled to vote and shall have all other privileges of membership. Other members shall be limited to no more than 15% of total RPCL membership, on a first-come, first-served basis.
4. Sustaining members shall be individuals eighteen (18) years of age or over, firms, partnerships, companies, or corporations without geographical limitations. Sustaining members shall be entitled to limited privileges of membership as enumerated in Section C, below, and shall not be entitled to vote.
5. Dues for each class of membership shall be set by the Civic League at the annual meeting. If no motion is passed regarding the dues, they shall remain unchanged from the prior year.

**SECTION C - PRIVILEGES OF MEMBERSHIP:**

1. Regular members, Associate members and Other members shall be entitled to vote at all annual and special meetings of the League provided their dues for the fiscal year immediately preceding have been paid.
2. Regular members, Associate members and Other members may serve as Directors, Officers and members of committees of the League.
3. Sustaining members shall be entitled to attend annual and special meetings of the League. However, a sustaining member shall not be entitled to vote or to hold office or to serve on a committee of the League unless s/he is an individual as described in subsections 1, 2, or 3 of Section B above.

**SECTION D - PROXIES:** Any voting member may be represented at any annual or special meeting of the League by a person eighteen (18) years of age or over, residing in the same plat as said voting member, to whom s/he has given a signed proxy. The holder of the signed proxy shall be entitled to vote in the place and stead of the voting member at the annual or special meeting of the League during the time that the proxy is effective. The Secretary shall be responsible for issuing a blank proxy to any voting member requesting such document. A proxy shall be valid for no more than thirty (30) days after its issuance. In order to use a proxy at any annual or special meeting, the proxy must be filed with the Secretary of the League prior to the time for which the meeting is called.

**SECTION E - PAYMENT OF DUES:** All dues shall be due and payable as of the first day of the fiscal year. Any member whose dues are unpaid by the first day of the second month of the fiscal year shall be adjudged to be in arrears. Upon failure to pay such dues after having been sent a minimum of two notices, the member shall be deemed to have resigned from the League. Payment of all outstanding dues from the prior fiscal year before the opening of the annual meeting shall reinstate membership with all attendant privileges.

## **ARTICLE II - MEETING OF THE MEMBERSHIP**

**SECTION A - ANNUAL MEETING:** There shall be an annual meeting of the League to be held in May of each year, the time and place to be set by the Board of Directors. The purpose of the annual meeting shall be the election of the Directors who shall be the Officers and Plat Representatives of the League, and the transaction of other business. All members of the League shall be given notice in writing of the time and place of the annual meeting, said notice to be mailed or delivered to the street address of each member as it or they appear on the books of the League. Said notice shall be sent at least twenty (20) days prior to the meeting. At the discretion of the Secretary, members may opt out of receiving mailings in favor of electronic communications.

**SECTION B - SPECIAL MEETINGS:** Special meetings of the League shall be called by the League Secretary at the request of the President, or pursuant to a majority vote of those Board members present at any meeting of the Board of Directors, or in compliance with the request in writing of any ten (10) percent of current members of the League entitled to vote. Notice of any such special meeting shall be given to the membership in writing at least ten (10) days prior to said special meeting, stating the time, place and purpose of the meeting, said notice to be mailed or delivered to the street address of each member as it or they appear on the books of the League. At the discretion of the Secretary, members may opt out of receiving mailings in favor of electronic communications.

**SECTION C - QUORUM:** The presence in person or by proxy of thirty-five (35) members entitled to vote shall constitute a quorum at any meeting of the members of the League.

**SECTION D - RULES OF ORDER:** Meetings of the League shall be conducted according to the current edition of *Robert's Rules of Order*, unless otherwise provided in these By-laws. The League shall make a reasonable effort to engage a parliamentarian who is not a resident of Roland Park to facilitate the Annual Meeting.

**SECTION E - LIMITATIONS ON PRESENTATIONS:** No members shall speak a question longer than five (5) minutes, or more than once, on the same question, until all members desiring to speak on that question shall have spoken. This rule may be suspended at any time by majority vote.

**SECTION F - MANNER OF VOTING:** All voting shall be by show of hands, except that twenty-five percent (25%) of the members present who are entitled to vote may require a vote by secret written ballot.

**SECTION G - NOMINATIONS:** The nominating committee shall present its nominations for directors to the Secretary of the league in sufficient time for them to be included with the notification of the annual meeting. At the annual meeting of the League, the Nominating Committee shall make its nominations. In the event that a person who has been proposed to be nominated is unable to accept the nomination or wishes to withdraw his name, then another nomination may be made by the Nominating Committee at the annual meeting to fill that particular vacancy. Nominations for any or all vacancies on the Board of Directors may be made at the annual meeting by any member entitled to vote.

**SECTION H - ELECTION PROCEDURES:** Election of Officers and Plat Representatives shall be by majority vote. If one candidate wins a majority of the votes, that candidate shall be elected; if no candidate wins a majority of the votes, there will be a run-off ballot between the two candidates receiving the most votes.

**SECTION I - REMOVAL OF DIRECTORS BY MEMBERSHIP:** At the annual meeting of the membership or at a special meeting called for that purpose and at which a quorum is present, members may, by the affirmative vote of a two-thirds majority of votes cast by those members entitled to vote, rescind the election of and remove any Director or Directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of the removed Directors.

### **ARTICLE III - BOARD OF DIRECTORS**

**SECTION A - MEMBERS:** There shall be nineteen (19) Directors of the League who shall compose the Board of Directors ("Board") of the League, each of whom, except the Past President, shall have one vote on all matters that come before the Board. Eighteen (18) Directors shall be the Officers and the Plat Representatives of the League. The eighteenth Director shall be the President of The Roland Park Roads and Maintenance Corporation. When the Past President position is unoccupied, the Board comprises the remaining eighteen (18) Directors only.

**SECTION B - POWERS:** The Board shall have the responsibility of conducting the business and other affairs of the League between meetings of the membership.

**SECTION C - MEETINGS OF THE BOARD:** The Board shall hold its first meeting in any fiscal year within forty-five (45) days after the annual meeting of the members of the League. The time and place for such meeting shall be established by the President. Thereafter, the Board shall hold at least eight (8) regular meetings in total, at such times and at such places as the Board shall determine, from time to time, and publish on a public forum the schedule of meetings within 30 days following the annual meeting.

1. Special meetings of the Board of Directors may be called by the President or by any five (5) members of the Board.
2. A majority of the total number of voting Directors then holding membership on the Board shall constitute a quorum at any meeting of the Board. The board may take any action based on a simple majority vote of those present, except as otherwise prescribed by these By-laws.
3. Any action required or permitted to be taken at a meeting by a simple majority of the Directors, or at any committee meeting, may be taken without a meeting if all directors or committee members consent in

writing, including email communication, to taking the action without a meeting and to approving the specific action.

**SECTION D - VACANCIES:** Vacancies on the Board which occur between annual meetings shall be filled in the manner prescribed in Article IV and Article V. The persons thus appointed shall automatically become members of the Board for the unexpired term.

**SECTION E - REMOVAL:** At any meeting of the Board at which a quorum is present, the Board may remove any Director or Directors from office, provided that: The Director concerned shall be notified at least ten (10) days prior to the meeting, said notice to be mailed or delivered to the street address of the Director as it or they appear on the books of the League. The Director shall be given the opportunity to make such other statements as may seem to him or her to be appropriate. A ballot to expel a Director from the Board shall require a two-thirds vote of the Directors present, provided those Directors voting for expulsion constitute a majority of the full Board. Any action taken against the Director in question short of expulsion from the Board shall require a simple majority vote of the voting Directors present, provided such meeting is at quorum.

**SECTION F - TERM OF OFFICE:** No Director shall serve more than six (6) consecutive years and shall not be eligible to serve as a Director until after the passage of one (1) year from the end of said sixth consecutive year. The Past President shall not be subject to this limitation, but the Past President shall not be eligible to serve as a Director until after the passage of one (1) year from the end of his or her tenure as Past President.

**SECTION G - INDEMNIFICATION:** To the extent permitted by Maryland law, the League shall indemnify and shall pay or reimburse reasonable expenses to any present or former Director, Officer, employee or agent of the League made a party to any proceeding by reason of service in that capacity so long as the activity giving rise to the proceeding was within the scope of duties of the Director, Officer, employee or agent and was done in good faith. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the By-laws or charter of the League inconsistent with this Article, shall apply to or affect in any respect the applicability of the indemnification contained herein with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

#### **ARTICLE IV - OFFICERS OF THE LEAGUE**

**SECTION A - OFFICERS:** The Officers of the League shall be a President, First Vice- President, Second Vice-President, Secretary, and Treasurer.

1. **President:** The President shall be the executive officer of the League. S/he shall preside at all meetings of the Board of Directors and all meetings of the membership of the League, shall have all powers ordinarily exercised by the president of a corporation, and shall appoint chairs and members of all committees of the League. S/he shall appoint persons to fill the positions of an Officer or a Plat Representative when a vacancy occurs, said appointments to be subject to confirmation by the Board of Directors.

2. **First Vice-President:** The First Vice-President shall, in the absence of the President, perform the duties of the President and, in the event of a vacancy in the office of President, the First Vice-President shall, if eligible, become President for the remainder of the President's term. The First Vice-President shall perform other duties as required by the President or by the Board of Directors.

3. **Second Vice-President:** The Second Vice-President shall, in the absence of the First Vice- President, perform the duties of the First Vice-President and, in the event of a vacancy in the office of the First Vice-President, shall become the First Vice-President for the remainder of the First Vice-President's term. The Second Vice-President shall serve as the chair of the nominating committee, and shall perform other duties as required by the President or by the Board of Directors. In the event of a vacancy in the office of the President, where the First Vice President is ineligible to serve, the Second Vice President shall serve.

4. **Secretary:** The Secretary shall maintain a roster of all members of the League by plats, a record of all meetings of the Board and general membership, and preserve all official papers and reports of Directors, committees and members. S/he shall perform other duties as required by the President or the Board of Directors.

5. **Treasurer:** The Treasurer shall collect all dues and other payments due the League and make all expenditures authorized by the Board of Directors or the members of the League, including those items contained in the board-approved budget. S/he shall issue a current financial report at each regular meeting of the Board of Directors and of the membership of the League, and perform other duties as requested by the President or the Board of Directors. The Treasurer shall also perform the duties as set forth in Article VII, Section C.

6. **Past President:** The immediate past President of the League shall serve a one year term as the Past President for the purpose of enhancing continuity and retaining experience and knowledge on the Board of the League. The Past President is a non-voting member of the Board and shall advise the President and the Board upon request on whatever matters come before it.

**SECTION B - QUALIFICATIONS:** No person shall be eligible to serve as an Officer of the League unless s/he is a member of the League, his or her dues are currently paid and s/he has in the current year paid the full amount of the Roland Park Roads and Maintenance service fee. Officers need not be property owners, however no property owner shall be eligible to serve as an Officer or Director of the League unless he or she has accepted a deed with covenants, or accepts the covenant prepared by the League, with acceptance indicated by signing covenant document(s), filing the signed document(s) in the files of the Roland Park Office and recording the same in the Baltimore City Land Records.

Nothing in this provision shall prevent persons who are not property owners from serving as an Officer or Director of the League, provided they are resident in Roland Park. An officer who moves out of Roland Park shall be considered to have resigned and the position shall be deemed vacant.

**SECTION C - ELECTION AND TERM OF OFFICE:** All Officers of the League shall be elected by the members of the League at the League's annual meeting and shall serve for a term of one (1) year, or until their successors are elected. No person may serve more than three (3) consecutive elected terms in the same office of the League, and shall not be eligible to serve as an Officer in that office until the passage of two (2) years from the end of said third consecutive term.

Any person who has held the office of President for three terms, whether or not such terms are consecutive, may not serve on the Board in a voting capacity for the two years following. The outgoing President shall serve one year as the non-voting Past President.

**SECTION D - VACANCIES:** Any vacancy occurring between annual meetings in the position of any Officer other than President shall be filled as soon as practicable by appointment by the President for the unexpired term. Such appointments shall be subject to confirmation by two-thirds of those voting Directors present at the next meeting of the Board following such appointment.

**SECTION E - ADDITIONAL OFFICERS:** The President may at any time appoint one or more assistant secretaries and/or assistant treasurers from the existing Directors as s/he may deem necessary for carrying out the proper business of the League, subject to confirmation by the Board at the next regular meeting by the Board following such appointment(s).

**ARTICLE V - PLAT REPRESENTATIVES**

**SECTION A - NATURE OF OFFICE:** There shall be twelve (12) plat representatives who shall represent the residents and property owners in the numbered plats of Roland Park, as follows:

Plat 1: 2 Representatives	Plat 5 County: 1 Representative
Plat 2: 1 Representative	Plat 5 City: 1 Representative
Plat 3: 1 Representative	Plat 6: 1 Representative
Plat 4: 1 Representative	At-Large: 4 Representatives

**SECTION B - QUALIFICATIONS:** No one shall be elected as a Plat Representative unless s/he is a member of the League, his or her dues are currently paid and s/he has paid in the current year the full amount of the Roland Park Roads and Maintenance service fee. Plat representatives need not be property owners, however no property owner shall be eligible to serve as a Plat Representative of the League unless he or she has accepted a deed with covenants, or accepts the covenant prepared by the League, with acceptance indicated by signing covenant document(s), filing the signed document(s) in the files of the Roland Park Office and recording the same in the Baltimore City Land Records.

In addition, each Plat Representative with a position representing one of the numbered plats (plats 1-6) must live in the plat s/he represents during the time s/he is serving as a Plat Representative. In the event that an individual so serving moves out of the plat, s/he shall be considered to have resigned as Plat Representative and his position shall be deemed to be vacant. The four at-large plat representatives need not live in any particular plat but, in the event that an individual so serving moves out of Roland Park, s/he shall be considered to have resigned as Plat Representative and his or her position shall be deemed to be vacant.

**SECTION C - ELECTION AND TERM OF OFFICE:** All Plat Representatives shall be elected by the members of the League at their annual meeting, and shall serve for a term of three (3) years, or until their successors are elected.

**SECTION D - DUTIES:** It shall be the duty of each Plat Representative to serve on the Board of Directors of the League, to present to the Board the views of his or her plat or general neighborhood, and to deal with matters of purely local interest to his or her plat or general neighborhood in cases where action by the Board of Directors as a whole is unnecessary or not required.

**SECTION E - VACANCIES:** Any vacancy occurring between annual meetings of the membership in the position of any Plat Representative shall be filled as soon as practicable by the President for the unexpired term, subject to confirmation by the Board of Directors at its next regular meeting following such appointment.

## ARTICLE VI - COMMITTEES

**SECTION A - NOMINATING COMMITTEE:** There shall be a Nominating Committee consisting of at least five (5) persons, two (2) of whom are not current Board members, and all of whom shall be appointed by the President, subject to confirmation by the Board, in sufficient time to comply with the requirements of Article II, Section G. No person shall serve on the Nominating Committee who has, within the two years before the proposed appointment to the Nominating Committee, served on the Board as President or First Vice-President. The Second Vice-President shall Chair the Nominating Committee.

**SECTION B - AUDIT COMMITTEE:** There shall be an Audit Committee consisting of at least two persons who are members of the League but not members of the Board. The Audit Committee shall be appointed by the President within sixty (60) days of assuming office, to examine the books and accounts of the League and of Roland Park Roads and Maintenance Corporation, and report to the Board of the League annually.

**SECTION C - EXECUTIVE COMMITTEE:** The Board of Directors may create an Executive Committee consisting of the President and other Officers of the League, which Executive Committee shall have such powers and duties as the Board may delegate to it from time to time. If the committee acts on matters requiring formal Board action, those acts shall be reported to the Board at its next meeting for ratification.

**SECTION D - FINANCE COMMITTEE:** There shall be a standing Finance Committee consisting of at least five (5) persons, all of whom shall be appointed by the President, subject to confirmation by the Board. The Finance Committee shall be responsible for the supervision of all League business functions including the receipt of and disbursement of moneys to and from the League and the Roads and Maintenance Corporation. The committee shall submit to the board a budget for the coming fiscal year at least two board meetings in advance of the Annual meeting of membership.

**SECTION E - LAND USE AND ZONING COMMITTEE:** There shall be a standing Land Use and Zoning Committee responsible for monitoring and advising the Board on land use and zoning issues within Roland Park and the surrounding communities.

**SECTION F - MAINTENANCE COMMITTEE:** There shall be a standing maintenance committee, which shall oversee service, maintenance and other projects deemed appropriate by the Board in Roland Park.

**SECTION G - GREATER ROLAND PARK MASTER PLAN COMMITTEE:** A Greater Roland Park Master Plan Committee shall be formed as needed but not less often than once every five years, to represent the interests of the membership with regards to the master plan. The committee shall review the plan and make a report with recommendations to be voted on at the annual meeting of membership.

**SECTION H - OTHER COMMITTEES:** The President or the Board of Directors may establish such other committees as are deemed appropriate from time to time.

**SECTION I - COMMITTEE CHAIRMEN:** The chairman of each committee other than the Nominating Committee shall be appointed by the League President, subject to confirmation by the Board of Directors.

**SECTION J - COMMITTEE MEMBERS:** The non-chairman members of each committee shall be appointed by the League President, subject to confirmation by the Board of Directors.

**SECTION K - COMPOSITION OF COMMITTEE MEMBERSHIP:** At least one member of the Board shall be appointed to serve on each committee, except in such cases as the President, with prior approval of the Board, may otherwise direct, subject to confirmation as described above. The exceptions to this policy shall be that no member of the Board may serve on the Audit Committee, and that the Second Vice-President shall chair the Nominating Committee.

**SECTION L - QUALIFICATIONS OF COMMITTEE MEMBERS:** Members of committees must be voting members of the League, whose dues are currently paid, or non-residents with specific professional skills directly related to the committee's work. Such non-resident members shall be appointed by the League President, subject to confirmation by the Board.

**SECTION M - TERMS:** All committee chairmanships and memberships shall expire upon the confirmation of successor chairs and members. Such confirmation shall occur within 60 days following the annual meeting of membership.

**SECTION N - CALL FOR VOLUNTEERS:** The President shall publicly call for members to volunteer to serve on the committees through such means as the President or the Board feel are appropriate, and shall consider such volunteers for committee appointments.

## **ARTICLE VII - ROLAND PARK ROADS & MAINTENANCE CORPORATION**

**SECTION A - OWNERSHIP:** The entire stock of the Roland Park Roads & Maintenance Corporation ("Corporation") is owned by the League, not for profit but solely for the welfare of the property owners and residents of Roland Park.

**SECTION B - DISPOSAL OF STOCK:** The stock of the Corporation shall not be sold, pledged or in any way conveyed or transferred, nor the Corporation liquidated or dissolved except upon approval in writing of three-fourths (3/4) of the Directors of the League and upon consent by the affirmative vote at a duly called meeting at which a quorum is present of three-fourths (3/4) of those members of the League present and entitled to vote.

**SECTION C - SEPARATE FINANCES:** The League's Treasurer and Finance Committee shall oversee the finances of the Corporation. There shall be no commingling of the books and records of the Corporation with those of the League. Separate books, records and accounts shall be kept, and the budgets shall be developed and approved separately.

**SECTION D - APPOINTMENT OF PRESIDENT:** The President of the League shall appoint the President of the Corporation, subject to confirmation, which shall require approval of 2/3<sup>rd</sup>s of those board members present and voting.

## ARTICLE VIII – STANDING POLICIES

The following standing policies and plans shall be applicable to those conducting the affairs and business of the League:

**SECTION A - ETHICS AND CONFLICT OF INTEREST:** All individuals involved in the affairs of the League are expected to behave in accordance with the highest ethical standards. Conflict of interest and the appearance of conflict of interest affecting Directors, Officers, committee members and staff should be identified and avoided by the League. The failure to identify and deal with conflict of interest and the appearance of conflict of interest may result, in the worst case, in actual corruption or financial harm to the corporation; in less serious cases, there may be a loss of credibility, or the suggestion of impaired judgment. The Board of Directors, the Officers of the corporation, and committee members should not be impaired, by fact or appearance, from pursuing the best interests of the corporation and its members.

Accordingly, the Board shall adopt a policy, requiring at a minimum an annual disclosure by Officers, Directors and staff of any conflicts.

**SECTION B - PROJECT APPROVAL PROCESS:** The Board shall create a policy governing review and approval of proposed plans, proposals and projects that may come before the League, its Board and Officers (acting in any official capacity). This policy shall establish a process to guide the Board with respect to documentation review, community engagement, ongoing monitoring and post enactment or installation evaluation. Approval parameters shall be defined and included.

**SECTION C - COMMUNICATIONS PLAN:** The Board has the responsibility of conducting the business and other affairs of the League between meetings of its membership. The Board must, to the extent possible, keep the membership informed of the important matters that come before the Board, and seek members' input through both informal channels and by formally soliciting feedback at meetings and in written communications.

Additionally, it may be advisable to communicate with non-members and organizations including businesses, schools, clubs and churches in the neighborhood when they are impacted by the matters that come before the Board. Accordingly, the Board shall create a communications plan for itself, setting standards for its communication with membership and the community at large.

**SECTION D - RECORDS:** The abovementioned policies and plans shall be reviewed annually at the start of each fiscal year by the Board. These policies may be approved or amended by the majority vote of those Directors in attendance at any regular meeting of the Board.

## ARTICLE IX- MISCELLANEOUS PROVISIONS

**SECTION A - FISCAL YEAR:** The Board of Directors shall have the power, from time to time, to fix the fiscal year of the League by a duly adopted resolution.

**SECTION B - AMENDMENTS TO BY-LAWS:** These By-laws may be amended by the affirmative vote of two-thirds (2/3) of the members of the League who are entitled to vote and who are present at any meeting of the members of the League, provided that notice of any proposed amendments shall have been given to all members in writing, at least ten (10) days in advance of such meeting, said notice to be mailed or delivered to the street address, or emailed to the email address, of each member as it or they

appear on the books of the League. Amendments proposed by members, and provided to the board in sufficient time to comply with the above, shall be circulated by the League to its membership.

**SECTION C - REIMBURSEMENT:** Directors shall serve without compensation. Expenses incurred in the furtherance of the League's business are allowed to be reimbursed with documentation and prior Board approval.

**SECTION D - BOOKS AND RECORDS:** A copy of the Certificate of Incorporation, financial records, a copy of these By-laws and the policies mandated herein, and all minutes of meetings of the Board of Directors shall be kept at the office of the League. Additionally, current property files and correspondence shall be maintained at the office of the League.

**SECTION E - SIGNATURE AUTHORITY:** The Board shall authorize one or more Officers, to sign or endorse such documents as shall from time to time be determined by a duly adopted resolution of the Board.

**SECTION G - SEAL:** The League shall have a corporate seal approved by the Board of Directors.