

CHAMBER OF RAVENS NESTS



CONSTITUTION AND BY LAWS

ADOPTED FEBRUARY 2000

Updated and Printed: 9/26/2013

BY-LAWS OF CHAMBER OF RAVENS NESTS, INC.

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BY-LAWS

CHAMBER OF RAVENS NESTS, INC.

ARTICLE I

Authority

Section 1. These By-Laws are adapted pursuant to the Constitution of the Chamber of Ravens Nests, Inc.

ARTICLE II

Name

Section 1. The common and usual usage of the name of the Corporation shall be The Chamber of Ravens Nests.

Section 2. The terms Chamber and Corporation as used in these By-Laws and in the Constitution shall mean the same as Chamber of Ravens Nests, Inc.

Section 3. The term member as used herein means a member of any individual Nest.

Section 4. The term governing body includes the President, alternate, or appropriate representative of each Nest.

ARTICLE III

Mailing Address and Meeting Place

Section 1. The mailing address of the Chamber shall be the address The President or an assigned person of the Chamber. That person is responsible for informing the appropriate officers of any paperwork and/or forms that would come to their mailing address from the Bank, State of Maryland, Maryland Department of Assessments and Taxation or the IRS.

Section 2. The meeting place of the Chamber shall be designated by the Chamber from time to time, all subject to other and further conditions set forth elsewhere herein. The meeting date is the third Tuesday of each month at 7:00 P.M., except as modified by the membership at the prior meeting. In case of emergency, the regular meeting date may be changed by the President.

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 5 or more members of the governing body. Should the need for a special meeting arise, written notification shall be given to each member of the governing body 48 hours in advance.

ARTICLE IV

Membership

Section 1. The membership of the Chamber shall consist of two types of officially approved and chartered Ravens Nest.

1. Full-membership nest.

a. Such a nest is the principal focus of the requirements stated in Sections 2 and 3 of Article IV.

2. Associate Nest.

a. Such a nest is a group whose geographical distance is greater than 75 miles from the Chamber meeting location.

b. As such they are not obligated to fulfill the meeting attendance requirements of Sections 2 of Article IV.

c. Are always welcome at the Chamber meetings, functions and /or events. And will have the privileges of all other Nests.

d. Are held accountable to all the same requirements as a Full-membership nest.

e. An Associate Nests that chooses not to attend meetings is required to submit meeting minutes to the Chamber Recording Secretary every two months.

Section 2. Meeting Requirements: Each member Nest shall remain a member in good standing as long as its dues are current and as long as it meets all the obligations and requirements set forth herein, including maintenance of its charter and attendance of a representative at a minimum of nine (9) meetings per year. Each Nest must also maintain at least 15 members or be subject to forfeiture of its voting privileges.

Section 3. Only active Nests in good standing shall be entitled to be represented at meetings, to vote on

Chamber business and to have members hold office. Guests do not have a ‘voice’ at meetings unless they are a member of a Chamber established committee. Their ‘voice’ may only be heard as it pertains to that committee at the appropriate agenda time.

Section 4. Any Nest not in “Good Standing” with their State will have sixty days to resolve the issue. If the issue is not resolved within sixty days, then that Nest shall lose its privilege of having a “voice” at meetings, voting privileges suspended, and its members cannot hold office.

Section 5. Any nest not in compliance with the Chambers meeting attendance requirements shall lose its privilege of having a “voice” at meetings, voting privileges suspended, and its members cannot hold office. Such privileges will only be reinstated after the Nests sends a representative to three (3) consecutive meetings.

Section 6. Prior to acceptance as Full membership into the Chamber of Ravens Nests, the Chamber will identify and agree upon at least one neighboring Nest to act as Mentor for one year to the New Nest.

ARTICLE V

Membership-Qualifications and Procedures

Section 1. Any group of individuals recommended by the Membership Committee who possess a mutual desire to promulgate the purposes of the Chamber and who are **15** or more in number, each of whom shall be at least 21 years of age, shall be eligible to apply for membership as a Ravens Nest and a Chamber member. The group applying for membership shall pass a formal resolution by which it binds itself upon acceptance as a member of the Chamber to conform to and abide by the Constitution and By-Laws of the Chamber. In the case of a conflict between Nest by-laws and Chamber by-laws, Chamber by-laws shall prevail.

Section 2. The applicants shall submit at the time of application an initiation fee which includes cost of charter (Articles of Incorporation), together with the pro-rated payment of dues, to the Treasurer through the Chairman of the Membership Committee. In the event the applicants are not accepted for membership, all fees and dues shall be promptly refunded. The applicant shall not re-apply for membership for at least 6 months from the time of rejection or notification of failure to receive charter.

Section 3. The Membership Committee, during their period of investigation, shall relate to the applicants, (1) the requirements for membership, (2) adherence to the Chamber By Laws, (3) maintaining an active interest in the activities of the Chamber as well as those activities sponsored by other Nests, (4) sponsorship of a Charitable Organization, and (5) requirements for proper conduct.

Section 4. The Membership Committee shall meet with the applicants to verify its membership and officers. At the next scheduled Chamber meeting representatives from the applicants will attend the meeting and introduce themselves. Thereafter, the representatives will leave the meeting room and a vote will be taken. Election for membership as a Ravens Nest shall be by at least a majority vote of the member Nests present. Each Nest so elected shall automatically become a member of the Chamber.

Section 5. No individual shall be eligible for membership in any Ravens Nest if they are already a dues paying member of another Ravens Nest.

Section 6. 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.

ARTICLE VI

Governing Body

Section 1. The governing body of the Chamber of Ravens Nests shall consist of the President of each officially chartered Ravens Nests. Each President of a Nest shall have one vote. In the absence of the President, the Nest shall notify any officer of the Chamber that an alternate will represent said Nest.

Section 2. A majority of the governing body shall constitute a quorum. A Quorum shall constitute at least 51% of the total Full-Membership Nest Presidents.

Section 3. All business of the Chamber shall be conducted in accordance with the current edition of Roberts Rule of Order, unless set forth otherwise herein.

Section 4. All Presidents must submit (in writing) to the Chamber Recording Secretary their name and an up-to-date count of their Nest membership by March 31st of each year.

Section 5. The term of office of each Nest President shall not exceed 2 consecutive years.

ARTICLE VII

Officers, Board of Directors - Duties of

Initial Term of Office for Officers and Board of Directors

The initial (first) officers and Board of Directors of the newly established Chamber of Ravens Nests shall serve for a period of 2 years. Their terms will begin at the January 2000 meeting. After this initial 2-year term, all elected officers will serve for a period of one (1) year. The President, Vice President, and Treasurer shall be from separate nests. Officers, Board of Directors, and members shall not be liable for the debts, liabilities, or other obligations of this organization. No Officer, Director, Nests President, Committee Chair, or Committee Member shall receive compensation from the Chamber for their services provided.

Section 1. PRESIDENT –

- It shall be the duty of the President to preside at all meetings of the Chamber and to decide all questions of order without debate subject to appeal to the Board of Directors and brought up at the next meeting.
- The President shall appoint all Committeemen necessary and shall remove any Committeemen for just cause.
- The President shall attend functions deemed necessary for the good and welfare of the Chamber as approved by the Chamber at the expense of the Chamber.
- This expense is to be admission cost only. If for any reason the President is unable to attend said functions, the Vice-President or next officer in line shall attend.
- Shall only forward emails pertaining to the Chamber, other Nests, or Baltimore Ravens and their Organization Fundraisers. No other solicitation via email is to be distributed.

Section 2. VICE-PRESIDENT -

- The Vice-President shall in the absence of the President be vested with all the powers of the President, 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.
- The Vice President shall have specific oversight of the Combined Charity Committee working in tandem with the Board of Directors.

Section 3. TREASURER –

- It shall be the duty of the Treasurer to receive all monies accruing from every source of the Chamber, pay all bills against the Chamber 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 Chamber shall be made except for the benefit of the Chamber.
- The funds of the Chamber shall be deposited in a bank by the Treasurer.
- All checks must have two signatures. The president, vice president 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 having a receipt for same, including administrative expenses.
- The Treasurer shall make a monthly report of all receipts and expenditures. This report will be sent via email to all Nests Presidents, Officers, and Board of Directors one week prior to the monthly Chamber meeting. All books shall be kept on a Calendar Year Basis 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
 - 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 office will be handed over for filing in the Archives of the Chamber. The Treasurer shall deliver all books, files and other property of the Chamber 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 shall issue a receipt to any officer, committeeman or member turning in monies due or owed to the Chamber.

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.
- The meeting minutes will be sent via email to all Nests Presidents, Officers, and Board of Directors within one week after the monthly Chamber meeting.
- In addition to being recorded in the minutes, the amendments to the By-Laws and Constitution will be added immediately to By-Laws and add to revision history.
- 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 Chamber meetings; to verify the credentials of those in attendance at Chamber meetings; and to perform such other duties that may be delegated by the President of the Chamber.
- 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.
- The Sergeant-at-Arms is to verify that all Nests are in Good Standing by:
 - Tracking Full-Membership Nest Presidents attendance at monthly Chamber

meetings.

- Keep track of the yearly Chamber dues from each Nest.
- Verify State of Maryland Nest Charter is in “Good Standing” on the State of Maryland’s Taxation and Assessments website.
- Work alongside the Board of Directors on the Chamber Picnic
- Responsible for monthly Chamber meeting guest sign in sheets.
- Responsible for all property of the Chamber shall be assigned to the Sergeant-At-Arms, who shall make a periodic accounting to the President and/or Chamber.

Section 6. Board of Directors –

- The Chamber of Ravens Nests, by a vote of a majority of the governing body of the Chamber, will elect and/or appoint annually a Board of Directors consisting of five (5) members, four of which will be elected by the by the governing body, with the fifth member being automatically the immediate Past President of the Chamber.
- 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.
 - 1.1. Chairman is responsible to conduct the Board meetings and bring items up on the board agenda.
 - 1.2. BOD Secretary is to keep minutes of the Board meetings and to submit the Board meeting minutes to the Chamber Recording 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 Chamber of Ravens Nests.

Board of Directors - Duties of

1. During the intervals between the regularly scheduled meetings of the Chamber of Ravens Nests, the Board of Directors shall possess and may exercise any or all of the powers of the Chamber of Ravens Nests in the management of the business and affairs of the Chamber, 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 Chamber of Ravens Nests 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.
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 Chamber may refer any matter in dispute at a Chamber meeting to the Board of Directors for recommendation to the governing body.
8. The governing body may refer any matter in dispute at a Chamber meeting to the Board of Directors for final resolution.
9. The Board of Directors is responsible for all aspects of the Chamber Picnic.

ARTICLE VIII

Standing Committees - Duties of

The Committee Chairperson shall ask for volunteers and appoint the members of the committee. Meetings of committees may be called at any time by the chairperson of such committee.

Committees

The following are a minimum of committees that are established.

- Section 1. MEMBERSHIP - The Membership Committee shall issue applications to persons desiring membership in the Chamber; shall conduct the necessary investigations to assure the suitability of the character of such applicants; and shall submit a majority recommendation to the membership at the time the applicant is to be voted upon.
- Section 2. 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.
1. The committee will check to see if the proposed amendments conflict with the existing

By-Laws. If the proposed amendment 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 body for approval or disapproval.

2. 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 members sufficient time to become acquainted with said proposed amendment and/or amendment(s).
3. Voting on By-Law changes will be at the end of the second presentation meeting.

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 three (3) members appointed by the governing body.

Section 3. COMBINED CHARITY COMMITTEE –

- This committee shall be comprised of the Vice President and the Board of Directors.
- The committee is responsible for all charity disbursement for this organization by contacting the chosen Organization for the year and having a representative of that organization attend our Chamber Event to receive the check.
- The committee Chairperson will be responsible for coordinating with the Treasurer for Distribution.

Section 4. OC Convention Committee

- This committee shall be comprised of two Co-Chairs and at least five volunteers.
- This committee is responsible for all aspects of planning, organizing, and scheduling of the Annual OC Convention.
- Update Hotel reservation and waiting list
- The Committee Chairpersons are responsible for coordinating with the President, website updates, Treasurer collection and distribution of funds, and notifying participants of agenda via email at least two weeks prior to the event.
- Must submit a P’N L report of the event to the membership no later than the second meeting after the event.
- And other duties as they arise.

Section 5. WEBSITE COMMITTEE

- At least two people from different Nests will have access to all website information at all times.

- Updates will occur after every Chamber meeting.

Section 6. CHAMBER PICNIC COMMITTEE

- This committee shall be comprised of the Board of Directors and the Sergeant-at-Arms and other volunteers.
- This committee is responsible for all aspects of planning, organizing and scheduling of the Annual Chamber Picnic.

Section 7. ELECTION COMMITTEE

- See Article IX - Elections

ARTICLE IX

Elections

Section 1. The President shall appoint an Election Chairman who shall form a committee consisting of three members from at least three different Nests, plus a member of the Board of Directors. The first duty of this committee will be to verify with the Sergeant at Arms that each Nest is in “Good Standing”.

Section 2. All active members in good standing of any Nest shall be eligible for nomination and election to any elective position in the Chamber, providing they have attended three of the six Chamber meetings prior to elections. No member may hold the office of President for more than two (2) consecutive one-year terms. Members of any Nest whose dues are not current will not be eligible or to run for office.

Section 3. The Election Committee shall have a report of all Nests that are in good standing at the October meeting. The duties of each office shall be read, and nominations from the floor will be accepted. 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 November meeting. Votes by proxy shall be accepted. Ballots shall be sent by the Election Committee no later than one week after nominations via email. Proxy ballots shall be mailed to and received by the Election Committee prior to the November 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 November meeting.

Section 5. New officers will be inducted at the December 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.

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.

Section 8. No individual can run for more than one office. The President, Vice President, and Treasurer shall not be from the same Nest. The President and members of the Board of Directors shall not be from the same Nest. This provision is not applicable during the first two (2) years of existence of the Chamber.

ARTICLE X

Reprimands/Expulsion of Members

Section 1. The Board of Directors shall be responsible for receiving charges made in writing against any Nest or member of a Nest for conduct alleged to be detrimental to the Chamber. 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 representative or 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 seven (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 Chamber 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 Nest is found to be in violation of the Chamber By Laws or Constitution, on the second occurrence of said violation for the same reason, said Nest shall be subject to suspension or other penalty(ies) by the Board of Directors. After the period of suspension, reinstatement may occur, provided the Nest furnishes proof positive that it has made the necessary corrections and is reaccepted by the governing body. The Chamber reserves the right in such cases to observe the actions of the Nest in order to assure that said violation has been rectified.

Section 4. When a Nest ceases to exist, the number of that Nest shall be reassigned to the next incoming Nest.

ARTICLE XI

Dues and Assessments

Section 1. Each member Nest shall pay dues in the amount of \$120.00 per annum to the Treasurer by the January 31st of each year. Members more than 30 days in arrears shall be suspended and will be ineligible to voice their opinion from the floor, or to vote. Members more than 60 days in arrears shall be subject to expulsion. From the dues paid, \$20.00 per Nest shall be used at \$10.00 per Nest to purchase the bottles of alcohol for OC Convention Cooler of Cheer Raffle and \$10.00 per Nest to purchase Family Friendly Basket for Raffle at Chamber Picnic.

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 Robert's Rules of Order on all points not covered by the Constitution and By-Laws.

Section 2. In any discrepancies arising between the Chamber By Laws and an individual Nest's By Laws, the Chamber By Laws shall prevail.

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 Chamber.

ARTICLE XV

Funds and Contracts

Section 1. Checks

- 1) All checks of indebtedness issued in the name of this organization, shall be signed by the Treasurer and the President. In the absence of either, the checks may be countersigned by the Vice President.
- 2) Any checks from nests that are returned to the Chamber based on Insufficient Funds will be handled in the following manner:
 - a) The current applicable bank fee will be assessed to the nest based on Non-Sufficient funds to the nest (NSF).
 - b) The Nest will be given a 30 day period to make financial restitution.
 - c) After 60 days, voting privileges at chamber meetings will be revoked until restitution is made.

Section 2. Contracts

- 1) Unless so authorized by the governing body, no officer, Nest president, committee chair or member shall have any power or authority to bind this organization by any contract, engagement, pledge its credit, or to render it liable for any purpose or in any amount unless it is so stated in the monthly Chamber meeting minutes.

- 2) If the Chamber expressly agrees to incur expenses as outlined above, then it is the Chamber's financial responsibility.

ARTICLE XVI

Dissolution

Section 1. Inasmuch as the Corporation shall have perpetual existence as prescribed in ARTICLE V (Term) of the Constitution, the Chamber shall not be dissolved as long as one-half the active members are willing to continue the Chamber. In the event of dissolution, all monies and properties of the Corporation shall be donated to the charities or charity 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.

Revision History

By-Law	Page	Revision	Date	Description
3.01	3	1	8/17/2010	Address of Chamber shall be person who attends meetings
3.01	3	2	9/26/2013	Address of Chamber shall be President or an assigned person of the Chamber. Added: to receive paperwork from the Bank, State of Maryland, and IRS.
3.02	1	1	Unknown	Meeting night changes from Monday to Tuesday.
3.02	1	2	5/2010	Meeting time changes from 7:30 pm to 7:00 pm.
3.03	2	1	Unknown	Word changes from verbal to written
4.01	2	1	7/2011	Replace "each" with "two types of" officially approved....
4.01.01	2	1	7/2011	Define full-membership nest and associate nest... refer to meeting minutes for wording
4.02		1	7/2011	Decrease number of minimum members from 25 to 15.
4.03	4	add	9/26/2013	Guests on a committee may speak at meetings only during their committee time.
4.06	5	*new*	9/26/2013	New nests will have one neighboring Nest as a Mentor.
6.02	6	1	9/26/2013	Define a Quorum as at least 51% of the total Full-Membership Nest Presidents.
7.0	7	add	9/26/2013	Officers, BoD, and Members shall not be liable for the debts, liabilities, or other obligations of this Organization. No members shall receive compensation from the Chamber.
7.01	7	add	9/26/2013	Emails to be forwarded
7.02	8	add	9/26/2013	VP works with BoD on Combined Charity Committee
7.03	8	Add	9/26/2013	Treasurer's report will be sent out via email one week prior to meeting.
7.04	9	Add	9/26/2013	Secretary's report will be sent out via email within one week after the monthly meeting.
7.04	9	1	9/26/2013	By-Law changes will be added immediately to written copy and Revision History page will be kept on all By-Law Changes.
7.06	9	Add	9/26/2013	Define duties of Sgt-at-Arms. Track membership, Chamber Dues, Verify Nests in Good-Standing with the State. Work with BoD on Picnic.

				Guest Sign in Sheets.
7.06.01a	10	Add	9/26/2013	BoD Chairman Conduct meetings and bring items up on agenda.
7.06.01b	10	Add	9/26/2013	BoD Secretary keep minutes of board meetings and turn notes in to Chamber Recording Secretary.
7.06.09	11	Add	9/26/2013	BoD responsible for all aspects of the Chamber Picnic.
8.0	11	1	9/26/2013	Revise current committees and their duties. (see October meeting minutes for complete list)
9.04	13	1	9/26/2013	Ballots sent out via email.
9.08	14	1	9/26/2013	Pres, VP, and Treasurer may not be from the same Nest.
11.1	15	1	5/2011	Dues increase from \$60.00 to \$100.00 Annually.
11.1	15	2	9/26/2013	Dues increase from \$100.00 to \$120.00 Annually. \$20.00 from dues is used at \$10.00 per Nest to purchase bottles of alcohol for OC Convention Cooler of Cheer Raffle and \$10.00 per Nest to purchase Family Friendly Basket for Raffle at Chamber Picnic.
15	16	New	9/26/2013	Funds and Contracts
16	17	1	9/26/2013	Renumbered from Article XV to XVI

CONSTITUTION OF CHAMBER OF RAVENS NESTS, INC.

ARTICLE I

Statutory Authority

- Section 1. Act of Incorporation - November 2, 1999
- Section 2. Charter Authority - State Department of Assessments and Taxation of Maryland

ARTICLE II

Name

- Section 1. The name of the Corporation shall be Chamber of Ravens Nests, Inc. and may be referred to herein, and in general usage, as the Chamber.

ARTICLE III

Insignia/Logo

- Section 1. The Corporation insignia shall be the Diving Raven with a football in its talons (see attached) with a “Birds of Prey” in close proximity thereto. No other insignia or logo shall be used by any Nest or members of this organization representing a Nest or the Chamber. The insignia shall not be altered in any way. The title A Chamber of Ravens Nests, and/or the individual Nest number and location may be used with the insignia.



ARTICLE IV

Registered Office

Section 1. The registered office of the Corporation shall be in Metropolitan Baltimore in the State of Maryland or in such place within the State of Maryland as the members of the Chamber may direct.

ARTICLE V

Term

Section 1. The Corporation shall have perpetual existence in accordance with the provisions of ARTICLE I - Statutory Authority.

ARTICLE VI

Objects and Purpose

Section 1. The purpose of the Chamber is to engage in such activities of the types listed below as conform to the law, are consistent with the purposes and good reputation of the various Ravens Nests and the Baltimore Ravens football organization, and are available to all member Ravens Nests and their respective members on an equal basis without regard to race, creed, color, sexual preference or national origin:

- (1) To promote interest and activities related to the Baltimore Ravens football organization and professional football in general.
- (2) To promote any joint activities or projects that the various Ravens Nests wish to enter into as a unified group.
- (3) To coordinate any and all activities and fund raising projects of the combined Ravens Nests.
- (4) To promote good will between the Ravens Nests and to handle and/or refer any grievances submitted by individual Ravens Nests.
- (5) To screen all applications by interested groups who desire to join the Ravens Nests family.
- (6) To provide such other facilities, benefits and services for the various Ravens Nests as may be available and determined upon by the Chamber of Ravens Nests.
- (G) To mutually benefit its members by discussion, encouragement and advancement of the great game of professional football.

ARTICLE VII

Powers

- Section 1. The Chamber of Ravens Nests, Inc. shall have the power to do any and all acts and things necessary and proper to carry into effect the objectives and purposes of the Corporation.
- Section 2. The Corporation shall have no power to issue capital stock or engage in business for pecuniary profit or gain of its members.
- Section 3. The Chamber shall be a non-profit organization and no remuneration shall be paid to any officer of the Chamber for services rendered to it, except for reimbursement of pre-authorized personal out-of-pocket expenses incurred by any Chamber member in the pursuit of Chamber business.

ARTICLE VIII

Membership

- Section 1. Any group which meets the qualifications for membership, as may be prescribed herein, may become eligible for membership and upon acceptance shall become a member of the Chamber of Ravens Nests in accordance with the By-Laws.
- Section 2. Every individual member in good standing of each Nest in good standing is also a member of the Chamber of Ravens Nests and is eligible to hold office and to be appointed to committees.

ARTICLE IX

Government

- Section 1. The governing body of the Chamber of Ravens Nests shall be the presidents or representatives of the individual Nests in good standing.

ARTICLE X

Officers

- Section 1. The elected officers of the Chamber shall consist of a President, Vice-President, Treasurer, Recording Secretary, Sergeant-At-Arms, and Board of Directors.
- Section 2. The duties and responsibilities of the officers shall be as prescribed in the By-Laws.

ARTICLE XI

Committees

- Section 1. Committees shall be appointed by the President as prescribed in the By-Laws. The President is to oversee of all committees and is responsible for the actions of all committees. The

President cannot over rule the committee's decision. If there is a conflict a representative from both sides will present their arguments at the Chamber meeting and membership will resolve the conflict via a majority vote.

Section 2. The duties and responsibilities of these Committees shall be as provided for in the By-Laws.

ARTICLE XII

Elections

Section 1. Elections of officers shall be held annually as provided for in the By-Laws.

ARTICLE XIII

Funds and Property

Section 1. The Chamber may receive gifts, bequests, devises, legacies, donations for such purposes as are within the general scope of its corporate objects and purposes.

Section 2. All funds and/or property acquired by the Chamber in any manner and from whatever source shall be received in the name of the Chamber of Ravens Nests and shall become the property of the Corporation and shall be administered and accounted for as prescribed in the By-Laws.

ARTICLE XIV

Expulsion of Members

Section 1. Any member Nest of the Chamber of Ravens Nests shall be subject to expulsion or suspension as prescribed in the By-Laws.

ARTICLE XV

Dues

Section 1. Each member Nest shall pay annual dues as prescribed in the By-Laws.

ARTICLE XVI

Meetings

Section 1. Regular meetings of the Chamber shall be held as prescribed in the By-Laws.

ARTICLE XVII

Amendments to the By-Laws

Section 1. The By-Laws may be altered, amended or added to in accordance with the procedures set forth in the By-Laws.

ARTICLE XVIII

Dissolution

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

ARTICLE XIX

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 objects and purposes of the Chamber.

ARTICLE XX

Right of Appeal

Section 1. The right of appeal of any member to any act of the Chamber, either in whole or in part, shall not be abridged.

ARTICLE XXI

Adoption Provisions

Section 1. All regulations, directives, and programs in effect on the date of the adoption of this Constitution and which are not expressly or automatically rescinded, revised, or suspended, shall continue in full force and effect thereafter until the same are changed, superseded, amended or revoked.