# BY-LAWS OF RODGERS FORGE COMMUNITY, INC.

Last updated July 2021

*Any changes to the by-laws will be posted at rodgersforge.org, then updated in next year’s directory.*

## I. NAME

A. The official name of the organization shall be: The Rodgers Forge Community, Inc., which may be abbreviated as “RFC, Inc.”

B. In the alternative, the organization may be known as: The Rodgers Forge Community Association, which may be abbreviated as “RFCA”

## II. GEOGRAPHIC AREA

A. The boundaries of The Rodgers Forge Community are as follows: Beginning on the west side of York Road at the intersection with Overbrook Road, continuing northerly on the west side of York Road, residential portions only, to Stevenson Lane, westerly on Stevenson Lane, encompassing the south curb of Stevenson Lane to Stanmore Road, proceeding northerly, in a circular manner, encompassing both sides of Stanmore Road, including Stanmore Court, until the circular nature of the road turns southerly crossing Stevenson Lane to Dumbarton Road, including the triangular shaped property with the Rodgers Forge sign at that location; east on Dumbarton Road, including only the northerly curb, to Regester Avenue, southerly, in a circular manner, on Regester Avenue both sides until the circular nature of the road turns easterly to Pinehurst Road, southerly on Pinehurst Road to Murdock Road, west on Murdock Road, both sides, to Bellona Avenue, south on Bellona Avenue, east side only, to then easterly on Dunkirk Road, both sides, to Blenheim Road, south on Blenheim Road, east curb only to the intersection with Overbrook Road, then east on Overbrook Road, both sides, picking up 6418 to 6427 Pinehurst Road, returning easterly on Overbrook Road to the place of the beginning.

### III. MEMBERSHIP

A. To be a **Member** of The Rodgers Forge Community, Inc., an individual must meet the following Criteria:

1. *Reside in the above stated Geographic Area.*

2. *Be at least 21 years of age.*

3. *Live in a household for which the dues are current and paid.*

B. All persons meeting the above criteria shall be referred to as Members in this document.

### IV. GOVERNANCE

A. **The management of The Rodgers Forge Community, Inc**., shall be by the Board of Governors of The Rodgers Forge Community, Inc. (hereinafter “Board”.)

B. **Board of Governors** - General **(Revision 2013-006, 007);**

**(Revision 2017-001, -002, -003, -005, -006)**

**(Revision 2019-001)**

1. Size: The Board shall be composed of not fewer than twelve, nor more than twenty-three Board Members, as may be set from time to time by the Board of Governors.

2. Eligibility: To be eligible to serve on the Board, a person must be a current Member, as defined in paragraph III. Only one Member per household shall be eligible to serve on the Board.

3. Participation: All elected board members must serve on at least two committees, attend a minimum of 7 meetings per fiscal year, and support the RFC, Inc.’s Mission Statement (Appendix A) and Conduct of Board Members Statement (Appendix B). *All board members must participate annually in at least one of the three major events hosted by the RFCA: Dumpster Day, Egg Hunt, Picnic. This requirement may be waived, at the president's discretion, for members who have labor-intensive roles*.

4. Election of the Board shall be by vote of the Members present and voting at the Annual Meeting held on the 1st Wednesday of October.

5. Officers must be members of the Board, and shall be elected by the Board at the first Board Meeting to be held on the 2nd Wednesday of October following the Annual Meeting. Officers’ titles and duties to be spelled out more specifically in the section below called Officers.

C. **Election and Composition of the Board.**

1. Approximately one half of the Board shall be elected at the Annual Meeting.

a. Board Members shall be elected to two-year terms.

2. Board members’ terms cannot be extended without a vote from the General Membership.

D. **Board Election Procedure. (Revision 2013-008)**

1. No later than the May Board meeting the President, with Board approval, shall establish a Nominations Committee of no fewer than three persons to solicit applications for Board Members.

2. Membership eligibility for the Nominating Committee is restricted to serving members of the Board.

3. Membership and Chairmanship of the committee shall be by Board nomination and acceptance by the nominee.

4. In accordance with Roberts Rules, the Board President must not be an ex officio member.

5. Duties include, but are not limited to, the following:

a. Publicize the need for Board Members no later than June in the RFC, Inc. Newsletter and/or on the RFC, Inc. website.

b. Inquire as to whether existing Board Members wish to remain on the Board.

c. Prepare a list of qualified Board candidates. In the event that the number of qualified candidates exceeds the number of positions available, the committee may, but is not required to, submit a suggested slate of candidates.

d. The committee shall report back to the full Board at the August meeting. (In the event no August meeting is planned, the appointment of the committee shall take place no later than the MAY meeting and the committee report shall be presented at the July meeting.)

e. The Nominating committee shall ensure that all qualified candidates are provided with the opportunity to publish a brief statement on their beliefs and qualifications in the Newsletter if they turn them in by the deadline of August 15. Candidate statements will also be posted on the RFCA website and official RFCA social media platforms; statements must be submitted at least two days before online voting begins in order to be posted. The deadline to submit a nomination is September 15. In the event that the seats available are equal or less than the number of candidates, the President may request that the election be by acclamation only, at the Annual Meeting.

f. The committee shall ensure that ballots are prepared.

6. Voting Procedure at the Annual Meeting

a. Online voting will take place for one week immediately prior to the Annual Meeting (Monday to Monday). Paper ballots will also be accepted at the Annual Meeting, as described in the following sections. The two vote tallies (online and paper ballots) will be added together to determine winners. The online tabulations will not be shared prior to counting the paper ballots.

(1) At the Annual Meeting, the President shall read the names of all qualified candidates. No Nominations will be accepted from the floor at the Annual Meeting.

(2) After the names are read, each candidate shall have the opportunity to briefly address the General Membership present if they so choose. If the candidate is unable to attend, he or she may send a representative.

(3) In the event there are more qualified candidates than available positions, paper ballots shall be distributed, all Members present shall have one vote per household.

(4) In the event that the seats available equal or are less than the number of candidates, the President may request that the election be by acclamation. The President’s request must be approved by a simple majority of all present and voting Members.

E. **Removal of Board Members (Revision 2013-009)**

1. A Board Member may be removed for Substantial Cause by three-fifths (60%) vote of all then-serving Board Members, at a duly called meeting of the Board, provided:

a. The Board Member in question has been sent, via first-class mail, a certified Notice Letter providing notice of the pending action regarding removal of the Member.

b. The Executive Committee has sole responsibility for initiating and sending the Notice Letter:

(1) Said letter must be sent to an address reasonably calculated to reach the Board Member, and in a manner reasonably calculated to give the Board Member at least two weeks’ notice prior to the meeting at which a decision is to be made.

(2) Said letter is to provide the date, time, and location of the meeting at which the removal vote is to be taken.

(3) In the event the proposed removal is for Substantial Cause, the “cause” must be stated in the letter. Substantial Cause includes but is not limited to: failure to participate in Board activities as evidenced by three consecutive unexcused absences from Board meetings.

2. A Board Member may be removed without cause by a three-quarter (75%) vote of all then serving Board Members, at a duly called meeting of the Board, provided a certified Notice Letter had been sent to the Board member, said certified Notice Letter meeting the same requirements as listed for notice in the section above.

3. A Board Member who moves out of the Rodgers Forge Geographic Area is automatically removed from the Board.

4. A Board Member may resign only by submitting a written resignation to the President, or if the President is unavailable, to the Recording Secretary.

F. **Vacancies on the Board. (Revision 2013-002)**

1. Shall be filled by appointment by the President, subject to a majority vote of the then-serving members of the Board.

2. Appointment Candidates, prior to their appointment will be provided the information packet given to all candidates for election to the Board.

3. Appointment candidates will be afforded the opportunity to provide a brief written statement of their beliefs and qualifications to all then-serving members of the Board, either by USPS, or by e-mail using the latest Board member e-mail address list. Then-serving members of the Board will be provided with a minimum of one week between receipt of candidate’s statement and the vote.

4. The Vote will be conducted at either a regularly scheduled monthly meeting, a Special Meeting called using the procedure described in paragraph VII.D, or only in the case of extreme urgency, a vote without a meeting may be conducted as described in paragraph VIII.D.2

5. In the case of the vote occurring during a Regular or Special Meeting, the vote will be conducted using paper ballots using a simple “Yes” or “No” format. In the case of multiple appointments at the same meeting, a single ballot may be used; however, each appointment candidate will have a separate place for a Board Members vote

6. Persons appointed in this manner shall serve the balance of the term of the vacating member

V. OFFICERS **(REVISION 2013-010, 012)**

A. The **Named Officer titles** in this organization (hereinafter collectively referred to as “Named Officers”) are:

1. President

2. Vice President

3. Treasurer

4. Recording Secretary

5. Corresponding Secretary

B. **President -** Authorities and Duties

1. Preside at, and conduct, all meetings of the Board and any meetings of the Executive Committee.

2. The President shall nominate the TCA delegate and alternate to be approved by the Board, and fill Board vacancies according to procedures in these bylaws.

3. Sign all contracts and agreements in the name of the RFC, Inc., after they have been approved by the Board.

4. Serve as representative of RFC, Inc., presenting Board positions and policies in meetings or discussions with other organizations or agencies, or specifically appoint someone to act in his or her place.

5. Perform other duties which are ordinarily the function of the office or which are assigned by the Board.

C. **Vice President** - Authority and Duties

1. Perform the duties of the President, when the President is unable or unwilling to perform those duties.

2. Perform other tasks as requested by the Board or the President.

3. Assist in the performance of the duties of the President.

D. **Treasurer** - Authority and Duties

1. Oversee deposits of funds of RFC, Inc., into proper accounts of RFC, Inc.

2. Record all receipt and disbursements from such accounts.

3. Ensure that the Corporation’s State taxes and any other taxes are paid and filed in a timely manner.

4. Keep books and financial reports for RFC, Inc., and present a report on the Corporation’s assets and liabilities for each Board Meeting.

5. Serve on the Financial Analysis Committee, discussed below.

E. **Recording Secretary** - Authority and Duties

1. Keep accurate minutes of all Board meetings.

2. Provide copies of minutes for Board approval.

3. Maintain a file of all approved Board minutes, so they can be retrieved and provided as may be needed.

4. Maintain a current list of all Board Members, including address, phone contacts, and e-mail.

F. **Corresponding Secretary** - Authority and Duties

1. Write, in conjunction with the President, correspondence which is to be sent out in the name of RFC, Inc.

2. Maintain a file of all correspondence sent out by the Board or Committees.

3. Maintain a file of all correspondence received by RFC, Inc.

4. Provide the monthly meeting agenda to all Board members.

5. The Corresponding Secretary may also serve in another RFC, Inc., Office.

G. **Removal of Officers**

1. An Officer (other than the President) may resign only by submitting his or her resignation in writing to the President.

2. The President may resign only by submitting his or her resignation in writing to the entire Board.

3. An Officer may be removed involuntarily by the Board, with or without cause, if:

a. The Board by majority vote with or without a meeting causes a letter to be delivered to the officer in question stating the intention to remove him or her from office, including any reasons if the basis is for cause.

b. The letter states the Board’s decision to vote on removal at a coming meeting of the Board the date, time, and location of which is to be stated in the letter.

c. The letter is to be sent in a manner reasonably calculated to provide the officer in question with three weeks’ notice prior to the meeting to consider removal.

d. Vote to remove

(1) The Officer may be removed for cause, by affirmative vote at the meeting of a three-fifths (60%) vote of all then-serving Board Members.

(2) The Officer may be removed without cause, by a three-quarter (75%) vote of all then-serving Board Members

H. **Filling Officer Vacancies**

1. The President may appoint a replacement Officer, subject to majority vote of the Board Members present at a duly called meeting.

2. The President shall be replaced by the Vice President, who shall then have the power to appoint a replacement Vice President, subject to majority vote of the Board Members present at a duly called meeting.

3. In the event of simultaneous resignation of the President and Vice President.

a. The next highest officer, as determined by the rankings in the “Named Officer” list in this document, shall temporarily take over and shall seek nominations from the Board.

b. The new President and Vice President shall be deemed elected upon receiving the majority of votes cast by the then-serving Board Members.

4. Officers replaced in this manner shall serve until the next Annual Meeting.

VI. COMMITTEES **(Revision 2013-003, 011)**

**(REVISION 2020-001)**

A. **Generally**

1. A Committee is a group of people charged with performing a specific task, or series of tasks, on behalf of the Board. In certain circumstances a Committee may be comprised of one person.

2. A new Committee may be established by the vote of the Board at any time.

3. All Committees shall have someone designated as Chairperson.

4. Each year after the election of officers, the Board shall again reestablish each committee, at a minimum the Standing Committee list, and its Chair shall be appointed by the President.

5. Each Committee shall provide to the Recording Secretary a list of their active committee members along with contact information, as well as the name of the Committee Chairperson. The Chairperson shall continue to update the committee list with the Recording Secretary.

6. All committee members must be a member in good standing of RFC, Inc. and must remain so during their entire time on the Committee, but do not need to be a Board Member unless required to be so by paragraph VI.A.7 below.

7. The Chair of a Standing Committee must be a Board Member. Upon the creation of any other committee the Board shall determine whether the chairman and the committee members must be Board Members.

8. Committees may choose to allow volunteers to assist in the completion of Committee tasks.

a. Volunteers are not required to be members of RFC, Inc. or reside within the geographic boundaries of Rodgers Forge.

b. Volunteers may not vote on committee business.

9. Committee Meeting Minutes.

a. Each Committee shall keep minutes of its business meetings.

b. Minutes shall contain at minimum: the date, time, location, names of persons in attendance, and a brief summary of actions taken.

c. The greater the Board’s reliance on the Committee, the more detailed should be the records.

d. Committee minutes shall be provided to the Recording Secretary to be preserved along with the minutes of the next following Board Meeting.

10. Each Committee should be prepared to report on its progress, or lack thereof, at the monthly Board meetings.

11. A Committee appointed for a specific task shall be dissolved when the task has been accomplished, or when no further action is necessary.

12. The Board may authorize committees to spend money, or enter into specific agreements, for the furtherance of the purpose assigned to the committee. A full report of any commitments, and/or expenditures shall be made to the Board at the next regular meeting and be included in the minutes of that meeting.

13. The general provisions of the preceding paragraphs apply to all committees whether Standing Committees, or short-term ad hoc committees.

B. **Standing Committees**

1. Standing Committees continue from year to year for an indefinite period to perform tasks which are ongoing in nature.

2. Standing Committees are:

a. Architecture

b. External and Government Affairs

c. Newsletter/Website

d. Executive Committee

C**. Architecture Committee**

1. The Purpose of the Architecture Committee is to maintain architectural standards within the Rodgers Forge community, based on covenants, history, evolving standards and practices, as well as appropriate State and local codes and regulations.

2. Duties.

a. Prepare and amend guidelines.

(1) Prepare a clear set of guidelines to be submitted for approval by the Board and to be published as part of the Rodgers Forge Directory.

(2) Submit amendments to previously published guidelines for approval by the Board to be included as part of subsequent Rodgers Forge Directories.

b. Receive applications from homeowners who wish to make changes to the exterior portions of their homes.

c. Review said applications in a timely manner, pursuant to the guidelines.

d. Decide on the homeowner’s application in a timely way and inform the homeowner of the decision, reasons for any denial, and/or need for further information.

e. Report at each Board meeting on actions taken pursuant to the guidelines.

f. Request guidance from the Board to determine matters which may not be covered by existing guidelines.

3. Record Keeping.

a. The Architecture Committee shall maintain a readily accessible archive of all applications received, along with the responses to those applications.

b. The Architecture Committee shall maintain minutes of its meetings in the same manner as all committees (see paragraph VI.A.8.a); but since the Board places high reliance on the actions of this committee, and this committee exercises certain Board functions, the minutes must also include a description of all motions and resolutions for action, as well as the outcome of the vote on those resolutions; said minutes are to be provided to the Recording Secretary for inclusion in the minutes of the following Board meeting.

c. The Architecture Committee shall provide the Corresponding Secretary with copies of all correspondence sent out under the authority of the Architecture Committee and any responses thereto.

D. **External and Government Affairs Committee**

1. The purpose of the External and Government Affairs Committee is to keep the Board apprised of actions being taken on the part of governmental bodies, bureaus, agencies, surrounding community associations, or entities of any description, whose actions may have an impact on the quality of life in Rodgers Forge.

2. Duties.

a. As needed, send representatives to meetings of the Baltimore County Zoning Board, County Council, and other government agencies, bureaus or organizations engaged in the development, review and enforcement of appropriate county, state, federal and local codes, regulations, laws, statutes and etc. that may have an impact on the community of Rodgers Forge.

b. Act as a clearinghouse for problems of residents brought to the Board’s attention, which may require contacts with, or actions by, government officials.

c. Provide a brief oral report at each Board meeting, alerting Board members to issues in the area.

d. The committee shall provide a more detailed written report for inclusion in the minutes of the Board meeting.

E. **The Newsletter/Website Committee (Revision 2013-005, 014)**

1. The purpose of the Newsletter/Website is to facilitate communications within the Rodgers Forge Community, and to promote community activities.

2. Duties.

a. Publish and deliver at least quarterly, to each home within the community a physical newsletter of community news and activities. The frequency of publication of the newsletter must at a minimum be adequate to meet all Community notification requirements.

b. Solicit voluntary written input monthly from each committee Chairperson, to assist in keeping Members aware of, and promoting community activities.

c. In addition to committee articles, there will be reserved sufficient space for a “President’s Message”, if submitted.

d. Annually publish the Rodgers Forge Directory, with an updated list of all households, and as may be available names and phone numbers. The Directory may also contain items or documents of interest to the Community.

e. Establish and maintain a website on behalf of the Rodgers Forge Community.

f. Examine methods whereby the newsletter, website and Directory may be used to generate income for RFC, Inc.

g. Maintain a list of residents, their phone numbers, and addresses, and publish same annually in the Rodgers Forge Directory. Under no circumstances is this information or resident’s e-mail addresses to be released to any entity or organization without prior approval of the Board, and the individual resident.

h. Maintain a list of residents whose dues are up-to-date and cross-reference same with the Rodgers Forge Directory.

F. **Executive Committee (Revision 2013-0012)**

1. The Executive Committee consists of the Named Officers. (para. V.A.)

a. Duties.

(1) To prepare, in conjunction with the President, an agenda for each Board meeting;

a. The Corresponding Secretary shall provide the agenda to each Board member no less than five days prior to the scheduled date of the meeting.

(2) To make recommendations for action to the entire Board;

(3) To act in the name of the Board when action is required prior to the next regular Board meeting, so long as those actions are consistent with prior Board actions, and all reasonable efforts are made to contact all Board Members.

b. The minutes of any Executive Committee session shall include a summary of the circumstances requiring any extraordinary action, and the details of any votes taken on any resolutions. The minutes of the Executive Committee shall be submitted to the full Board and to the Recording Secretary.

VII. MEETINGS

1. **Annual Meeting (Revision 2017-004, -008)**

**(Revision 2018-001, -002, -003)**

1. Held on the first Wednesday of October each year, or other date within two weeks of that date, as may be set by the Board.

2. Activities at the Annual Meeting.

a. The President shall provide a summary of the last year’s community activities and outline future plans.

b. The President shall solicit feedback and suggestions from community members in attendance.

c. The current Board of Governors shall be introduced.

d. The vote to fill open or expired terms on the Board of Governors shall take place (in addition to the online voting), with one resident per household in attendance entitled to one vote unless a member of that household has already voted online.

e. Such other activities or votes as circumstances may require.

3. The Board, through advertising, leaflets, newsletter, website, or any appropriate means shall inform the entire Rodgers Forge Community of the date, time, and place, of the Annual Meeting.

4. The quorum for the Annual Meeting shall be a minimum of 50% of the then-serving Board Members, or twenty-five (25) General Members.

B. **Yearly Organizational Meeting**

1. On the Wednesday following the Annual meeting, or at a date, time, and place, within one week of the Annual meeting, agreed upon by the newly elected Board, the new Board shall meet to elect Officers, to have committees reappointed by the new President, and to conduct such business as may help the Board function in the coming year. *The newly elected officers shall preside over the remainder of the meeting, including appointing committees, immediately following the vote tally.*

C. **Regular Meetings of the Board**

1. Shall be held on the Second Wednesday of each month (excepting the September meeting), at a time and location to be determined by the Board.

a. The Board may hold its meeting on other days, close to the original date, when circumstances so require.

2. A Quorum for a Regular Meeting (and any Special Meetings) shall be 50% of the then-serving Board Members.

a. The President and the Recording Secretary shall maintain an up-to-date list of all Board Members then-serving, so that the number necessary for a quorum at that meeting may be readily available and published in the minutes.

b. If the number for a quorum results in a fractional number, the number shall be rounded to the next highest whole number. *For example, if there are 19 then-serving board members, 10 people would constitute a quorum.*

D. **Special Meetings**

1. A Special Meeting of the Board may be called in either of the following ways:

a. By unanimous consent of the Named Officers, or

b. By E-mail (or phone vote) of 50% of the then serving Board Members, submitted to the Recording Secretary and the President.

2. Notice of the Special Meeting.

a. A notice shall be sent by E-Mail and/or Phone at least one week prior to the Special Meeting.

b. The notice shall specifically state the time, date, and place of the Special Meeting along with notice of the specific item to be decided.

c. The Board by unanimous consent may waive the one-week requirement.

d. Action at the special meeting is limited to the item listed in the notice.

e. Rules and procedures for conducting the annual meeting and all meetings of the Board of Governors shall be governed by such rules as the board may from time to time adopt. [REVISED AUG. 2018]

VIII. VOTING (REVISION 2017-007)

A. At the Annual General Meeting of the Rodgers Forge Community Inc., all Rodgers Forge residents present in-person are allowed to vote unless he/she has already voted online, one vote per household address, on any measure, no proxy voting is allowed.

B. At regular Board meetings, only Board Members present in-person are allowed to vote, one vote per Board Member on any measure, no proxy voting is allowed.

C. The President does not vote except in cases necessary to break a tie.

D. Voting by mail, E-mail, or other means, without a meeting.

1. Action may be taken by the Board, by unanimous consent, without objection, of all then-serving Board members, in writing or by electronic means. A notice of such action taken under unanimous consent must be set-forth in writing and filed with the minutes of the next Board Meeting.

2. A vote may be taken by mail on a specifically stated proposal so long as the following conditions are met:

a. It would be impractical to convene a meeting prior to the time a decision must be taken and/or the matter is of such import that the entire then-serving Board must register a vote and it is not possible to get the entire Board together in person.

b. Notice is sent-out by the President, as e-mail or other written form, reasonably calculated to give timely notice to each then-serving Board Member; the Notice must contain:

(1) The specific nature of the item to be decided,

(2) The date and time deadline for the vote to be received, and

(3) The person to whom, or the location where, the “written vote” of the Board Member is to be delivered.

c. The “written vote” of the Board Member may be received via fax, E-mail, first-class mail, or by hand-delivery.

d. The Recording Secretary shall keep on file with the minutes of the next scheduled Board meeting copies of all “written votes” received.

e. The President shall announce the results of the vote in a timely manner.

IX. RETENTION OF LEGAL COUNSEL, AND INSTITUTION OF LEGAL ACTION **(Revision 2013-004(A))**

A. RFC, Inc., may retain legal counsel for any purpose approved by the Board, pursuant to these By-Laws, as follows:

1. The Board upon majority vote of Board Members present at either a regular or special Board meeting, at which there is a quorum, may retain any attorney who has previously represented the Board.

2. In the event the Board is unable or chooses not to retain an attorney pursuant to section A.1, upon majority vote of Board Members present at either a regular, or special Board meeting, at which there is a quorum the Board may retain any Attorney from whom the Board has sought the following (the Board shall seek the following from no fewer than two attorneys):

a. The Attorney’s Resume.

b. The Attorney’s fee structure.

c. If available, the Attorney’s estimate of the total cost of the proposed legal action.

B. To initiate litigation as a Plaintiff or Petitioner the Board must pass a motion by a three-fifths (60%) vote of all then-serving Board members.

1. The motion must specify a sum certain to cap fees and expenditures, and

2. May place any other limitations the Board finds appropriate.

C. In the event that RFC, Inc., is served with notice that it is to be named as a Defendant or Respondent in a legal action, or receives notice of other legal action which requires a response, the following steps shall be taken:

1. The Executive Committee shall immediately provide notice to all appropriate insurance carriers who may be providing insurance coverage to RFC, Inc., or the Board.

2. In the event it becomes necessary to hire an attorney to represent RFC, Inc. or the Board in defending against the legal action, the steps taken to hire an attorney for this purpose shall be the same as those in paragraph A, above.

D. Except as otherwise provided in Paragraphs IX B and C, the Board may retain counsel for any purpose upon majority vote of Board Members present at either a regular, or special Board meeting, at which there is a quorum.

X. NONDISCRIMINATION **(Revision 2013-001)**

A. The Officers, Board Members, any employees, or persons receiving any benefits from this organization shall be selected in a nondiscriminatory manner without regard to age, sex, race, color, national origin, and political or religious opinion or affiliation, with the exception of Officers and Board Members being at least 21 years of age, as required in paragraph III.A.2.

B. RFC, Inc., shall remain politically non-partisan at all times and shall not endorse any candidate for public political office.

C. No electioneering is allowed at Board Meetings. This shall not be construed as prohibiting elected government officials from addressing the Board on matters of interest to the Board and Community.

XI. BOARD MEMBER ETHICS

A. STANDARD OF CARE OF BOARD MEMBERS

1. Each Board Member is to exercise his or her duties, in good faith, in a manner he or she reasonably believes to be in the best interest of RFC, Inc., and the community of Rodgers Forge.

2. Each Board Member is to handle financial and policy decisions in a prudent manner subject to the standards of care which he or she would wish his or her own decisions to be handled.

B. CONFLICT OF INTEREST

1. Any Board member who becomes aware of a personal, financial, family, or other interest in any transaction, decision, or determination, of the Board or committees must disclose same to the Board so as to avoid any appearance of conflict of interest.

2. If the Board concludes, by a majority vote, that the conflict is an actual conflict, the person may not vote on the matter, may not participate in any discussions on the matter (unless specifically requested by the Board to provide expertise), and must not use his or her influence or prestige to influence the vote.

3. No declared candidate for public elected office may serve as a Board Member.

XII. ACTING AS REPRESENTATIVE OF RFC, INC.

A. No person may hold himself or herself out to the public, or agency, or organization of any kind, claiming to represent RFC, Inc., or the views of the Board, unless specifically authorized to do so by the Board.

B. No person, other than persons specifically authorized to do so in these bylaws, may bind RFC, Inc., to any contract or obligation.

C. The President is the only person authorized to act as official contact with legal counsel, outside contractors, government agencies, or any other entity, unless the President, with approval of the Board, specifically delegates that duty to another Board Member.

XIII. FINANCIAL DETAILS **(Revision 2013-013)**

A. The accounting of RFC, Inc., shall be on an every two year, Fiscal Year basis, from October 1st through September 30th.

B. Financial Analysis.

1. At the conclusion of two years or at the end of the Treasurer’s term, the President shall establish a committee consisting of the Treasurer and at least one other Board Member, to do a financial analysis of the books of RFC, Inc.

2. The Treasurer’s Final Annual Report and Journal shall carry the signature of the reviewer(s), the outgoing Treasurer, and the incoming Treasurer, stating that all accounts have been examined and found to be in order.

C. Dues shall be set by the Board of Governors prior to September 1st, to be in effect the next fiscal year.

XIV. INSURANCE

A. RFC, Inc., shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the RFC, Inc. Said insurance shall be:

1. Against any liability, asserted against and incurred by such person in any such capacity or arising out of such person’s position, whether or not the Corporation would have the power to indemnify him or her against such liability.

2. Purchased with any provisions, in amounts and with deductibles as may be required by the Courts and Judicial Proceedings Article §5-406, §5-407, §5-417, or any other section, as amended from time to time, which effects the rights to immunity and/or indemnification of Directors, Officers, Employees, or Volunteers with RFC, Inc.

XV. INDEMNIFICATION

A. RFC, Inc., may indemnify (repay) its directors, officers, employees and agents to the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, against all expenses and liabilities, including settlements and counsel fees, reasonably incurred or imposed upon them in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being a director, officer, employee or agent of RFC, Inc., upon a determination by the Board or independent legal counsel appointed by it (who may be regular counsel for RFC, Inc.) made in accordance with applicable statutory standards; provided, however, such indemnification shall only be to the extent permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

B. To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of RFC, Inc., shall be personally liable to the Corporation or its members for money damages; provided, however, that the foregoing limitation of director and officer liability shall only be to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law). No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or appeal.

C. RFC, Inc.’s indemnity or insurance provisions only apply when an Officer or Board Member is made a party to a suit as a result of his or her actions in that capacity.

D. Indemnity or insurance protections do not apply to any Officer or Board Member who has:

1. Committed an act or omission in bad faith with active and deliberate dishonesty;

2. Received any improper personal benefit as a result of the act or omission; or

3. In a criminal proceeding, the Officer or Board Member had reason to believe his or her acts were unlawful.

XVI. AMENDMENTS TO THESE BY-LAWS

A. Proposed amendments are to be submitted in writing to each then-serving Board Member, at least two weeks prior to any regular or special meeting of the Board.

B. Proposed amendments shall be posted on the website, and/or published in the Newsletter, at least one week prior to the meeting at which the Board is scheduled to vote on the amendment.

C. Any proposed amendment, in writing, must include:

1. The exact text of the proposed amendment,

2. The numbering of the paragraph in which it is to be inserted in the Bylaws,

3. A copy of any text which is to be deleted by the proposed amendment, and

4. A brief summary of the purpose of the amendment.11

D. Vote on the Proposed Amendment.

1. A three-fifths (60%) vote of the Board Members present and voting at the meeting is required to approve the amendment.

2. Instead of limiting the vote to those present, upon motion of one Board Member, seconded by two others, all then-serving Board Members may be polled using the procedure described in paragraph VIII.D.2.

E. Actions to be taken after an Amendment is Approved.

1. The amendment is to be inserted at the appropriate location in the Bylaws for all subsequent printings.

2. Subsequent printings of the Bylaws shall include at the end, a notation of:

a. The paragraph altered by the amendment,

b. A summary of the effect or the amendment, and

c. The date adopted

**Rodgers Forge Community Association Mission Statement   
(Appendix A)**

*“It is the mission of the RFC, Inc. to maintain enhance and protect the high standards of the Rodgers Forge neighborhood, to preserve the excellent quality of life in our neighborhood and to establish channels of communication and opportunities for the residents of Rodgers Forge to participate in the growth of the community.”*

**Conduct of Board Members Statement (Revision 2018-004)  
(Appendix B)**

In order to serve on the Board of Governors of the Rodgers Forge Community Association, you will be expected to adhere to the following:

• Board members may not present their views as representative of those of the RFC, Inc. Board of Governors where this is not, in fact.

• While serving as a Board member, one may not present oneself or one’s views in such a way wherein it could be inferred that these views represent those of the Board of Governors. *A board member who publicly opposes a board position* ***must*** *clarify that he/she is doing so as a private citizen and not on behalf of the board.*

• Board members may not usurp the authority, position, or responsibility of any individual on or any committee of the Board of Governors.

• Board members will not undermine Board determinations. Important decisions are typically made via a board vote, with each issue being discussed and every member present having one vote. It is inappropriate to work against a Board decision because one disagrees with the outcome.

*Note: This Conduct of Board Members Statement was voted on at the March 2008 RFC, Inc. Board of Governors meeting and passed; it was also adopted as part of By-laws at the May 2011 RFC, Inc. Board of Governors meeting.*

**ADOPTED AND EFFECTIVE this 30th day of May, 2012, approved by the Board of Governors of the RFC, Inc., at the monthly Meeting on this date.**

By-Law Revision History

**Revised as indicated by numbers in parentheses, January 2013 to July 2020**

**REVISION 2013-001: Para X.**

To recognize the age discrimination required to limit Board eligibility to age 21 and above.

**REVISION 2013-002: Para IV.F.**

To align the participation requirements of appointed members with the participation requirements of elected Board members, as listed in paragraph IV.B.3.

To provide all Appointment Candidates an opportunity to share their beliefs and qualifications with then-serving members of the Board

**REVISION 2013-003: Para VI.A.**

To eliminate ambiguity as to the requirement to be a member of RFCA in order to be eligible to serve on an RFCA committee.

To allow some committees to be chaired by non-Board members, yet still recognize the challenges and complexity of the Standing Committees, and as such, require a Board Member in the position of Chairperson and other committees the Board deems appropriate

To define the position of a committee volunteer to serve on RFCA committees.

**REVISION 2013-004(A): Para IX.**

To clarify and streamline the Board’s ability to retain legal counsel for all matters.

**REVISION 2013-005: Para VI.E.**

To allow flexibility in Newsletter publication frequency.

To clarify the fact that the Newsletter is a physically published instrument, available to all homeowners regardless of their ability or desire to use the internet, or social media.

**REVISION 2013-006: Para IV.B, and Appendix A and B**

To clarify fiscal year vice calendar year.

To shift the determination of eligibility from the Board President to the applicable paragraph of the By-Laws.

To make the RFC, Inc. Mission Statement and Conduct of Board Members Statement available to all via addition of Appendix A and B.

**REVISION 2013-007: Para IV.B.**

To ensure a fair and equitable sharing of the time demands required to properly support the business of the Board.

**REVISION 2013-008: Para IV.D.**

To clearly define the establishment of, and the method of staffing the Nominating Committee.

To align the relationship of the President and the Nominating Committee with Robert’s Rules.

To provide an additional option for the reading of the qualified candidates if the President is unavailable to perform this duty.

To recognize that there may not be a published newsletter in the time frame required and allow for meeting notification requirements by posting on the RFCA website only.

To provide for the concerns of a Member who feels the potential for the existence of undue influence if in the case of acceptance by acclimation.

**REVISION 2013-009: Para IV.E.**

To ensure a traceable means of notifying a Board member of pending Board action concerning their continuing membership.

**REVISION 2013-010: Para V.**

To clarify the President’s role in nominating the GTCCA Representatives.

To define what being a representative of RFCA. Inc. at meetings entails.

To change the name of the Financial Review committee in response to changing federal and state laws.

**REVISION 2013-011: Para VI.**

To clarify in VI.A.2 and .4 that the role of the Board is to establish or reestablish a committee(s), and the President’s authority to appoint the Committee Chair. In addition, to encourage board members participation on committees they feel suited to them and their interests.

To provide stability to the list of Standing Committees.

**REVISION 2013-012: Para VI.F.**

To allow time for all Board members to be best prepared for the monthly meeting.

To define roles and responsibilities for the development and distribution of the monthly meeting agenda.

**REVISION 2013-013: Para XIII.**

To revise terminology due to changes in Federal financial laws.

**REVISION 2013-014: Para VI.E.**

To encourage the publication of a cross section of RFC, Inc. committee news and information of interest to the community.

To ensure that if desired, there will always be sufficient space reserved for the President’s Message.

**REVISION 2017-001: Para IV.B.2**

To restrict Board membership to one Member per household.

**REVISION 2017-002: Para IV.B.4**

To change the date of the Annual Meeting to the 1st Wednesday in

October.

**REVISION 2017-003: Para IV.B.5**

To change the date of the first Board Meeting to the 2nd Wednesday in October.

**REVISION 2017-004: Para VII.A**

To change the date of the Annual Meeting to the 1st Wednesday in

October.

**REVISION 2017-005: Para IV.D**.**5.e**

To change the deadline for submitting a nomination to September 15th.

**REVISION 2017-006: Para IV.D.6**

To change the voting procedure to add online voting in addition to in-person voting.

**REVISION 2017-007: Para VIII.A**

To change the eligibility for voting at the Annual Meeting from dues paying Member households to all Rodgers Forge resident households.

**REVISION 2017-008: Para VII.A.2.d**

To change the eligibility for voting at the Annual Meeting from dues paying Member households to all Rodgers Forge resident households.

**REVISION 2018-001: Para VII.B.1**  
Adds: The newly elected officers shall preside over the remainder of the meeting, including appointing committees, immediately following the vote tally.

**REVISION 2018-002: Para VII.C.b**Adds: For example, if there are 19 then-serving board members, 10 people would constitute a quorum.

**REVISION 2018-003: Para VII.D.2.e**  
Deletes: “Robert’s Rules of Order shall govern procedures for conducting the Annual Meeting and all Meetings of the Board of Governors.”

Adds: “Rules and procedures for conducting the annual meeting and all meetings of the Board of Governors shall be governed by such rules as the board may from time to time adopt.”

**REVISION 2018-004: Appendix B – item 2**

Adds: A board member who publicly opposes a board position must clarify that he/she is doing so as a private citizen and not on behalf of the board.

REVISION 2019-001: Para IV.B.3

Adds: All board members must participate annually in at least one of the three major events hosted by the RFCA: Dumpster Day, Egg Hunt, Picnic. This requirement may be waived, at the president's discretion, for members who have labor-intensive roles.

REVISION 2020-001: PARA VI.E

Changes the required newsletter schedule from bi-monthly to at least quarterly but must at a minimum be adequate to meet all community notification requirements.