

BY-LAWS
OF
PRINCE GEORGE'S COUNTY BOYS AND GIRLS CLUB, INCORPORATED

ADOPTED JUNE 9, 1955
REVISED AND APPROVED BY THE BOARD OF DIRECTORS
February 11, 2016

ARTICLE I
NAME AND PURPOSE

SECTION 1. **Name:** The name of this Corporation is Prince George's County Boys and Girls Club, Incorporated (hereafter referred to as the Corporation). The Corporation's Articles of Incorporation, as recorded in Libra 160, Folio 525 on July 3, 1940, are hereby incorporated into these by-laws by reference. All applicable provisions apply unless otherwise amended.

SECTION 2. **Purpose:** The purpose of the Corporation is to promote the welfare of our youth, and to provide training and instruction so that they may learn and develop the principles of good sportsmanship, the fundamentals of law observance and good citizenship and the discipline to cooperate with all groups through healthy leisure time activities by establishing Unit Clubs with meeting places throughout Prince George's County, which will provide properly supervised athletic and guidance programs, as well as foster interest among the citizens of Prince George's County in their responsibility to our youth.

ARTICLE II
MANAGEMENT

SECTION 1. **Management:** The Corporation shall be managed and directed by General and Unit Directors.

SECTION 2. **Classes of Directors:** The Corporation shall have three classes of Directors: General Directors; Unit Directors; and Honorary Directors. General and Unit Directors actively participate in the management of the Corporation. Honorary Directors are named to recognize significant contributions to the Corporation and do not actively participate in the management of the Corporation.

SECTION 2. (a). **Number of Directors:** The number of Directors shall be equal to twice the number of Unit Clubs that are members of the Corporation. One half of that number shall be General Directors. The remaining one half shall be Unit Directors, one representing each of the member Unit Clubs. No limit shall be placed on the number of Honorary Directors.

SECTION 2. (b). **Eligibilities of Directors:** All Prince George's County Boys and Girls Club Board of Director members and nominees must submit and pass the PGCBGC Background Investigation in order to be eligible to serve on the Board of Directors. In addition, this eligibility must be maintained throughout the tenure of the Board of Director membership. Failure to maintain eligibility, as per a negative (failed) background investigation shall result in the automatic removal of the individual as a Board of Director.

SECTION 3. **Nomination of Directors:**

(1) **Unit Directors** – The Unit Club President or the President's designee will become the Unit Director representing the Club. The term of the Unit Director will be designated by the term defined in the by-laws of the Unit Club.

(2) **General Directors** – The President shall charge the Nominating Committee to develop a list of General Director nominees for the upcoming year. The Nominating Committee shall file a written list of General Director nominees at the September meeting after first having obtained the consent of each person on that list. The list of General Director nominees will be mailed to all existing members of the Board of Directors prior to the October meeting. Additional General Director nominations may be made from the floor at the October meeting by a member of the Board of Directors provided the consent of each General Director nominee has been obtained prior to that time. After the October meeting, any new General Director nominee shall furnish a resume to the Nominating Committee who may, after review, recommend the nominee to the Board for membership. After attending two regular Board meetings, and having obtained a positive (passing) PGCBGC Background Investigation, the nominee will be voted upon by the Board to become a General Director of the Corporation.

(3) **Honorary Directors** – The Nominating Committee may, at any time, nominate a person who has made significant contributions to the Corporation, as an Honorary Director of the Corporation. Once the nomination is presented to the Board, it will be voted upon and a simple majority of the members present is sufficient for election.

SECTION 3. (a). **Election of General Directors:** The General Directors of the Corporation shall be elected at the October meeting by a vote of the Board members. The term of a General Director shall commence on November 1 and shall run for a period of one year, ending on October 31.

SECTION 3. (b). **Resignations:** Any Director of the Corporation may resign at any time. Resignations should be made in writing and transmitted to the President of the Board of Directors. A resignation will take effect at the time of receipt by the President, unless some different time is fixed in the resignations.

SECTION 3. (c). **Removal of Directors:** Unexcused or unexplained absence at three (3) regular meetings of the Board of Directors during the calendar year of the Board of Directors may be cause for dismissal from the Board, or, any member of

the Board of Directors, whose conduct is of a detrimental nature to the Corporation, may be removed from the Board. Removal must be by the concurring vote of two-thirds of the voting members present at the next scheduled meeting of the Board of Directors. Notice of the proposed action of removal shall be mailed to all members of the Board of Directors at least ten (10) days prior to the scheduled meeting. The notice shall set forth the reason(s) for the request for removal. The mailing to the Director who is the subject of the removal action shall be by registered mail.

SECTION 4. **Power and Duties:** The Board of Directors shall have the powers to purchase, acquire, and dispose of property, real and personal. The duties of the Board of Directors shall include:

1. providing a program which will supervise and coordinate the activities of all the Unit Boys and Girls Clubs throughout Prince Georges' County so that it may further the purposes of this corporation;
2. management of the affairs and properties of this corporation;
3. development, administration and execution of the policies and practices of this corporation;
4. approve the annual budget of this corporation.

SECTION 5. **Voting:** General and Unit Directors constitute the Board of Directors of the Corporation. Each Director present at any meeting shall be entitled to one vote. The requisite vote necessary to take any action shall be a majority of the votes cast except as noted in SECTION 3. (d). for the removal of a Director.

SECTION 6. (a). **Regular Meeting:** There shall be a regular meeting on the second Thursday of each month at such time and place as may be determined by the Board of Directors with the exception of the months of July and August.

SECTION 6. (b). **Special Meeting:** Special meetings may be called by the President or shall be called by the Secretary upon written application of five (5) members of the Board of Directors. The Secretary shall mail a notice to each member of the Board of Directors at least five (5) days before the date set for a Special Meeting stating the purpose or purposes for which the Special Meeting has been called. At any Special Meeting, only such business as is specified in the call shall be considered.

SECTION 6. (c). **Conduct of Meetings:** All meetings shall be conducted under Roberts Rules Order.

SECTION 6. (d). **Quorum:** A quorum shall consist of nine members of the Board of Directors.

ARTICLE III
OFFICERS AND THEIR ELECTIONS

SECTION 1. **Officers:** The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and Comptroller.

SECTION 2. (a). **Election of Officers:** The officers shall be elected at the November meeting by a majority vote of the members of the Board of Directors installed and present at that meeting. Secret written ballots shall be used if more than one candidate is running for the same office.

SECTION 2. (b). **Nominations and Election of Officers:** The Nominating Committee shall prepare a slate of officers from among the members of the Board of Directors, and shall present that slate to the Directors at the October meeting. A Unit Club President or designee is not eligible to serve as a General Director of the Corporation while concurrently serving as the President of a Unit Club. Current General Directors are exempt from this provision.

SECTION 2. (c). **Nomination by Petition:** A petition may be presented to the Chairman of the Nominating Committee, at least five (5) days prior to the November meeting, placing a member of the Board of Directors in nomination for any elective office. That member shall have his/her name added to the ballot, providing the petition for nomination has been signed by the nominee and at least four (4) other members of the Board of Directors.

SECTION 3. **Term of Office:** The term of office of the Executive Committee shall be two years. The term of office shall commence January 1 following the elections and end December 31 of the next year.

SECTION 4. **Vacancies:** Except for the President, per Article IV, Section 2, vacancies among the officers shall be filled for the unexpired term by a majority vote of the members of the Board present at any meeting of the Board of Directors. The Nominating Committee shall prepare a list of prospective candidates to fill the vacancy.

ARTICLE IV
DUTIES OF OFFICERS

SECTION 1. **President:** It shall be the duty of the President to:

1. Preside of all meetings of the Board of Directors

2. Exercise all powers and duties generally pertaining to the office of the President as prescribed in the current edition of Robert's Rules of Order;
3. Represent the corporation on events unless he/she designates a representative;
4. Chair the Executive Committee meetings;
5. Announce all vacancies of appointed offices and standing committee chairs to the BOD prior to appointment;
6. Appoint the Chairs of Standing Committees with recommendation from the Executive Board;
7. Review and approve in advance all corporation communications and commitments;
8. Recommends to the Executive Committee the removal of any officer or committee chair who fails to perform the duties of his/her position;
9. Serve as an ex-officio member on all committees, except the Nominating and Elections Committees; and
10. Review and signs all contracts.

SECTION 2. **Vice President:** The Vice President shall act as an aide to the President, and shall perform all the duties of the President in the absence of that officer until such time as the President can resume normal duties. In the event of a vacancy to the President's office, the Vice President will assume the office of President. An election shall be held within the next two (2) meetings to fill the vacant office of Vice President.

SECTION 3. **Secretary:** The Secretary shall keep minutes of all meetings of the Board of Directors and of the Executive Committee, shall give the notice of the place and time of the regular and any special meetings required to be given and shall perform such duties as may be delegated by Article II, Section 6 (b) of these by-laws and the President of the Board of Directors.

SECTION 4. **Treasurer:** The Treasurer shall be responsible for all monies of the Corporation; shall keep an accurate record of receipts and disbursements; and shall pay out funds within budgetary limits or authorization. The Treasurer shall present a statement of account at every regular meeting of the Board of Directors and at other times when requested by the Executive Committee. A full written report shall be given at the November meeting.

SECTION 5. **Comptroller:** The Comptroller shall examine and audit the accounts of the Treasurer at such time or times as may be desired by the Board of Directors. The Comptroller shall make a full written report on the financial condition of the Corporation at the November meeting and at such other times as he/she may deem appropriate.

SECTION 6. **Bonding:** All officers of this Corporation authorized to sign checks and use credit cards will be bonded.

ARTICLE V
EXECUTIVE DIRECTOR AND HIS DUTIES

SECTION 1. **Executive Director:** The overall administrative responsibility of the Corporation is vested in the Office of the Executive Director. The filling of this position shall be the responsibility of the Executive Committee of the Board of Directors.

SECTION 2. **Duties:** The Executive Director of this Corporation shall be responsible for the day-to-day operations of the Corporation and for the enforcement of the rules set down by the Board of Directors. The Executive Director or his/her representative shall be present at all Regular and Special meetings of the Board of Directors unless excused by the President of the Board of Directors. The Executive Director will present a summary of the Corporation's operations for the previous month at all regular meetings. The Executive Director shall have a voice in all matters concerning the Corporation's activities, but will not have a vote.

ARTICLE VI
COMMITTEES AND THEIR DUTIES

SECTION 1. **Executive Committee:** The Executive Committee shall consist of the currently elected officer of the Corporation and all active past presidents.

SECTION 2. **Names of Standing Committees:** The President shall appoint such members of the Board of Directors as deemed advisable to the following standing committees: (a) Nominating; (b) Budget; (c) Admissions and Boundaries.

SECTION 3. **Nominating Committee:** The Nominating Committee shall: (a) prepare a list of General Director nominees for presentation to the Board of Directors at the September meeting; (b) conduct the election of General Directors at the October meeting; (c) prepare a slate of Officers from among the members of the Board of Directors for the following year and present the slate to the Board at the October meeting; (d) conduct the election for the officers of the Board of Directors at the November meeting; (e) screen potential nominees to fill vacant General Director positions and present those nominees to the Board of Directors for selection; and (f) develop a list of candidates to fill vacancies among the officers of the Board of Directors.

SECTION 4. **Budget Committee:** The Budget Committee shall: (a) submit an annual budget for the year at the May meeting to be voted on at the June meeting; (b) submit a revised working budget at the November meeting for the balance of the fiscal year; (c) recommend for approval by the Board of Directors, all expenditures outside of the budget of the Corporation.

SECTION 5. **Admissions and Boundaries:** The Admissions and Boundaries Committee shall: (a) resolve all boundary disputes and set new boundaries upon the

admission of new Unit Clubs; (b) investigate admissions applications and make recommendations to the Board of Directors as the suitability of a prospective new Unit Club for admission to the Corporation; and have jurisdiction over the territory of any Unit Clubs in the Corporation in case of disbandment or consolidation.

ARTICLE VII UNIT CLUBS

SECTION 1. **Unit Clubs:** A minimum of five (5) residents of any community of Prince George's County may form together to sponsor and conduct the affairs of a Unit Club in their community for the purpose of furthering the aims and ideals of the Corporation.

SECTION 2. **Application for Admission:** Application for admission as a Unit Club shall be made in writing to the Board of Directors by the sponsoring residents who shall agree to abide by and conduct the unit in accordance with all the rules and regulations promulgated by the Board of Directors. The application must; (a) contain the names and addresses of their sponsors; (b) show cause that the area is not being properly served; and (c) prove that the youth population is large enough to support a year-round County program, and that coaches are available to train the youth in the prospective new Unit Club. The new applicants must also meet with members of adjoining units to state the basis for their request for admissions. If there is no opposition to the establishment of the new Unit Club, meetings with adjoining Unit Clubs will not be necessary. The Board of Directors will submit the application to the Admissions and Boundaries Committee for action. If the Admissions and Boundaries Committee acts favorably on the request, they will ask the Executive Director to visit the Unit Club and explain policies and requirements necessary to become a Unit Club of the Corporation.

SECTION 3. **Admission:** Based upon a favorable report from the Admissions and Boundaries Committee, admission as a Unit Club shall be determined by the Board of Directors.

SECTION 4. **Probation:** The Unit Club has a probationary period of one (1) year after admission. The new Unit Club must support all phases of the Corporation's program. Failure to comply will result in immediate action being taken against the new Unit Club.

SECTION 5. **Discipline:** Failure of a Unit Club to comply with the rules and regulations of the Corporation may result in suspension, expulsion, or other disciplinary action. The action will be taken by the Board of Directors upon notification by the Executive Director of the reasons for the requested action.

SECTION 6. **Unit Name:** Each Unit Club of the Corporation shall be designated by a given unit name as approved by the Board of Directors.

ARTICLE VIII
AMENDMENT

SECTION 1. **Amendment:** These by-laws may be amended by the Board of Directors at any regular Board of Director's meeting. Any proposed amendment shall be submitted in writing by a Board member at a meeting of the Board with rationale stated for the requested change. It shall be the duty of the Secretary to include in the minutes of that meeting the text of the proposed amendment and the rationale for change with a statement that the proposed amendment will be voted upon at the next regular meeting of the Board of Directors. The amendment will be placed into effect by the vote of the majority of the members present and voting. Any proposed amendment may be amended from the floor of that meeting by the vote of the majority of the members present and voting.