



**LAUREL BOYS & GIRLS CLUB
INCORPORATION**

BYLAWS

Effective January 4, 2016

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LAUREL BOYS & GIRLS CLUB, INCORPORATION BYLAWS

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ARTICLE I - THE CORPORATION

Section 1.01. NAME: The name of the Corporation is the Laurel Boys & Girls Club, Inc. (hereinafter sometimes referred to as the "Club" or "Corporation"). The Club is a unit club of the Prince George's County Boys & Girls Club, Inc. (hereinafter referred to as the "Parent Club").

Section 1.02. PURPOSE: The purpose of the Corporation is to formulate, organize, and administer a program of activities available to all youths of the community to develop skills and citizenship and to encourage good sportsmanship. Further, the purpose of the Corporation is exclusively for charitable purposes as defined in 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE II - MEMBERSHIP

Section 2.01. TYPES

YOUTH MEMBER: Any youth 4-18 years of age, and for whom annual registration requirements and special assessment fees as set forth by the Board of Directors have been met.

ADULT MEMBER: Any adult 19 years of age or older: (a) who is a parent of a registered youth; or (b) who exercises a defector relationship to such a youth; or (c) any adult who actively participate in the club activities, and for whom annual registration requirements and special assessment fees have been met; (d) or who has been granted adult membership by a simple majority vote of the Board of Directors.

HONORARY MEMBER: Any individual or representative of a business, organization, or firm who contributes, financially or otherwise, to the success and growth of the club may be granted an honorary membership by the Board of Directors.

Section 2.02. RIGHTS AND PRIVILEGES

YOUTH MEMBER: The club provides programs for the youth of various communities and residential developments located in Prince George's, Montgomery, Howard, and Anne Arundel Counties. Therefore, by definition of a youth member in Section 2.01 above, youths who reside in the surrounding communities known as the "Greater Laurel Area" or Prince George's County shall have the right to participate in any athletic, social, or other activity sponsored by the club. Additionally, any youth properly registered with the club, whose family moves out of the area serviced by the club, is eligible to continue participation in the club if the youth was officially registered at the time of the change of residence.

ADULT MEMBER: Each adult member shall have the right to participate in any activity of the club that is sponsored for or by adult members, to attend meetings of the Board of Directors opened to the public, to cast a vote on any matter put to a ballot for decision by the adult membership, and to present a grievance, appeal, or petition to the Board of Directors, unless he is employed by the club. Employees shall not serve on the executive board and shall excuse themselves from votes before the Board or Club where there is a direct conflict of interest between their paid position and the matter at hand; furthermore, in accordance with these bylaws, employees shall not serve as a member of any committee of the club.

HONORARY MEMBER: The rights and privileges of an honorary member shall be the same as those described above for adult members.

Section 2.03. TERMINATION OF MEMBERSHIP

Membership shall terminate when:

- eligibility as defined in *Section 2.01* above ceases;
- annual registration fees and special assessments, if any, are not paid by due date or within a reasonable period after the due date, as determined by the Board of Directors; or
- when the Board of Directors for just cause orders termination.

ARTICLE III - BOARD OF DIRECTORS

Section 3.01. POWERS: The Board of Directors (hereinafter referred to as the "BOARD") shall be the governing body of the club and shall manage the business and affairs of the club. The Board shall also have the responsibility for developing and implementing the policies of the club. In carrying out these responsibilities, the board may exercise all of the powers of the club. The Board shall approve an annual budget on or before November 30th of each year. The Board shall keep full and fair accounts of its transactions and shall issue an annual report, including a financial statement, and a report on the general condition of the Corporation—all three shall be filed in the main office of the Corporation/Board and made available to the adult members at all times upon request.

Section 3.02. NUMBER OF DIRECTORS: The Board shall be comprised of twelve (12) people, elected by the adult members (*Section 2.02*) in November of the election year. By vote of a majority on the entire Board, the number of directors may be increased or decreased from time to time. However, the number of directors shall not be smaller than the number required by Section 2-202 of the Corporation or by the Associations Article of the Annotated Code of Maryland. Additionally, the tenure of office of a director shall not be affected by any decrease or increase in the number of directors made by the Board.

Section 3.03. TERM. Each director shall be elected to serve a four-year term to begin in January of the year immediately following the Membership Vote.

Section 3.04. NOMINATING COMMITTEE: At least forty-five (45) days prior to the Membership Vote, the Nominating Committee (*as established under article VII below*) shall decide upon a slate of individuals to succeed the current Board and shall present that slate to the current Board not less than twenty (20) days prior to the Membership Vote. The Nominating Committee must obtain the consent to serve from everyone listed on the slate, before submitting it to the Board,

A board member whose term is expiring may be elected to a subsequent term of office.

Section 3.05. ELECTION OF DIRECTORS: In the first week of November of every voting year or at such other time as may be determined by a two-third (2/3) vote of the Board, the adult members of the club shall elect (*the "Membership Vote"*) directors to fill vacancies created by expiring terms of office. The election shall be announced in the local paper and shall take place at the club.

Section 3.06. REMOVAL: By a vote of two-thirds of its voting members and for just cause, the Board may remove a board member from his

position. Just cause shall include, but shall not be limited to, any one or more of the following: irregular attendance at meetings, missing three consecutive meetings, any pattern of behavior that is counterproductive to the Board's/Corporation's mission, and failure to participate in at least one board activity per six month period, commencing with the Board's fiscal year.

Section 3.07. VACANCY: In the event that a vacancy occurs as the result of the resignation or removal of a board member prior to the expiration of his term, the President shall appoint someone to fill the vacancy, until a board election is held—which must be held within thirty (30) days of occurrence of the vacancy. An election can occur only if a quorum (*Section 3.10*) of the remaining voting board members is present. A candidate shall be elected for the completion of the unexpired term by a majority vote of the board members present and voting.

Section 3.08. VOTING: Each member of the Board, except the President, shall be entitled to one vote on any matter before the Board. The President shall be allowed to vote only in the case of a tie vote of the other board members, except in the case of the election of officers, when the President shall have one vote.

A board member may vote in absentia by proxy—"a signed statement authorizing a person to vote in the stead of the signer in the signer's absence at a meeting." The proxy must have been submitted to the designated board member (who may be any board member) *before* the meeting of the Board is called to order. Only if the designated board member possesses, at the time of the vote, said proxy and has sat in on the discussion of the motion at hand, shall he be permitted to vote on behalf of the signer of the proxy.

Section 3.09. MEETINGS: All meetings shall be conducted in a professional manner, and all board members shall conduct themselves in a professional manner.

- **REGULAR MEETINGS:** The Board of Directors shall meet during the first week of each month and at other times, as may be determined necessary by the President or by any two members of the Board of Directors. Regular board meetings are closed to the public, unless otherwise directed by the President.
- **OPEN MEETINGS:** The Board shall hold meetings opened to the public in January, April, July, and October, unless otherwise directed by the President.
- **SPECIAL/Called MEETINGS:** Special/Called meetings of the Board may be called at any time by the President or the Vice President or by a majority of the Board by vote at a meeting. The President or the Board may determine if a special/called meeting shall be held in or outside of Maryland.

Notice of the place, day, and time of every special/called meeting shall be announced to each board director via email. Notice sent via email shall be deemed delivered when the sender does not receive an "undeliverable notification". Unless required by the bylaws or by resolution of the Board, no notice of a special/called meeting of the Board needs to state the business to be transacted thereat. No notice of a special/called meeting need be given to any director who in writing executed and filed with the records a waiver of such. A special/called meeting of the Board may adjourn and reconvene at the same or some other place. No notice need to be given of an adjourned meeting, other than an announcement of adjournment at the meeting.

Section 3.10. A QUORUM: A quorum shall constitute the majority of the Board's voting membership; e.g., the quorum of a board comprised of a 12-person membership shall constitute seven (7) members, excluding the presiding officer. At any meeting where a quorum is present—except when stated otherwise by Statute, Charter, or by these Bylaws—a vote of the majority of the voting members shall be sufficient to pass or decline any measure. The Advisory Committee cannot satisfy a quorum.

Section 3.11. PRESUMPTION OF ASSENT: A board director who is present at a meeting of the Board at which time action is taken on any corporate matter shall be presumed to have assented to the action taken, unless (a) he expresses dissent, which shall be entered accordingly into the minutes of the meeting; or (b) he files his written dissent of such action with the person acting as the secretary of the meeting before adjournment thereof; or (c) he forwards such dissent by registered mail or electronically to the secretary of the Board within twenty-four (24) hours after the adjournment of the meeting. Such right to register a dissent shall not apply to a director who voted in favor of such action or failed to make a dissent known at the meeting.

ARTICLE IV — OFFICERS

Section 4.01. NUMBER: There shall be five (5) elected officers of the Club: the President, Vice President, Financial Secretary-Treasurer, Correspondence-Recording Secretary, and Athletic Director.

Section 4.02. ELECTIONS: The Board shall elect the above named officers from its own membership at its meeting in January immediately following the election of board members by the club membership. No name shall be held in nomination without the consent of the nominee. Election shall be done by ballot, unless there is only one candidate for the office at hand; in such case, election may be by a voice vote, acclamation, or secretarial ballot. In an election by ballot, the candidate shall be elected by a majority vote of the board members present and voting.

Section 4.03. TERM OF OFFICE: Officers shall be elected for a four (4) year term commencing in January of the year following the election. However, an officer may serve longer—until the election of his successor.

Section 4.04. DUTIES: In addition to the duties stated below, each officer shall perform all duties that typically pertain to that office.

THE PRESIDENT shall be the Chief Executive Officer of the Corporation and shall oversee all club activities and shall preside at all meetings of the executive board/committee and of the Board. He shall be an ex-officio member of all committees. He shall be authorized to co-sign checks for disbursement of club funds as provided in *Article VI* below. The President shall perform such other duties as the Board may direct, from time to time.

THE VICE PRESIDENT shall serve as an executive assistant to the President. He shall become familiar with the duties of the President and perform these duties in the absence of the President. It shall be the Vice President's responsibility to coordinate the activities of the various committees, to carry out the policies of the Board, to expedite the actions of each committee, and to advise the President. He shall be an ex-officio member of all committees. He shall be authorized to co-sign checks for disbursement of club funds as provided in *Article VI* below. The Vice President shall have such other powers and perform such other duties as may be assigned to him by the Board. The Vice President shall serve as the President in the case of death and/or resignation of the President for the remainder of said Presidential term. In the case in which the Vice President declines the position of President, said position shall be filled within 30 days.

THE FINANCIAL SECRETARY-TREASURER shall maintain the club's financial records and files. He shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Club. He shall keep a record and issue a receipt of the amount of monies received and from what sources. The revenue shall be deposited to the credit of the club in a bank approved by the Board.

He shall keep account of monies placed in his hands and maintain current record showing the amount of monies in the general club account and any special accounts, which may have been established by the Board. He shall retain all orders of the Board as his vouchers. He shall present a statement of account at each board meeting, and at such other times as may be requested by the President of the Board. He shall prepare a complete financial statement monthly for board meetings and shall work with the assigned accounting firm to ensure all Internal Revenue Service (IRS) forms required for the operation of the club are prepared and forwarded to the IRS in a timely fashion. He shall make his record available to the President, the Board of

Directors, and the financial advisory committee at any time either shall request. He shall be authorized to sign checks for disbursement of club funds in accordance with *Article VI* below. He shall also perform other duties as the Board may assign to him from time to time.

THE CORRESPONDENCE-RECORDING SECRETARY

The correspondence-recording secretary shall assist the President in preparation of correspondence and shall take minutes of all board meetings or arrange for the proper taking of such in his absence. He shall work with the presiding member of the meeting to determine discussion points and create an agenda for board meetings. At least 48 hours prior to a board meeting, he shall notify all board members, except where the bylaws state otherwise, of said meeting and provide them an electronic copy of the agenda for the meeting.

Within five (5) days immediately following the adjournment of a board/Club meeting, the correspondence-recording secretary shall provide the Board with a copy of all reports submitted at that meeting and send each board member an electronic copy of the prepared minutes for distribution of that meeting. At meetings, he also may need to distribute copies of said minutes electronically or in print for approval.

The correspondence-recording secretary must maintain records of past meetings, which shall include indexing discussion topics; motions carried, failed, and voting distribution per motion; approved minutes with noted changes and corrections, if any; and amendments to previous minutes.

Additionally, within eight (8) hours of actions taken by the Board or by the executive committee, the correspondence-recording secretary shall electronically inform the publicity chairperson/publicist of such actions.

THE ATHLETIC DIRECTOR shall be responsible for securing permits for fields, gyms and meeting places and for coordination of maintenance and security of such facilities through the appropriate agencies. The athletic director will prepare a proposed plan, including an associated organizational structure, of athletic activities for the year commencing with spring activities for approval by the Board in January. Additionally, the athletic director shall be responsible for scheduling the use of the gym. The athletic director shall ensure that the approved plan of youth activities is carried out during the year. He shall appoint a commissioner for each major athletic activity. He shall resolve any problems involving storing, maintaining, issuing and receiving all uniforms and equipment required to support the club's athletic programs. An annual inventory shall be prepared, including an estimate of additional property requirements and costs for the following year, for presentation to the Board.

THE 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, with recommendation from the advisory committee. 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, unless excused by the President of the Board of Directors. The executive director will present a summary of the corporation's operation for the previous quarter of all regular meetings. In the absence of the executive director, the President shall assume these responsibilities. The executive director shall have a voice in all matters concerning the corporation's activities, but will not have a vote.

ARTICLE V - EXECUTIVE BOARD/COMMITTEE

The executive board/committee shall consist of the President, Vice President, Financial Secretary-Treasurer, Correspondence-Recording Secretary, Athletic Director, and Advisory Board Chair. Within 72 hours of its formation, the executive board/committee shall establish its meeting schedule and shall inform the other board members of said within 48 hours of its decision. During intervals between board meetings, the executive board/committee shall possess and exercise all powers of the Board—as the majority of the Board designates—in the management of business and affairs of the corporation. The board/committee shall report all executive actions to all other board members within 24 hours of any action that it takes.

ARTICLE VI - FINANCE

Section 6.01. CHECKS, DRAFTS, ETC.: All checks, drafts, orders for the payment of money, notes, and other evidence of indebtedness issued in the name of the corporation shall be signed by any two of the three officers of the corporation listed below:

- President
- Vice President
- Financial Secretary-Treasurer

Section 6.02. ANNUAL REPORTS: As herein before required, there shall be prepared annually a full and correct statement of the affairs of the corporation. A copy of each annual statement shall be kept on file with the corporation and shall be available at any time to its membership. It shall be the duty of the President to ensure such statement is prepared.

Section 6.03: FISCAL YEAR: The fiscal year of the corporation shall commence the 1st day of December and end the 30th day of November, unless stated otherwise by the Board of Directors.

ARTICLE VII - STANDING COMMITTEES

Section 7.01: THE CHAIR of each standing committee shall be appointed from the Board of Directors by the President and shall be subject to approval by the majority of the Board.

Section 7.02: NAME AND DUTIES OF EACH COMMITTEE

THE WAYS AND MEANS COMMITTEE shall prepare a budget and fundraising plan, which must be submitted to the Board for its approval in November. The committee shall direct all approved fundraising activities, including the sponsor program. The Ways and Means Committee shall submit a monthly report to the Board of Directors.

THE REGISTRATION AND MEMBERSHIP COMMITTEE shall conduct annual registration of youth members; collect registration fees and special assessment fees, if any; maintain appropriate registration records; compile and maintain required membership lists; and forward appropriate records to the Parent Club (*Section 1.01*). The Membership Committee shall submit a monthly report to the Board of Directors.

THE PUBLICITY COMMITTEE shall be responsible for all mass communication to the club membership, including notification of major board actions; developing, printing, duplicating and distributing the club's newsletter; production of such other notices, posters, and bulletins as may be required to publicize the club's activities; and establishing appropriate liaison with other sources of publicity outside the club. The Publicity Committee shall submit a monthly report to the Board of Directors.

THE NOMINATING COMMITTEE shall be made up of three (3) or more members, chosen from and appointed by the Board of Directors, and in its discretion one (1) or more alternates. The Nominating Committee so designated shall, prior to the Membership Vote, prepare nominations for all directors to be elected and shall submit to the Board a nomination for any position that shall become vacant at any time of the year.

THE FINANCIAL ADVISORY COMMITTEE shall be appointed by the President and shall consist of three (3) members from the Board. The Committee shall oversee the financial statements, bank statements and spending of the club. They shall offer to the Board from time to time advice on investment decisions, and they shall work with the assigned accounting firm to ensure a yearly audit of club expenditures. The Financial Advisory Committee shall submit a monthly report to the Board of Directors.

THE ADVISORY COMMITTEE: The Board of Directors shall appoint a director to chair the Advisory Committee; it shall be made up of, but

not limited to, members from each section of the Greater Laurel area, stakeholders, lessors, and community leaders. The Advisory Committee shall provide guidance and advocacy; shall act as second voice for membership, fundraising, and organizational planning; shall serve as ambassadors and advocate for public policy. The Advisory Committee shall have no fiduciary responsibilities and have no vote in club matters. Members of the Committee are required to attend at least two-thirds of the Board's meetings. The Advisory Committee shall adhere to the club's conflict of interest and ethical policies.

Section 7.03. OTHER COMMITTEES: The Board may by resolution provide for such other standing committees as it deems necessary, and discontinue the same at its discretion. Each committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned by the Board.

Section 7.04. COMMITTEE MEMBERSHIP: The chair of each committee shall appoint as many members as he deems necessary to properly perform the duties of the committee. He may also create and dissolve sub-committees as necessary. The chair of the parent committee shall appoint the chair of sub-committees.

ARTICLE VIII - SPECIAL COMMITTEES AND AFFILIATED ORGANIZATIONS

Section 8.01. CREATION AND TERMINATION: The Board may, by majority vote, create and dissolve ad hoc committees as necessary in conducting the affairs of the club.

- The Board, in creating said committees, shall define the purpose and function of the committee.
- The Board shall decide for each ad hoc committee the procedure for reporting to the board.
- The President shall appoint the chairman for each ad hoc committee.
- All ad hoc committees shall have the same authority as standing committees, unless otherwise stated by the Board at the time of their establishment or during the period of their existence. Ad hoc committees shall be dissolved (automatically) after fulfillment of their assigned purpose.

Section 8.02. OTHER OFFICIAL POSITIONS: The Board may establish, by majority vote, any other official position necessary to meet the goals and support continuity of the club. Such positions shall not include any special privileges other than the duties implied by their title, such as historian, parliamentarian, etc.

ARTICLE IX - CONTRACTS

No individual person on his own can enter into a contract on behalf of the club. Any contract made without the expressed consent/approval of the Board is null and void.

All existing (legitimate) contracts are binding with the next Board of Directors.

ARTICLE X. - GRIEVANCES AND APPEALS

Section 9.01. INFORMAL: Any board member may present a grievance or appeal from any club member to the Board. The Board may also grant permission to a member or spokesperson for a group of club members to present a grievance or appeal in person. The decision of the Board shall be final and conclusive, except as provided in *Section 9.02*, below.

Section 9.02. FORMAL: Any group or member of the club may petition. The petition must contain at least one hundred (100) signatures and must include full names, addresses, and telephone numbers of the petitioners. Only adult members may sign the petition. The petition shall include the full particulars of the action in controversy and the position of the petitioners with retrospect thereto. The petition shall also bear the name(s) of the spokesperson or spokespersons, not more than three (3) for the group. The petition may be presented to the Board at any scheduled board meeting. The Board may act on the petition immediately, or defer action for purpose of study—for such a period not to exceed thirty (30) days. The Board shall reach a decision prior to its next scheduled regular meeting.

ARTICLE XI - AMENDMENTS

These bylaws may be amended by a two-third (2/3) vote of the Board of Directors at any meeting, provided a quorum is present and the amendments were proposed at the meeting prior to the one when they are to be voted upon.

ARTICLE XII - GENDER

Whenever used herein, the masculine gender shall include the feminine gender.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order, Newly Revised*, shall govern this cooperation, the Laurel Boys and Girls Club, in all cases in which they are applicable and in which they are not inconsistent with these bylaws.