

BY-LAWS
OF
MARLBORO BOYS & GIRLS CLUB, Inc
(Amendment as of 11/29/06)
Proposed amendments for 9-16-09

ARTICLE I. Name & Purpose

SECTION 1. Name: The name of this organization (Hereinafter referred to as the Club), is the Marlboro Boys and Girls Club, Inc.

SECTION 2. Purpose: The purpose of the Club shall be to promote the welfare of youth, to provide the opportunity to establish good work habits, to develop positive self-esteem through volunteer-based training and instruction so that they may learn and develop the principles of good sportsmanship, a knowledge of the fundamentals of law observance, a proper use of leisure time activities and of health. The objectives of these purposes is to instill a sense of cooperation with all groups in order to develop good citizenship in our boys and girls, and to provide a properly supervised athletic and guidance program, as well as to foster interest. Defining citizens of Prince George's County is the responsibility to our youth.

ARTICLE II. Membership:

SECTION 1. Eligibility: Any youth who meets the age requirements of the Club sponsored program, and who lives within the area set forth by the boundaries established by the Board of Directors of the Prince George's County Boys and Girls Club shall be eligible for Membership in the Club upon application for Membership, and payment of annual dues. All parents/guardians are encouraged to assist each sport program through fund raising and volunteering their time as established by the Board of Directors of the Club.

SECTION 2. Active Members: Both parents/guardians of any eligible youth will be considered Active Members upon meeting the requirements of Section 1 of this Article. "

SECTION 3. Honorary Member: An adult, who after being nominated and approved by half majority vote of the Board of Directors, and the simple majority, shall be given annual Honorary Membership in the Club and allowed to hold any position within the Club by election or appointment.

SECTION 4. Dues: Annual Youth Membership dues shall be as established by the Board, shall be payable upon registration, and shall expire on March 31st of each year.

SECTION 5. Voting Rights: Any adult, Active or Honorary Member shall be granted voting rights as provided in these By-Laws.

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SECTION 6. Club Positions: Any adult Active or Honorary Member shall be granted the right to hold any elective or appointed position within the Club. The Board of Directors shall serve a two-year term limit.

ARTICLE III: Meetings

SECTION 1. Monthly Meetings: Monthly Board of Director meetings shall be held as a practice on the 3rd Wednesday, (unless otherwise indicated by the President) of each month at a place and time determined by the Club President.

SECTION 2. Bi-Annual Meetings: The first meeting shall be held within the calendar year during the first quarter. The second meeting shall be held within the third quarter of the year if needed. The meetings shall take place on the third Wednesday, (unless otherwise indicated by the President) at a time and place determined by the Board of Directors and published via email, the website or in the Club Newsletter, two weeks prior to the meeting date. Business which must be brought before the General Membership at a regular Club meeting shall include: (a) election of the Board of Directors; (b) confirmation of the annual budget and extraordinary expenses; i.e., purchase of real property; not included in the budget; and (c) amendments of the Club By-Laws.

Confirmation of the annual budget and extraordinary expenses, and amendments of the Club By-Laws require a simple majority vote of the Members present. All other matters including the election of the Board of Directors require a majority of the votes cast.

SECTION 3. Special Meetings: A special meeting of the Board of Directors may be called by the President and shall be called by the President or, if the President refuses, by the Secretary upon written application signed by three (3) members of the Board of Directors provided such application states the purpose or purposes for which the special meeting is desired. At any special meeting, only such business as specified in the application and in the call shall be considered. The Secretary shall contact each member of the Board of Directors to provide notice of the special meeting at least three (3) days prior to the date set for the Special Meetings.

SECTION 4. Quorum of the Board of Directors: A quorum shall consist of a simple majority of the total Board. One of those present must be the Club President or Vice-President.

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ARTICLE IV: Board of Directors and Officers:

SECTION 1. Board of Directors: The Board of Directors shall consist of at least five (5) and not more than fifteen (15) Club Members. The Club President shall serve as Board Chairman. The Board of Directors shall pass upon all Club business not delegated to the President nor specifically reserved or submitted for approval of the General Membership at a regular Club meeting.

SECTION 2. President: The President shall be the Chief Executive Officer of the Club. He/She shall, when present, preside at all meetings of the Board or General Membership. He shall have general management and direction of the business of the Club, appoint the Chairpersons of special committees, plan the meetings of the Club and hold the Officers, Directors, the four (4) Presidential appointed Directors, and Chairpersons of committees responsible for the activities entrusted to them, represent or appoint a designee to represent the Club at meetings of other organizations/Clubs and present a report on those meetings to the General Membership and/or Board of Directors. The President shall sign or countersign, as required, all official documents and papers of the Club, be an ex-officio Member of all committees with the exception of the Nominating, Auditing and Awards Committees, and perform such other duties as are usually attached to the Office of President.

SECTION 3. Vice President: In the absence of the President, the Vice-President shall perform the entire duties of the president and when so acting, shall have the powers of the President. The Vice President shall perform such other duties as assigned by the President.

SECTION 4. Secretary: The Secretary shall attend and prepare typed or handwritten minutes of all Board or general membership meetings. The minutes shall be kept in a book/log provided for that purpose. The Secretary shall be the custodian of all records, books, papers of the Club. The Secretary shall keep current a copy of the By-Laws, send out notices of meetings, prepare and/or maintain a file of Club correspondence. The Secretary will perform such other duties usually incidental to The Office of -Secretary or as assigned by the President.

SECTION 5. Treasurer: The President and the Treasurer jointly, shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Club. The President, or the Vice President, when designated, and Treasurer shall co-sign all checks and/or all transfer of funds for, and on behalf of the Club where approved generally the Annual Budget or in the case of extraordinary expenses upon approval of said disbursements by the General Membership or the Board of Directors. The Treasurer shall be authorized to receive and record gifts, fees, assessments, donations and all sums of money or other assets paid or owed to the Club and deposit in the name of the Club all such valuable effects in a bank or depository as selected by the Board of Directors. The Treasurer shall present at the Bi-Annual General Membership Meetings; a complete statement of income and expenses for the year, submit the books for and assist the Audit committee in conducting an annual audit as prescribed by the By-Laws, and perform all other duties usually incidental to the Office of the Treasurer. The Treasurer shall, at Club expense, be bonded.

ARTICLE V. Vacancies:

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SECTION 1. Death or Resignation: In the event of the death or resignation of an Officer, a successor shall be nominated by the President and ratified by the Board. In the event of a vacancy in the Office the President, the Vice-President shall fill the unexpired term.

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ARTICLE VI. Removal of Officers /Board Members:

SECTION 1. Removal: For any cause detrimental to the welfare of the Club, any Officer/Board Members may be removed by a resolution in writing, submitted to the Board of Directors and passed by a simple majority vote of the Board of Directors provided that the resolution and notice of the Board meeting to consider it have been given in writing to the Board members at least five (5) days prior to the meetings.

SECTION 2. Removal: Any Officer/Board Member failing to attend two (2) consecutive Board meetings may be removed by the President with the approval of the Board of Directors unless said Officer/Board Member has provided, prior to the meeting(s) from which he or she will be absent, the President, or, in the absence of the President, the Vice' President, with a good and sufficient reason for such failure to attend.

SECTION 3. Removal: Any Officer/Board Member failing to attend three (3) consecutive Board meetings, unless he or she has provided a good and sufficient reason for such failure to attend prior to the meetings(s), shall be removed by the President.

SECTION 4. The Board of Directors may elect a replacement at the next monthly meeting.

ARTICLE VII. Election

SECTION 1. Nominations: The President shall appoint a Nominating Committee of three (3) members of the Board of Directors. The Nominating Committee, which shall be a Standing Committee, shall prepare a written list of Director Nominees which shall be provided to the General Membership prior to the Bi-Annual Election Meeting. Nominations by any member of the Club will be accepted from the Floor at the Bi-Annual Election Meeting. The consent of each nominee, whether submitted by the Nominating Committee or from the Floor, must be obtained prior to the nominee's name being submitted. The Nominating Committee will accept names of prospective nominees throughout the year.

SECTION 2. Bi-Annual Elections: Elections shall be held in the first quarter every 2nd year of the two-year term. A simple majority of votes cast shall be necessary to elect. The newly elected Board Members shall take office at the First Quarter Bi-Annual meeting and hold office for two (2) years.

SECTION 3. Election of Officers: The Club Officers (President, Vice-President, Treasurer and Secretary) shall be elected from and by the newly elected Board of Directors at the First Quarter Bi-Annual meeting.

ARTICLE VIII. Indemnification:

SECTION 1. Indemnification of Active and Honorary Members: Active and Honorary Members are indemnified, against all legal action or suits while engaged in or as a result of conducting any and all sanctioned business on behalf of the Club. Any legal action or suits shall be directed to the attention of The Prince George's County Boys and Girls Club Central Office.

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ARTICLE IX. Order of Business:

SECTION 1. Meetings: Parliamentary Rule, as far as practical, shall be followed in conducting the business meetings of the Club and the meeting shall be governed by Roberts Rules of Order as follows:

- Call to Order
- Approval of Minutes of last Board or General Membership Meeting
- Treasurer's Report
- Committee Reports
- Unfinished Business
- Communications
- New Business
- Adjournment

The normal Order of Business may be varied at the discretion of the President.

ARTICLE X. Amendments:

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SECTION 1. Amendment of By-Laws: These By-Laws may be amended at any general membership meeting of the Club by a simple majority vote, of the Members present, provided that the amendment has been submitted in writing to the Board of Directors thirty (30) days prior to the next regularly scheduled General Membership meeting. The Board of Directors is required to provide, notice of such proposed amendment to these By-Laws to the General Membership fifteen (15) days prior to the meeting. The Board's failure to adhere to the notice requirements shall not prevent such proposed amendment from being presented for consideration by the General Membership.

SECTION 2. Amending Proposed Amendment: Any proposed amendment may be amended from the Floor at a general membership meeting either with the consent of the person proposing the original amendment or with the approval of a simple majority of the members voting.

ARTICLE XI. General Operations:

SECTION 1. Audit: There shall be an annual preparation of all tax forms to the IRS as prepared by a licensed Certified Public Accountant (CPA). This process shall be the responsibility of the Club Treasurer which includes the duties of oversight, review, changes and signatures of all tax forms. The Treasurer shall report all information regarding this process to the President as well as provide copies of all forms to the file and the President and the members of the Board of Directors.

There shall be an audit performed every three (3) years or at the request of a simple majority vote of the Board of Directors. The Club financial records, transactions, and the complete audit findings shall be submitted to the Board of Directors, fourteen (14) business days prior to the Bi-Annual General Membership meeting and presented to the general membership on the day of the Bi-Annual Meeting. These audits shall be supported by a complete statement of receipts and disbursements. The performance of the audit shall be the responsibility of the Audit Committee, as designated by the President, or a licensed Certified Public Accountant. The Treasurer shall act in a supervisory role, reporting all information to the President.

SECTION 2. Audit Committee: The Audit Committee shall be appointed by the President with the approval of the Board of Directors. No member of the Audit Committee shall hold an officers' position. The committee shall consist of three (3) Active Members at least one of whom shall be a CPA. In the event no Active CPA Member is available, the Club shall retain a CPA, or CPA firm for the purpose of performing the audit.

SECTION 3. Grievance Procedure: In the event that issues that can not be resolved by personal discussion between the parties, the issue must be referred in the following order of protocol;

1. The Coach
2. The Sport Commissioner
3. The Sport Director (if applicable)
4. The Athletic Director

If the issue remains unresolved, the President will resolve the matter or shall appoint, with the approval of the Board, a Grievance Committee composed of three (3) members; one (1) recommended by the Club General Membership (solicited via membership email and/or provided to any member of the Board of Directors); one (1) recommended by the subject of the complaint; and one (1) member of the Board of Directors selected by the President. To prevent any conflict of

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interest the Board member, if possible, should not be connected with the program-involved in the complaint.

In the event that the issue concerns the overall operation of the Club, the President shall appoint, with the approval of the Board, a Grievance Committee composed of three (3) members; one (1) recommended by the Club member(s); one (1) recommended by the program or office which is the subject of the complaint and one (1) member of the Board of Directors selected by the President. To prevent any conflict of interest, the Board member should not, if possible, be directly connected with the program or office which is the subject of the complaint.

SECTION 4. Presidential Appointments: The President shall, as soon as possible after taking office, appoint the Athletic, Membership, Equipment and Ways & Means Director. The Athletic Director, in cooperation with the President shall appoint all program Directors and Commissioners. Those holding such positions at the time a new President takes office shall be automatically terminated from their current positions. The new President is required to either reinstate said positions or appoint new staff within seven (7) days of the election. Notification of officers shall be disseminated by the Club Secretary or President before the next Board Meeting.

In order to ensure integrity within the Club and the operations of all sports programs allow any Active or Honorary member the opportunity to participate as Director or Commissioner, the spouse and/ or immediate family member of appointed or elected positions (i.e. President, Athletic Director) cannot be appointed to subordinate positions. Immediate family members include siblings, siblings-in-law, parents, parents-in-law, grandparents, grandparents-in-law, first cousins, nieces, nephews, aunts and uncles.

Any of the four (4) Directors named above maybe removed, at any time, at the request of the President, if such action is approved by the Members of the Board by simple majority.

First Reading: *May* 20, 1987
Approved: September 16, 1987

Second reading: September 27, 2005
Approved: December 7, 2005

Third Reading: November 1, 2006
Approved: November 1, 2006

Fourth Reading date
Approved: date