

BOYS AND GIRLS CLUB OF DALEVILLE

Bylaws

Adopted _____

Bylaw One - Name and Office

The name of this Club shall be Boys and Girls Club of Daleville (the Club) operating under the authority of the Boys and Girls Club of Eufaula, Inc. The financial office of the Club shall be located at 70 Old Hwy 134 Daleville, Al. 36322, c/o Wells Fargo Bank and Brook Hutson. The physical address of the Club will be 500 Donnell Blvd Daleville, Al. 36322. The Club may have such offices as the Board of Directors may determine or as the affairs of the club may require from time to time.

The Club shall have our registered office and registered agent as directed by the Boys and Girls Club of Eufaula. The registered office may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

Bylaw Two - Board of Directors

Section 1 - Powers. The affairs of the Club shall be managed by its Board of Directors.

Section 2 - Number of Directors. The number of Directors may be increased or decreased from time to time, provided, however that the number of Directors shall not be decreased to less than nine or increased to more than forty, provided further, however, that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3 – Qualifications. Each Director must be a resident of the State of Alabama.

Section 4 – Term and Election of Directors. The Directors will be elected annually by the majority vote of the members of the Club. The regular term of office will be three years. Terms will be staggered so that one third of the Directors will be elected each year. Directors can be re-elected to serve a second term; however, after serving six successive years. One year of absence is required before an individual can be elected to another term. Members whose term has expired may be asked to serve in an advisory capacity.

Section 5 – Removal of Directors. A Director may be removed from office by a three-fourths vote of the members present at any regularly scheduled meeting of the members or one called for that purpose when such action is deemed to serve the best interests of the Club.

Section 6 – Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the Board of Directors of the Club present at a regular meeting or a

Directors present at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 7 – Committees. The Board of Directors shall have the power to create or terminate committees, each of which may consist of one or more Directors. Any committees so created may be created for a specified duration or for an uncertain period. The committees shall have such power as the Board of Directors may give to such committees. The power of committees shall be stated in the resolution that creates said committees.

Section 8 – Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at a regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director for serving the Club in any other capacity and receiving compensation therefore.

Bylaw Three – Officers

Section 1 – Composition. The officers of the Club shall consist of a President, Vice-President, Secretary, Treasurer, Vice-President for Human Resources/Reporter, Vice-President of Security, Vice-President of Education, Vice President of Communications, Vice-President of Funding (may be a co-held position and Vice-President of Facilities/Equipment. Additional offices may be established, as may seem advisable, by amendment to these Bylaws. Any two or more offices may be held by the same person, except the offices of President and Secretary cannot be held by the same person.

Section 2 - Method of Selection of Officers. Officers shall be elected by majority vote of the Board of Directors present at the Club's annual meeting but officers can be elected at other times if vacancies occur.

Section 3 - Term of Office. Officers shall serve for a one-year term and may succeed themselves in their current position for a maximum of three years. The three-year maximum may be waived by a two-thirds vote of those present at the annual meeting at which officers are elected.

Section 4 – Election of Officers.

- (a) At each annual meeting of the Board of Directors of the Club, nominations shall be received for the election of officers. The acting President may assemble a nominating committee to propose a slate of officers but other nominations may be made by those members of the Board of Directors present at the annual meeting. The position of President shall be filled first and other officers will be elected at the discretion of the newly-elected President. After all the nominations have been received for a position, the Board members shall vote on the persons nominated for that position. The Board may, if desired, elect the slate of officers presented by a duly appointed nominating committee if properly moved by the Board.

- (b) An officer shall be deemed elected if he or she receive a majority vote of the Board members in attendance at such meeting, provided, however, that in no case shall an officer be deemed elected unless a quorum of the Board membership is present at such meeting.
- (c) The officers elected at such meetings, shall assume their respective duties on the first day of January.
- (d) If, for any reason, the election of officers shall not be held at the annual meeting of the Board of Directors, such election shall be held as soon thereafter as possible and all officers shall continue in office until their successor has been elected.
- (e) Any elected officer shall be eligible to succeed himself or herself in office.

Section 5 - Vacancies. A vacancy in any elected office shall be filled by an election at the next regular meeting of the Board of directors following the occurrence of such vacancy or at a special meeting of the Board of Directors called for that purpose. Election of officers to fill a vacancy shall be held in the same manner as the annual election of officers. The term of office for any officer filling such vacancy shall be for the unexpired term of his or her predecessor in office.

Section 6 - Removal of Elected Officers. Any elected officer may be removed in the following manner. Any Director may petition the Board for the removal of an officer. Upon receipt of such petition the Board shall call a special meeting of the Board of Directors. At such special meeting a three-fifths vote of the Board of Directors in attendance will be necessary to remove the officer. Such removal will create a vacancy that may be filled at the same special meeting or as soon thereafter as convenient.

Section 7 - President. The President shall be the principal Executive Officer of the Club and shall in general supervise and control all of the business and affairs of the Club. The President shall preside at all meetings of the members and act in the capacity of chairman of the Board. The President may sign, with the Secretary or any other proper officer of the Club authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Club, and in general he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8 - Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President, or by the Board of Directors.

Section 9 - Functional Vice-Presidents. Vice-Presidents shall serve in their functional area for the good of the Club. These shall include (but not be limited to) Vice-President for Human Resources/Reporter, Vice-President of Security, Vice-President of Education, Vice President of Communications, Vice-President of Funding (may be a co-held

position and Vice-President of Facilities/Equipment. Vice-Presidents shall perform such duties as assigned by the President or Board of Directors.

Section 10 - Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surely or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club from any source whatsoever, and deposit all such monies in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Bylaw Five of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 11 - Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Bylaw Four – Members

Section 1 – Class of Members. The Club shall have one class of members. Members will be called "Friends of the Boys and Girls Club".

Section 2 – Qualifications of Membership. Any adult resident may become a member of the Club. Other qualifications may be determined from time to time by the Board of Directors.

Section 3 – Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4 - Termination of Membership. Any member of this Club may be suspended or expelled from said Club as a member, for just cause, by a majority vote of the members present at any regular meeting after an appropriate hearing if requested. Membership will be terminated upon failure to pay the annual dues, if applicable.

Section 5 – Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 6 - Annual Meeting. An annual meeting of the members shall be held as designated by the Board of Directors for the transaction of any business as may come before the meeting and for the purpose of electing Directors. If the day fixed for the annual meeting shall be a legal holiday in the State of Alabama, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on

the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be hold.

Section 7 - Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or by a petition signed by one-tenth of the members of the Club.

Section 8 - Place of Meeting. The Board of Directors may designate a place within the State of Alabama as the place of meeting for any annual meeting or for any special meeting.

Section 9 – Notice of Special Meetings of Members. Written or printed notice stating the place, day and hour of the special meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 30 days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officers or persons calling the meeting to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Club, with postage thereon prepaid.

Section 10 – Quorum for the Transaction of Business. The members holding one-third of the votes which may be cast at any meeting shall constitute a quorum at such meeting. The vote of a majority of the members at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 11 - Dues. The Board of Directors may determine from time to time, by resolution duly adopted, what amount, if any, will be charged as membership dues. In the event the collection of dues is authorized, the resolution establishing said dues shall establish the amount of dues, the time of payment and the penalties, if any, of failing to pay dues.

Bylaw Five – Operations

Section 1 - Contracts, Checks, Deposits and Funds.

- (a) The Board of Directors may authorize any officer or officers, agent or agents of the Club, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Club and such authority may be general or confined to specific instances.
- (b) All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be

determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President of the Club. Because the majority of funds expended by the Club will be distributed and executed (checks) by the Boys and Girls Club of Eufaula, the Boys and Girls Club of Eufaula will recommend a mechanism for transfer of funds needed to cover the expenses of the Club. This procedure will be adopted by the Board of Directors.

- (c) All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

Section 2 - Books and Records. The Club shall keep correct and complete books and records of account (financial records will be kept at the Boys and Girls Club of Eufaula in the same manner as records are kept for that club) and shall also keep minutes of the meetings of members and meetings of the Board of Directors. Such books and records of account and minutes, in addition to a record giving the names and addresses of the Directors, or copies of such records shall be kept at the registered office. All books and records of the Club may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

Section 3 - Fiscal Year. The fiscal year of the Club shall begin on the first day of January of each year and on the last day of December in the same year.

Bylaw Six – Waiver of Notices

Whenever any notice is required to be given under the provisions of the Laws of Alabama, or under the provisions of the Articles of Incorporation, or the Bylaws of the Club, a Waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Bylaw Seven - Amendment to the Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by a majority of the Board of Directors at any meeting, if at least ten days written notice is given to all Directors of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.

IN WITNESS WHEREOF, the Board of Directors has unanimously ratified and adopted the foregoing as the Bylaws of the Club, this the _____.

President, Board of Directors
Boys and Girls Club of Daleville, Inc.