

BYLAWS OF THE PRINCE GEORGE'S COUNTY BOYS AND GIRLS CLUB, INCORPORATE



ADOPTED JUNE 9, 1955

**REVISED AND APPROVED
BY THE BOARD OF DIRECTORS:**

January 9, 2025

DOCUMENT REVIEW HISTORY

Version Number	Date of Change	Sections Reviewed/Changed	Description of Review/Change	Bylaws Chair	Ratified by BOD
Dec 2021	12/09/2021	All	Periodic Bylaws review and change	Nancy Streeter	Dec 2021
Sept 2022	09/08/2022	Article II, Section 2	Ballot use	Pat Spencer-Lee	Sept 2022
Apr 2024	05/09/2024	All	Periodic Bylaws review and change	Pat Spencer-Lee	May 2024
Sept 2024	09/12/2024	Article II, Section. 4	Election of General Directors	Pat Spencer-Lee	Dec 2024
Jan 2025	01/09/2025	Article III, Section 2(a)	Nominations and Election of Officers	Pat Spencer-Lee	Jan 2025

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 health and welfare of our youth. The Corporation offers healthy leisure time activities that provide supervised athletic and mentorship programs. These activities emphasize the principles of good sportsmanship, law observance, good citizenship, discipline, and cooperation.

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, but do not actively participate in the management of the Corporation.

SECTION 2(a). **Number of Directors.** The total number of Directors shall be no more than twice the number of Unit Clubs that are members of the Corporation. One half (1/2) of that number shall be Unit Directors, representing one of each member Unit Club. The remaining one (1) half shall be General Directors. No limit shall be placed on the number of Honorary Directors.

SECTION 2(b). **Eligibilities of Directors.** The Corporation members and nominees must submit and pass the Corporation-approved bi-annual background investigation and federally mandated abuse prevention training to be eligible to serve on the Board of Directors. In addition, this eligibility must be maintained throughout the tenure of the board membership. Failure to maintain eligibility, as per a negative (failed) bi-annual background investigation or failure to complete abuse prevention training, shall result in the automatic removal of the individual as director and/or suspension of voting rights.

SECTION 3. **Nomination of Directors:**

SECTION 3(a) **Unit Directors.** The Unit Club President or their designee will become the Unit Director representing the Unit Club on the Board of Directors. The term of the Unit Director will be designated by the term defined in the by-laws of the respective Unit Club. All Unit Club Presidents and designees must pass the Corporation-approved biannual background investigation and obtain a passing score on the federally mandated abuse prevention training. When an active Unit Director's term as President of their Unit Club expires, they will be eligible to become a General Director after a vote by the Board of Directors.

SECTION 3(b) **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 prior to the October meeting after first having obtained the consent of each person on that list. The list of General Director nominees will be submitted to all existing members of the Board of Directors prior to the October meeting. Additional nominations may be made from the floor at the October meeting or later by a member of the Board of Directors. All new General Director nominees shall furnish a biography to the Nominating Committee who may, after review, recommend the nominee to the Board of Directors for membership. The biography should also be presented to the entire Board of Directors prior to nomination. After attending three (3) consecutive regular Board meetings, passing the Corporation-approved bi-annual background investigation, and obtaining a passing score on the federally mandated abuse prevention training, the nominee will be voted upon by the Board to become a General Director of the Corporation.

SECTION 3(c) **Honorary Directors.** The Nominating Committee may, at any time, nominate a person who has successfully passed the Corporation-approved bi-annual background investigation and 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. There is no minimum attendance requirement for Honorary Directors. Honorary Directors do not have voting rights.

SECTION 4. **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 two (2) year term of a General Director shall commence on January 1 and end on December 31 of the following year.

SECTION 4(a). **Resignations.** A Director of the Corporation may resign at any time without penalty. Resignations should be made in writing to the President of the Board of Directors. A resignation will take effect at the time of receipt and acceptance by the President, unless otherwise noted in the written resignation.

SECTION 4(b). **Removal of Directors.** Unexcused or unexplained absence at three (3) regular meetings of the Board of Directors during the calendar year may be cause for dismissal from the Board. Also, any member of the Board of Directors whose conduct is detrimental to the Corporation may be removed from the Board. Removal must be by the concurring vote of two-thirds (2/3) of the voting members present at the next scheduled meeting of the Board of Directors. Notice of the proposed action of removal shall be provided to all members of the board at least ten (10) days prior to the scheduled meeting. The notice shall set forth the reason(s) for the request for removal.

SECTION 5. **Power and Duties.** The Board of Directors shall have the power 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 Clubs throughout Prince George's County so that it may further the purposes of the Corporation;
2. Managing the affairs and properties of the Corporation;
3. Developing, administering, and executing the policies and practices of the Corporation; and
4. Approving the annual budget of the Corporation.

SECTION 6. **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(c) for the removal of a Director.

SECTION 7. **Meetings.** All meetings shall be conducted in-person or virtually, at the discretion of the President. There are two meeting types: Regular Meeting or Special Meeting.

SECTION 7(a). **Regular Meeting.** There shall be a regular meeting on the second Thursday of each month except for the months of July and August.

SECTION 7(b). **Special Meeting.** Special meetings may be called by the President or upon written application of five (5) members of the Board of Directors. The Secretary shall notify each member of the Board of Directors at least five (5) days before the date set for a meeting stating the purpose(s) for which the special meeting has been called. During the meeting, only such business as is specified in the notification shall be considered.

SECTION 7(c). **Conduct of Meetings.** All meetings shall be conducted under Robert's Rules of Order.

SECTION 7(d). **Quorum.** Nine (9) members of the Board of Directors shall constitute a quorum.

ARTICLE III

OFFICERS AND ELECTIONS

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

SECTION 2. **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. Written or electronic ballots will be used to count the vote for each office regardless of the number of nominates.

SECTION 2(a). **Nomination and Election of Officers.** The Nominating Committee shall

prepare a slate of nominees from among the members of the Board of Directors at the October meeting and shall present that slate to the Directors at the November meeting. A nominee to serve on the executive board must have served as a general director for a minimum of two years. A Unit Club President or designee is not eligible to serve as a General Director or officer of the Corporation while concurrently serving as the President of a Unit Club. An Independent Club President is not eligible to serve as an officer of the Corporation.

SECTION 2(b). **Removal of Officers.** Unexcused or unexplained absence at three (3) regular meetings of the Board of Directors during the calendar year may be cause for dismissal from the Board. Also, any Officer whose conduct is detrimental to the Corporation may be removed from the Board. Removal must be by the concurring vote of two-thirds (2/3) of the voting members present at the next scheduled meeting of the Board of Directors. Notice of the proposed action of removal shall be provided to all members of the board at least ten (10) days prior to the scheduled meeting. The notice shall set forth the reason(s) for the request for removal.

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 and end December 31 of the following 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 over all meetings of the Board of Directors.
2. Exercise all powers and duties pertaining to the office of the President as prescribed in the current edition of Robert's Rules of Order.
3. Represent the Corporation at 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 Board of Directors prior to appointment.
6. Appoint the Chairs of Standing Committees with recommendation from the Executive Committee.
7. Review and approve all corporation communications and commitments from the Corporation.
8. Recommend 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 Committee; and
10. Review and approve all contracts prior to execution.

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 the Executive Committee; shall give notice of the place and time of all meetings as required; and shall perform such duties as may be delegated by Article II, Section 6(b) of these bylaws and the President of the Board of Directors.

SECTION 4. **Treasurer.** The Treasurer shall be responsible for oversight of 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 monthly financial report at the regular meeting of the Board of Directors and when requested by the Executive Committee. A detailed written report outlining the financial status of the Corporation shall be given annually at the November meeting.

SECTION 5. **Comptroller.** The Comptroller shall examine and audit the accounts of the Treasurer at such time(s) as desired by the Board of Directors. The Comptroller shall make a detailed written report on the financial condition of the Corporation at the November meeting and at such other times as deemed appropriate.

SECTION 6. **Bonding.** The Executive Director and all elected officers of this Corporation that are authorized to sign checks and use credit cards will be bonded.

ARTICLE V

EXECUTIVE DIRECTOR AND 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.

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 established by the Board of Directors. The Executive Director shall be present at all meetings of the Board of Directors unless excused by the President of the Board of Directors. The Executive Director will present a report on the Corporation's operations for the previous month at all regular meetings. The Executive Director shall have a voice on all matters concerning the Corporation's activities but will not have a vote.

ARTICLE VI

COMMITTEES AND DUTIES

SECTION 1. **Executive Committee.** The Executive Committee shall consist of the currently elected officers 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; and (c) Bylaws.

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 October meeting; (b) conduct the election of General Directors at the November 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 November 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 on the Executive Committee.

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; and (c) recommend for approval by the Board of Directors, all expenditures outside of the budget of the Corporation.

SECTION 5. **Bylaws Committee.** The Bylaws Committee shall: (a) receive, review, and make recommendations to the Board of Directors of proposed amendments to the bylaws; (b) monitor current policies and procedures to ensure consistency with the bylaws; and (c) propose revisions to the bylaws as needed.

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 submitted in writing to the Board of Directors by the sponsoring residents who shall agree to abide by and conduct the Unit Club in accordance with all 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 also must meet with members of adjoining units to state the basis for their request for admission. 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.** A new 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 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 actions. 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.

SECTION 7. **Good Standing.** A Unit Club will be deemed in "Good Standing" with the Corporation based on the following criteria:

1. Must be registered as a legal entity in the State of Maryland and be certified as a 501(c)(3) organization.
2. Must be current on all tax filings and obligations with the Maryland Department of Assessments and Taxation and provide a copy of Certificate of Status to the Corporation.
3. Must comply dutifully with all financial obligations to the Corporation (including, but not limited, to membership registration dues, sports bills, disciplinary fines, etc.).
4. Must have current Unit Club by-laws and maintain an active Board of Directors.
5. Provide a current commercial general liability insurance policy with the Corporation listed as a certificate holder.
6. Must participate and compete within the Corporation's sports programs and comply with all the Corporation's Ground Rules and sports specific rules/policies.

ARTICLE VIII **AMENDMENT**

SECTION 1. **Amendment.** These bylaws may be amended by the Board of Directors at any regular Board of Directors' meeting. Any proposed amendment shall be submitted in writing with the rationale stated for the requested change to the Bylaws Committee. The committee will convene and review the proposed amendment to determine if the requested change is valid/needed. The committee shall submit its recommendation(s) to the board for further review, discussion, and voted upon at the next regular Board of Directors meeting. 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.