

SAMPLE BYLAWS FOR A VOLUNTEER-RUN MEMBERSHIP ORGANIZATION

BYLAWS of A Better Community, Inc.

1. NAME AND PURPOSES: The name and purposes of the Corporation are set forth in the Articles of Incorporation.

2. PRINCIPAL OFFICE OF THE CORPORATION: The principal office of the Corporation shall be designated by the Board of Directors.

3. MEMBERSHIP:

(a) **Membership Requirements:** Persons eligible for Membership in the Corporation shall meet the following criteria:

(1) For an eligible person to become a voting member, he or she must reside within the boundaries (Helping Street to the North, Together Lane to the West, Act Now Way to the East, and Friends Court to the South) of A Better Community, Inc., and

(2) Pay the annual membership dues.

(b) **Voting:** All members shall have one vote. There shall be no proxy voting.

(c) **Termination of Membership:** The Member may terminate a membership if the Member sends written notice to the Board of Directors or the President. A membership will automatically be terminated if a Member does not meet the Membership Requirements.

(d) **Membership shall entitle Members to participate in the programs of the Corporation and to participate in the election of members of the Board of Directors of the Corporation.**

4. BOARD OF DIRECTORS:

(a) **Classes:** There shall be only one class of Directors.

(b) **Role/Number/Composition:** The management of the Corporation shall be vested in a Board of Directors which shall be composed of no more than twenty-one persons and no less than five persons. The Board shall determine the specific number of Directors from time to time.

(c) **Election/Vacancies:** At each annual meeting, the Directors to serve for the ensuing year shall be elected by the Members. In electing Directors to the Board, the Members shall seek to maintain a racial and sexual composition which is reflective of the population of A Better



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Community. In addition to filling vacancies that arise due to resignations from the Board between annual meetings, new Directors may be elected by a vote of the Members at times other than at the annual meeting, as long as such action does not cause the total number of Directors to exceed twenty-one. Such Directors elected outside of the annual meeting will serve until the next annual meeting of the Corporation, at which time they can be nominated and elected for a full two-year term.

(d) Term: Each Director shall hold office for a term of two years or until a successor is duly elected. No person shall serve more than two consecutive full terms on the Board of Directors, except persons serving an initial term of less than two years may serve for two additional full two-year terms.

(e) Voting: Except as otherwise provided in these bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-half of the Directors then serving. Each Director shall have one vote. Directors may vote only in person; there shall be no proxy voting.

(f) Removal: A Director may be removed, without cause, as determined by a two-thirds vote of the Membership present at any meeting at which there is a quorum.

(g) Resignation: A Director may resign only by submitting a written resignation to the President or to the other Directors, if the resigning Director is the President.

5. OFFICERS:

(a) Election/Vacancies: The Officers shall consist of President, Vice-President, Secretary, and Treasurer. The Officers shall be elected annually by the Members at the Annual Meeting of the Members. Persons eligible for election to an office must first be elected as a Director. The Members shall fill any vacancy occurring in any office from the current Directors and any Officer so elected shall fulfill the term of his/her predecessor.

(b) Term: Officers shall serve a term of one year and until their successors are elected, or until they are removed.

(c) Removal: An Officer may be removed, without cause, as determined by a two-thirds vote of the Members present at any meeting at which there is a quorum.



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(d) Resignation: An Officer may resign only by submitting a written resignation to the President or Secretary.

(e) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as follows:

(1) The President shall preside at and conduct all meetings of the Members, Board of Directors, and of the Executive Committee. The President may sign all contracts and agreements in the name of the Corporation after the Board has approved them, serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Directors.

(2) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall automatically become President.

(3) The Secretary shall keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meeting; maintain the Minutes Book of the Corporation and a current listing, with phone numbers and addresses, of the Directors and Members at the office of the Corporation; and maintain a current membership roster and make such roster available at all meetings where votes may be taken.

(4) The Treasurer shall oversee the deposit of funds of the Corporation into the proper accounts of the Corporation; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports federal and state tax reports.

(5) Other Officers appointed by the Board shall perform such duties as may be specified by the Board or by Officers given authority over them.



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6. MEETINGS:

(a) Annual Meeting: The Annual Membership Meeting of the Corporation shall be held in the month of January of each year; or at such time as soon as practical thereafter as determined by the Board of Directors.

(b) Regular Membership Meetings: Regular meetings of the Membership shall be held monthly except for the months of August and December.

(c) Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

(d) Special Meetings: Special meetings of the Board or Membership shall be held at any time and at any place within the organization's boundaries when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(e) Notice of Meetings: Notice of meetings, shall be in writing and delivered at least ten days and no more than thirty days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least forty-eight hours prior to the meeting time. All persons entitled to vote at the meeting must be mailed or otherwise delivered proper notice of the meeting.

(f) Voting/Quorum: Except as otherwise provided in these bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors of the Corporation shall constitute a quorum at Board meetings. 25% of the Membership shall constitute a quorum at Membership meetings. Each person eligible to vote shall have one vote. Votes may be cast only in person except as provided below in 6(g).

(g) Telephone and Electronic Participation: Directors may participate in Board of Directors meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Board member at the meeting.



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7. ACTION WITHOUT MEETING: Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

8. COMMITTEES: The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on those committees, including persons who are not Directors of the Corporation.

9. CONFLICT OF INTEREST: Any Directors, Officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors, Membership, or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Corporation prior to its acting on such contract or transaction.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract, transaction or determination) the issue. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

The minutes of the meeting shall reflect the disclosure made, the vote thereon, any abstention from voting and participation, and whether a quorum was present.

10. INDEMNIFICATION: The Corporation may indemnify Directors, officers, employees, and agents of the Corporation to the fullest extent required or permitted by the General Laws of Maryland.

11. COMPENSATION: The members of the Board of Directors and the elected Officers of the Corporation shall serve without compensation for their services as Directors or Officers. Directors and Officers may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.



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12. FISCAL YEAR: The fiscal year of the Corporation shall be from January 1st to December 31st.

13. AMENDMENTS: These bylaws may be amended by a majority vote of the Members provided the proposed amendment(s) has (have) been submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten days prior to the meeting date.

14. NONDISCRIMINATION: The organizations, officers, directors, employees and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted by the Membership this _____ day of _____, 2011.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Membership.

Secretary

Date



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