

ARTICLE I. NAME

The name of the Corporation shall be: CAMP SPRINGS BOYS AND GIRLS CLUB, INC (CSBGC).

ARTICLE II. PURPOSE

CSBGC shall provide behavior guidance, promote good sportsmanship, citizenship, physical and mental health, social, educational, vocational and character development to youth sports participants. In addition, the club will receive, invest and disburse funds for the purposes of the Corporation. Finally, the club will organize, conduct and participate in activities, programs and events for educational and charitable purposes.

ARTICLE III. OFFICES

The principal office shall be located in the county of Prince Georges county, Maryland. The principal office of CSBGC is the shed located at 7001 Allentown Road, Temple Hills, Maryland 20748. The official mailing address is Post Office Box 32, Camp Springs, Maryland 20748.

ARTICLE IV. GENERAL MEMBERSHIP

SECTION 1. . Members. Any person, firm or corporation with a primary place of business or residence within the boundary of the Camp Springs Boys' and Girls' Club territory as defined and established by the Prince George's County Boys' and Girls' Club in Prince George's County, Maryland, may become a member of this Corporation. There shall be four (4) classes of membership: Class A, Class B, Class C and D. Class A membership shall be for regular members registering a child or family and paying the family obligation, as determined from time to time by the Board of Directors. Class A member is entitled to 1 vote for each parent of the child registered. Class B membership shall be for honorary members. Honorary members must have held status as a Class A member and continues to actively participate in Club functions. Class B members shall pay \$20.00 membership fees and shall be entitled to all the privileges of Class A members. Class B members shall retain this status until they request termination. Class C members shall be

honorary affiliates who volunteer in any capacity but do not hold a position in the Club therefore Class C but is not entitled to membership status and a vote.

SECTION 2. Code of Conduct. Suspension or expulsion or other disciplinary action of members and those affiliated for failure to comply with rules and conditions set forth in the policies by the Camp Springs Boys and Girls Club may be affected by Board action upon notification by the President for the reasons for action requested. Further, the President shall take necessary action in accordance with Roberts Rules of Order for failure of any member to comply with Parliamentary procedures during any meeting. Refer to (page 639, Offenses Occurring During a Meeting; page 476, Conduct of Businesses in Boards).

SECTION 3. . Resignation. Any General member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to any Board of Director, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after its receipt.

SECTION 4. Voting Lists. The Registrar shall have charge of the membership books for the Corporation and shall make Members a complete list of the Members entitled to vote at each meeting of Members, or any adjournment thereof, arranged in alphabetical order. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any General Member during the whole time of the meeting for the purposes thereof. Youth under the age of eighteen (18) shall not be permitted to vote or hold office.

SECTION 5. Annual Meeting. The annual meeting of the General Members shall be held on the first Monday of the month of February in each year, beginning at a previously prescribed time set by the Board, for the purposes of hearing reports of officers, committees, and electing Directors for the transaction of such other business as deemed necessary by the Board. If the day fixed for the annual meeting shall be a legal holiday in the state of Maryland, 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 of the General Members, 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.

SECTION 6. Place of Meeting. The President or the Board of Directors may designate any place within the State of Maryland, unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the Equipment Shed on Allentown Road.

SECTION 7. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in the case of special meeting, the purpose, or purposes, for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than then (7) days, nor more than thirty (30) days, before the date of the meeting, either personally, or by mail or electronic mail, or at the direction of the President, or the Secretary, or the persons calling the meeting, to each Member of record 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 membership books of the Corporation, with postage thereon prepaid.

SECTION 8. Quorum. Twenty-five percent (25%) of the current registered members of the Class A, B, and C Members of the Corporation who are entitled to vote or fifty-one percent (51%) of the board of directors, represented in person or by notarized proxy, shall constitute a quorum at a meeting of Members. If less than a majority of the voting Members are represented at a meeting, after fifteen (15) minutes, a majority of the Members 80% represented may adjourn the meeting from time to time without further notice, or the presiding chairperson may choose to conduct the meeting with a two-third majority vote of current members present. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

SECTION 9. Voting. Unless otherwise provided by law or the Bylaws herein, at each election for Directors, every Member entitled to vote at such election shall have the right to one (1) vote, in person or by written proxy.

SECTION 10. Proxies. At all meetings of General Members, a Member may vote in person, or by written proxy signed by the Member. Such proxy shall be filed with the Secretary of the Corporation before the time of the meeting. No proxy shall be valid after thirty (30) days from the date of its execution.

SECTION 11. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of General Members, may be taken without a meeting, if consent is in writing by the members, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

SECTION 12. Special Meetings. Special meetings of the General Members for any purpose, or purposes, unless otherwise prescribed by statute, may be called by the President, or by at least eight (8) members of the Board of Directors, and shall be called by the President at the request of the holders of not less than fifty-one percent (51%) of the membership of the Corporation entitled to vote at the meeting.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. Number, Tenure, and Qualifications. The number of Directors of the corporation shall be fifteen (15) as elected by the General Members. No persons shall be qualified to be a member of the Board of Directors if found to have a criminal record, or misappropriated funds as a member of this corporation or any other corporation, or has not attended three (3) consecutive regular Board of Director meetings or six (6) regular Board of Director meetings within the last twelve (12) months prior to nomination. Each Director shall hold office for three (3) years from his election at the annual meeting of General Members and/or until his successor shall have been qualified. Terms of Board members shall be staggered. The Board members shall be divided in groups of five (5) to insure a like number are elected each year.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this By Law immediate after, and at the designated place as the annual meeting of Members. The regular monthly meetings of the Board shall be held on the third Wednesday of every month, at 7:00 p.m. at such location, as the Board shall decide. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution. Meetings of the Board shall be conducted pursuant to Parliamentary Procedure and Robert's Rule of Order, as amended from time to time.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or any five (5) Directors. The person, or persons, authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Unless exigent circumstances dictate otherwise, notice of any special meeting shall be given at least five (5) calendar days previously thereto by written notice delivered personally, email or mailed to each Director at his business address or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meetings, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business, because the meeting is now lawfully called or convened. The Notice must expressly state the purpose for said Special Meeting.

SECTION 6. Quorum. A majority of the number of Directors fixed by section 2 of this Article V shall constitute a quorum for the transaction of business at any meeting of the Board of Directors but, if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

SECTION 7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. Action Without A Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting, if a consent in

writing, setting forth the action so to be taken; shall be signed by a majority of the Directors.

SECTION 9. Vacancies. The member having the next highest vote for Director from the previous General Election shall be considered to fill a vacancy on the Board. Upon the approval of said member by the Board, as stated herein below, said member shall be asked to join the Board. Any vacancy occurring in the Board of the Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by election by the Board of Directors with the approval of the Members for a term of office continuing only until the next election Directors by the Members.

SECTION 10. Presumption of Assent. A Director of the Corporation, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 11. Duties of Director

A. Management of Business. The Board of Directors shall have general supervision and control of the business and the finances of the corporation and shall make all rules and regulations not inconsistent with law or with these By-Laws for the management of the business and the guidance of the members, officers, employees and agents of the association. They shall cause to be installed an accounting system that is adequate to the requirements of the business and shall cause the proper records of all business transactions to be kept. Ensure that procedures and process are properly documented.

B. Employment. The Board of Directors at its discretion shall have the power to employ, direct and discharge such employees as in their opinion are necessary to properly operate the business.

C. Bonds and Insurance. The Board of Directors shall be empowered to require bond of its employees and volunteers as in their judgment seems necessary and proper. Likewise, they shall keep the property of the Corporation insured in amounts, which they believe appropriate, commensurate with the actual costs thereof. It shall be also the duty of the Board of Directors to consider short term insure additional risks involved during the periods of county fair and other activities of like nature held under the sponsorship of the association.

D. Financial Review. At least once each year the Board of Directors shall cause a review of the financial records by disinterested, individuals, or agency, and to secure a report thereon, in writing, to the Board of Directors. [The Corporate equipment shall be inventoried annually and secure a report thereon, in writing, to the Board of Directors.]

E. Removal. A Director may be removed from the Board upon affirmative vote of the majority of the Board entitled to vote. Causes for removal are thereon for but not limited to the following:

1. Three unexcused absences of regular meetings during the calendar year of the Board of Directors; provided, however, the delinquent Director shall have been notified thereof in writing by the President or Secretary following said Director's second successive absence. If there shall be no response to said notice, nor attendance by the Director at the third unexcused meeting, the Board shall be authorized to determine the member's eligibility, which may include removal.
2. Conduct or behavior detrimental to or inconsistent with the goals and objectives of the Corporation. (Refer to Article IV, Section 2).

3. Misappropriation of Corporation funds for personal gains or for reasons inconsistent with the goals and objectives of the Corporation.

ARTICLE VI. OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a President, one Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. At no time shall the officers of the Corporation consist of two or more members of the same family. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Unless contrary to law, one person may be elected to serve in more than one office at the same time, due to the inability of the Board of Directors to successfully fill vacant offices.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected every three years by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served, but such removal shall be without prejudice. Further, refer to Article V, Section 11(e).

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

SECTION 5. President. The president shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors and General Members, shall in general supervise and control all of the business and affairs of

the Corporation. He shall, when present, preside at all meetings of the General Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificate of membership, any deeds, mortgages, bonds, debt instruments, contracts of 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 By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time-to-time.

SECTION 6. Vice-President. In absence of the President, or in the event of death, 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 by the President or by the Board of Directors.

SECTION 7. Secretary. The Secretary shall: (a) keep the Minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office and electronic mail address of each Member which shall be furnished to the Secretary by such member; (e) prepare and circulate Minutes of the meetings of the Directors and General Members as such occur; (f) have general charge of the membership books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation; (b) receive and be given receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such

banks, trust companies or other depositories shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall file a bond for the faithful discharge of his duties in such sum and with such surety, or sureties, as the Board of Directors shall determine. The Treasurer will issue a Treasurer's report at every regular scheduled meeting regardless of his/her absence. The treasurer will ensure and oversee an annual review and audit presenting the findings to the Board of Director's. Treasure will maintain the corporate checks and perform bank reconciliations and attach to the treasure report.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer, or officer's agent or agents, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation shall be deposited within seven (7) days from date of receipt to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the corporation shall be April 1st through March 31st.

ARTICLE IX. COMMITTEES

SECTION 1. Executive Committee. There shall be elected every three years by the Board of Directors four members thereof, the President, Vice President, Secretary and Treasurer, as elected officers, shall constitute an Executive Committee. The Executive Committee may act on behalf of the Corporation in the event of an emergency, when the Board is not in session. The Executive Board will poll all Board members before a decision is made and must notify the Board of Directors within 72 hours of their intentions. In the absence of a quorum, the majority vote will determine the decision. In the event that the regular Board meeting is three days from convening, a special meeting shall be called at the earliest date to inform absent Board of Directors of decisions. Meetings may be called by the Chairman or by two executive committee members. The Executive Committee shall ensure the Treasurer's accounts be reviewed at least once each year by an accountant and report thereon to the Board of Directors.

SECTION 2. Committee on Nominations. Three months prior to annual elections, the Board of Directors shall appoint a Nominating Committee of five members, whose duty it shall be to nominate candidates or Directors to be elected at the next annual election. They shall notify the Secretary, in writing, at least twenty (20) days before the date of the annual meeting, of the names of such candidates, and the Secretary, except as herein otherwise provided, shall mail a copy thereof to the last recorded address of each member simultaneously with the notice of the meeting.

SECTION 3. Independent Nominations. Nominations for Directors may also be made, endorsed with the names of not less than ten (10) general members of the Corporation, if forwarded to the Secretary at least five (5) days prior to the annual meeting of the Corporation for immediate transmittal by him to the general members.

SECTION 4. Other Committees. At the first meeting of the Board of Directors after their election, or as soon thereafter as practicable, the President shall, subject to the Board of Directors approval, appoint such other committees as may be necessary for the operation of the corporation.

ARTICLE X. CORPORATE SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the Corporation, the State of incorporation and the words "corporate Seal".

ARTICLE XI. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any Member or Director of the corporation under the provisions of these By-Laws, or under the provisions of the Articles of Incorporation, or under the provisions of the Business corporation, Act, 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.

ARTICLE XII. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors by majority vote. All changes to the By-Laws must be approved by a majority vote of the Directors.

This is to certify that the Camp Springs Boys & Girls Club, Incorporated Board of Directors adopted the By-Laws above in accordance with the laws and rules of this corporation.

Secretary:

_____	_____	_____
Printed Name	Signature	Date

President:

_____	_____	_____
Printed Name	Signature	Date