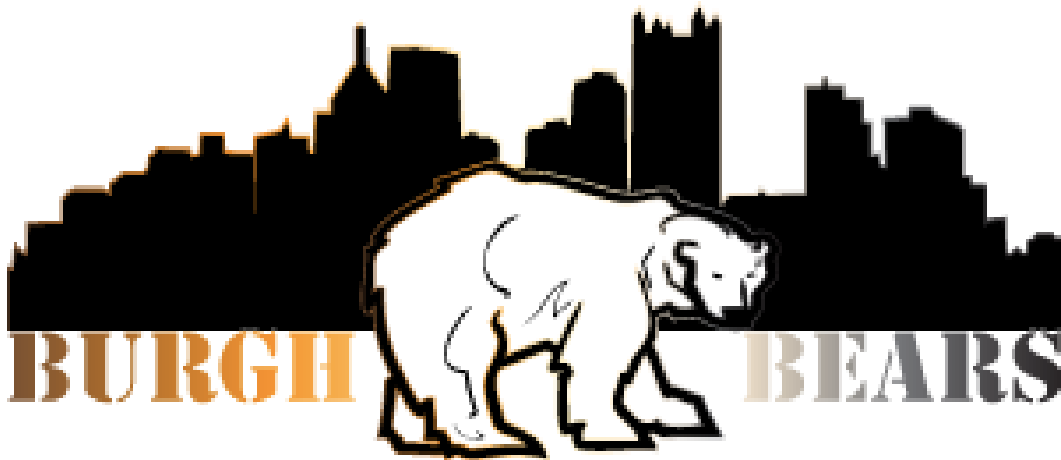


# 2011

Burgh Bears, Inc

2011 Executive Board



## [2011 BYLAWS]

Ratified on September 14th, 2011

# 2011 Burgh Bears Bylaws

The Burgh Bears of Pittsburgh, Pennsylvania, is a non-profit social group with charitable intent, created to sponsor and promote social and recreational activities for its members.

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## **Chapter 1: General**

### **Section 1.1: Name**

The name of this organization shall be "The Burgh Bears" (herein after referred to as the "Club").

### **Section 1.2: Purpose**

The Club is a non-profit social group with charitable intent created to sponsor and promote social and recreational activities for its members.

## **Chapter 2: Bylaws**

### **Section 2.1: Establishment of Bylaws**

These bylaws will be established upon majority approval of the Board of Directors.

### **Section 2.2: Availability of Bylaws**

These bylaws will be made available to all current and prospective members.

### **Section 2.3: Changes to Bylaws**

These bylaws may be changed, amended, or repealed at any time by the action of the membership at a regular monthly meeting of the Club. Proposed changes shall be presented in writing at a regular monthly meeting. A motion must be passed to vote on the proposed changes. The proposed changes will be made available to the general membership of the Club at least one (1) month in advance of the scheduled date of voting. A majority vote is necessary to approve changes, amendments, or repeal; members may vote by written proxy submitted to any member of the Board of Directors until the opening time of voting.

# Chapter 3: Membership

## Section 3.1: Membership

Members of the Club must be at least eighteen (18) years of age. The Club reserves the right to request identification from an applicant or member with proof of age such as a drivers license or other government identification. Members are required to pay yearly dues as determined by the Board of Directors. Club Members comprise the General Body.

### Section 3.1.1: Senior and Junior Member Categories

Senior Members herein referred to as “Bear” members, must be at least twenty-one (21) years of age. Junior members herein referred to as “Cub” members, must be between the ages of eighteen (18) and twenty (20) years of age.

### Section 3.1.2: Global Members

Global membership is an option available to both Bears and Cubs who reside at least fifty (50) miles outside of the center of Pittsburgh (defined as 101 Commonwealth Pl, Pittsburgh, PA 15222 aka Point State Park)

### Section 3.1.3: Honorary Members

Honorary memberships are granted to specific sponsors or individuals due to their invaluable contributions to the club via their substantial donations of time, talent, money and/or venue. This membership is a non-voting membership.

### Section 3.1.4: Lifetime Members

Lifetime membership is granted to a specific club member who has shown a tireless dedication to the growth, sustenance, morale and stability of the Burgh Bears as a tradition of the community at large. Lifetime Members are not required to pay dues.

## Section 3.2: Membership Records

### Section 3.2.1: Information Gathered

Membership applications will ask applicants for identifying information such as name, address, telephone number, email address, and age. The application will also ask the member’s preferred method of contact for Club business. The applicant is required to sign the application to certify age, and that they agree to abide by the Club bylaws.

### Section 3.2.2: Confidentiality of Membership Records

The information contained on Club membership applications will be kept strictly confidential to the Club, and will only be used for Club business. Membership information is the responsibility of the Vice President of Records. Any person using the information for personal or otherwise inappropriate purposes faces removal from the Club.

## Section 3.3: Removal of Members

The Board of Directors may elect to remove a Member from membership if they feel that person has acted in a manner detrimental to the Club or its members. Members may recommend removal of an individual to the Board of Directors. A removal of this type must be announced to the Club membership at large by the next Club meeting, and may be challenged by any Club member. Members removed for any reason are not entitled to a refund of their annual dues. Once removed, former members may be allowed to rejoin the Club at the discretion of the Board of Directors.

[See Section 5.2.3: Voting on the Removal Of Members](#)

## **Section 3.4: General Body Meetings**

General Body Meetings shall be open to all Members and visitors. The time and place of General Body Meetings shall be announced to Members at least one (1) month in advance.

# **Chapter 4: Board of Directors**

## **Section 4.1: Board of Directors Structure (Titles and Duties)**

The Board of Directors is responsible for the day-to-day operation of the Club. The Board is comprised of these positions:

### **Section 4.1.1: President**

The President of the Board of Directors is responsible for overseeing all other Board positions as well as performing the role of ombudsman of the Board of Directors and the Club as a whole. The President shall act as the Club representative when a single representative is required. This member may not hold any other functional role of the Board of Directors.

### **Section 4.1.2: Vice President of Finance**

The Vice President of Finance is responsible for keeping track of Club finances and membership dues and works with the Vice President of Membership to maintain the Club roster. The Vice President of Finance oversees the Director of Social Events, the Director of Fundraising, and the Director of Marketing.

### **Section 4.1.3: Vice President of Records**

The Vice President of Records is responsible for records keeping of all club communications, meeting notes, statistical data, history, and bylaws. The Vice President of Records oversees the Director of Information Technologies, the Director of Outreach and the Director of Merchandising.

### **Section 4.1.4: Vice President of Membership**

The Vice President of Membership is responsible for the retention and growth of Club membership and oversees the Bears and/or Cubs At Large positions. In the event that the President is unavailable, the Vice President of Membership assumes the interim responsibilities of that position.

#### **Section 4.1.5: Director of Social Events**

The Director of Social Events reports to the Vice President of Finance. The primary responsibilities of the Director of Social Events are to: co-ordinate, stage and execute all club sanctioned and governed events; ensure the club possess or has guaranteed access to all of the necessary items it needs to successfully carry out any particular event scheduled; work in tandem with the Director of Marketing to ensure that each event has a successful marketing plan in place no later than 30 days prior to the event; and work in tandem with the Director of Fundraising (when applicable) to ensure space and/or opportunity is available to generate income at each event.

#### **Section 4.1.6: Director of Fundraising**

The Director of Fundraising reports to the Vice President of Finance. The primary responsibilities of the Director of Marketing are to: coordinate all club fundraising efforts; work in tandem with the Director of Social Events to ensure a structured fundraising effort is organized and staffed; and manage the sponsorship database in an effort to secure corporate and event sponsors as well as donations.

#### **Section 4.1.7: Director of Marketing**

The Director of Marketing reports to the Vice President of Finance. The primary responsibilities of the Director of Marketing are to: ensure the successful marketing of each club event and seek out any and all advertising/marketing opportunities available to the club to increase our presence in the region; ensure all marketing materials and imagery are a positive reflection on the club and relevant in the space in which the material is placed; build and maintain the media/contact database and routinely reach out to those contacts to build partnerships with the club.

#### **Section 4.1.8: Director of Information Technologies**

The Director of Information Technologies Reports to the Vice President of Records. The primary responsibilities of the Director of Information Technologies include, but are not limited to: maintaining the Club's website and databases; researching and suggesting new uses of technology for the benefit of the Club; and assisting other positions with Club related technology issues.

#### **Section 4.1.9: Creative Director**

The Creative Director reports for the Vice President of Records. The primary responsibilities of the Creative Director are to: Produce artwork, layouts, and style guidelines to be used in all marketing and outreach materials; and coordinate uniformity in media materials to encourage brand recognition.

#### **Section 4.1.10: Director of Outreach**

The Director of Outreach reports to the Vice President of Records. The primary responsibilities of the Director of Outreach include but are not not limited to: serving as the liaison to the community by building relationships with other social clubs, business owners and community leaders; and successfully establishing and cultivating partnership with these entities to create opportunities for service and/or collaboration in the community.

#### **Section 4.1.11: Director of Merchandising**

The Director of Merchandising reports to the Vice President of Records. The primary responsibilities of the Director of Merchandising include but are not limited to: maintaining inventory and sales of profitable Club merchandise; and ensuring that saleable inventory is available at every opportunistic event.

#### **Section 4.1.12: Bears at Large**

The Bears at Large report to the Vice President of Membership. The primary responsibilities of a Bear at Large include but are not limited to: reporting to the Board on all matters related to the members that said Bear at Large is tasked with managing; tracking member attendance at meetings and events; acknowledging members' birthdays and anniversaries (if applicable); and acting as a sounding board for feedback. The number of Bears at Large shall be determined by the ratio of (1) one Bear at Large to (25) twenty-five members of the club.

#### **Section 4.1.13: Cubs at Large**

The Cubs at Large report to the Vice President of Membership. The primary responsibilities of a Cub at Large include all responsibilities of a Bear at Large with a focus on "Cub" members. A Cub at Large is responsible for fostering a community amongst the Club's younger membership. The number of Cubs at Large shall be determined by the ratio of (1) one Cub at Large to (25) twenty-five members of the club.

### **Section 4.2: Eligibility**

All Voting Members are eligible to run for the Board of Directors provided that said individual has been a Member for at least 6 months unless this qualification is waived by a majority vote of the current Board of Directors.

Any Member meeting the qualifications to hold a Board of Directors position may run for more than one functional role, however they are not permitted to hold multiple Presidential or Vice Presidential roles. If elected to two or more Presidential or Vice Presidential positions, the member will choose the preferred position with the vacated position(s) going to the member with the second highest vote tally. In the event of a tie or no available second choice, the President will then fill the position through appointment of another qualified eligible Member.

Board of Directors members must be available to attend Board of Directors meetings as well as the Club's monthly meetings or be able to provide an adequate substitution, as determined by the President. All Board of Directors positions are strictly voluntary.

### **Section 4.3 Election of Board of Directors**

All Board members are nominated and elected annually by the Membership. The election will be announced at least one month in advance. Proxy votes will be accepted by the Vice President of Records only until the opening time of the scheduled vote.

Newly elected Board members will assume their positions at the second General Body Meeting after the election; outgoing Board members are expected to work with incoming members during the transitional period to insure a smooth exchange of responsibilities.

If a vacancy occurs on the Board of Directors due to resignation, removal, or any other reason, a replacement for that position will be selected by a majority vote of the remaining Board of Directors. The replacement will then complete the vacated term.

## **Section 4.4: Removal from the Board of Directors**

Any Member may nominate a Board member for removal. The Club member must state the reason for the proposed removal to the Membership. If the nomination is seconded, a vote on the Board Member's removal will be scheduled and the Vice President of Records (or other Board Member as needed) will notify all Club members. Additionally, the Board Member's duties and privileges will be suspended until the outcome of the vote. Removed Board Members return to their original Club membership role.

[See Section: 5.2.3: Voting on the Removal of Members](#)

## **Section 4.5: Meetings of the Board of Directors**

The Board of Directors shall meet no less than once per month. Board meetings are open to all Members except when a closed session is called at which point non Board Members will be excused. The time and place of Board meetings is available to Members at their request.

# **Chapter 5: Voting**

## **Section 5.1: Voting Privileges of Members**

All Members with the exception of Honorary and Global members are eligible to participate in a vote called to the General Body.

## **Section 5.2: Voting Processes**

### **Section 5.2.1: General Body**

Voting announced to the General Body may take place in person, by proxy, or by other secure method. The Vice President of Records shall communicate the purpose, time, and procedures for all votes at least two (2) weeks in advance of the scheduled vote.

### **Section 5.2.2: Board of Directors**

Voting amongst the members of the Board of Directors may take place in person, by proxy, or by other secure method.

### **Section 5.2.3: Voting on the Removal of Members**

In the case of a vote to remove a Member from the Club or a Board Member from the Board of Directors, a vote on the member's removal will be scheduled for the next consecutive Club meeting.

At this meeting, the reason for the proposed removal shall be restated; the member in question will have the opportunity to present a rebuttal.

An in person roll call vote must be conducted and a 75% affirmative vote of members in favor of removal is required for the vote to pass.

### **Section 5.2.4: Proxy Voting**

Definition: A vote cast by one member on behalf of another.

Proxy votes must be in writing or via email.

In writing: Any member wishing to issue his proxy to another member in the event of a non roll call vote, may do so in the form of a written letter (note) stating the name of the proxy holder. This proxy will only be valid for that particular voting session which should be designated in the letter (note). The letter (note) must be signed by the member issuing the proxy followed by the corresponding legible printed name. This proxy can be mailed to and received by the Vice President of Records at the clubs postal address before the commencement of the scheduled vote. In the event the proxy is given to the proxy holder to deliver, it must be delivered to and verified by the Vice President of Records no less than 30 minutes prior to the voting session in which the proxy was intended.

Via email: Any member wishing to issue his proxy to another member in event of a non roll call vote may do so in the form of a written statement via a verified, on file email address stating the name of the proxy holder. This proxy will only be valid for that particular voting session which should be designated in the email. The proxy email must be received and verified by the Vice President of Records at the designated records email address at least one hour prior to the voting session in which the proxy was intended.

## **Chapter 6: Finance**

### **Section 6.1: Income**

All income will be deposited in a checking account under the name of the Club, with check signature rights in a dual signatory format.

#### **Section 6.1.1: Dues**

Dues may be assessed by the Board of Directors on an annual basis. Dues are payable at any time to "The Burgh Bears" and collected by the Vice President of Finance. The Board of Directors reserves the right to waive dues.

#### **Section 6.1.2: Fundraising**

All fundraising for the Club must be nominally approved by the Board of Directors. All Board Members must be notified of any fundraising efforts.

### **Section 6.2: Expenditures**

Any Club expenditures must be approved by the Board of Directors. The President, Vice President of Finance, Vice President of Records, Vice President of Membership shall have signature authority. Any checks must be signed by two designated signatories, with the check's intended use denoted on the face of the check and recorded in the Club's records. No two

authorizing signatories appearing on the same check shall be from the same household. Any requests for reimbursement for Club expenses must be accompanied by receipts. The Board may delegate signature authority to other Board Members in extenuating circumstances.

### **Section 6.3: Audit of Finances**

The Board of Directors shall periodically appoint an outside auditor as required by law. The results of this audit shall be reported to the Club no later than the June General Body Meeting.

## **Chapter 7: Symbols and Trademarks**

All Club symbols and trademarks are the property of the Club. Permission to use such symbols and trademarks must be issued by the Board of Directors.

## **Chapter 8: Dissolution of the Club**

### **Section 8.1: Action to Dissolution**

Initiation of the process of dissolution of the Club requires a motion from the majority of the Board of Directors. Conclusion of the process of dissolution of the Club requires a 75% affirmative vote of Members.

### **Section 8.2: Distribution of Finances Upon Dissolution**

Upon dissolution of the Club, the Board of Directors is responsible for insuring that all Club debts and expenses are paid as Club funds permit. The remainder of the Club assets shall be distributed by choice of the Board of Directors to any nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established tax exempt status under Internal Revenue Code, Section 501(c)(3). No part of Club assets may be distributed to any individual person, whether a member of the Club or not.

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Adopted by the membership of the Burgh Bears on September 13, 2011.

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