

**Burgh Bears, Inc.**  
**Constitution and Bylaws**  
**Amended: September 2018**

**Article I - Name**

- I. The name of this organization shall be "The Burgh Bears" (hereinafter referred to as the "Club").

**Article II - Purpose**

- I. The Burgh Bears are a non-profit social group for bears, admirers, and their allies created to both promote social and recreational activities for its members, as well as charitable fundraising for the local community.
- II. The Burgh Bears are an equal opportunity/affirmative action group that embraces all forms of diversity, not limited to attraction, disability, gender identification, race, religion, sex, sexual orientation or other protected classes under PA state law.

**Article III - Membership**

- I. Shall be at least twenty one (21) years of age.
- II. The Club reserves the right to request identification from an applicant or member with proof of age such as a valid driver's license or other valid government identification.
- III. Members are required to pay yearly dues as determined by the Board of Directors.
- IV. Club Members comprise the General Body.
- V. Membership Records
  - A. Membership applications will ask applicants for identifying information such as name, address, telephone number, email address, and age.
  - B. The information contained on Club membership applications will be kept strictly confidential and will only be used for Club business. Membership information is the responsibility of the Vice President of Membership.
  - C. Any person using the information for personal or otherwise inappropriate purposes shall face disciplinary action up to and including faees-removal from the Club.
  - D. Members are responsible for keeping contact information current and accurate.
- VIII. Members eligible to vote shall do so in person at a meeting where a vote may occur.

- IX. Unless otherwise specified in these bylaws, a simple majority of Fifty-One (51) % shall be required.
- X. Unless otherwise specified in these bylaws, quorum shall be based on the total number of members present at a meeting where a vote shall occur, not on the total membership of the club.
- XI. Unless otherwise specified in these bylaws, the threshold needed for an affirmative vote shall be based on the total number of members present at a meeting where a vote shall occur.
- XII. Members shall be notified not less than two (2) weeks prior to a meeting where a vote shall occur.
- XIII. In those cases where the time frame established in Section XII of this article is less than required and a matter requires a membership vote, the Board shall notify all members as early as possible of the additional item requiring a vote.

#### **Article IV - Meetings**

- I. General Membership Meetings shall be open to all Members and visitors at least 21 years of age.
- II. The time and place of General Membership Meetings shall be announced to Members at least one (1) month in advance.

#### **Article V - Dues**

- I. Dues shall be assessed by the Board of Directors on an annual basis.
- II. Dues are collected by the Treasurer and may be paid via cash or credit card, in person or online.
- III. The Board of Directors reserves the right to waive dues.
- IV. Dues are due annually on a rolling calendar basis based on the month the member joins/renews.

#### **Article VI - Executive Board**

- I. The Board of Directors (Hereafter referred to the "Board") is responsible for the day-to-day operation of the Club and comprised of the positions listed in Article VII of these bylaws.
- II. May appoint additional members from the community to the Board, subject to the approval by the membership of the Club.
- III. Create ad-hoc committees to oversee functions and other events and aspects of the running of the organization as needed.

- IV. All agreements made by any board member shall be considered valid and still enforceable upon the removal or resignation of that officer from the Board.
- V. All property of the Club including physical items, money, records, and other Club branded or related items shall be surrendered to the Club immediately upon the completion of an officers term.
- VI. Failure to follow Sections IV and V of this article shall result in the Club pursuing all options for recovery including legal action if necessary.
- VII. The Term of Office of all positions shall be from January 1 to December 31 each year.
- VIII. Shall establish a means of communication within the internal structure suitable to all Board members.
- IX. Shall establish a method and manner of voting on all matters presented to it.

### **Article VII - Officers**

- I. President
  - A. Responsible for overseeing all other Board positions as well as performing the role of ombudsman of the Board and the Club as a whole.
  - B. Act as the Club representative when a single representative is required or may appoint a person to do so on the Clubs behalf.
  - C. May not hold any other functional role of the Board.
  - D. Other duties as assigned or required for the operation of the Club.
- II. Vice President of Membership
  - A. Oversees the duties of the club should the President be unavailable.
  - B. Responsible for the retention and growth of Club membership and oversees the Bears At Large positions.
  - C. Oversee the membership records and retention of same.
  - D. Keep accurate and updated records on all members
  - E. Other duties as assigned or required for the operation of the Club.
- III. Secretary/Web/IT
  - A. Responsible for records keeping of all Club communications, meeting notes, statistical data, history, and bylaws.
  - B. Maintaining the Club's website and databases.
  - C. Researching and suggesting new uses of technology for the benefit of the Club.
  - D. Assisting other positions with Club related technology issues.
  - E. Other duties as assigned or required for the operation of the Club.
- IV. Treasurer

- A. Responsible for keeping track of Club finances and membership dues.
  - B. Works with the Vice President of Membership to maintain the Club roster.
  - C. Responsible for the annual filing of taxes and other appropriate forms as required by law.
  - D. Maintain all records of donations, sales, dues collected and other income and expenses of the club and it's activities.
  - E. Other duties as assigned or required for the operation of the Club.
- V. Social Events Director
- A. Co-ordinate or delegate responsibility for, staging and executing all Club sanctioned and governed events;
  - B. Ensure the Club possess or has guaranteed access to all of the necessary items it needs to successfully carry out any particular event scheduled;
  - C. Ensure that each event has a successful marketing plan and is publicized accordingly.
  - D. Other duties as assigned or required for the operation of the Club.
- VI. Fundraising Director
- A. Reaching out to businesses and other organizations to request donations to help fund Club activities;
  - B. Ensure the Club has prizes and giveaways for certain events;
  - C. Serve as primary contact for the charity chosen by membership;
  - D. Oversee all fundraising activities and raffles for said charity.
  - E. Other Duties as assigned or required for the operation of the Club.
- VII. Bear at Large
- A. Report to the Board on all matters related to the members that said Bear at Large is tasked with managing.
  - B. Acknowledging members' birthdays and anniversaries (if applicable).
  - C. Act as a sounding board for feedback.
  - D. There shall be up to two (2) Bears at Large.
  - E. Other duties as assigned or required for the operation of the Club.

## **Article VIII - Elections**

- I. Eligibility
  - A. Any person who held an officer position and was removed from office shall be deemed ineligible to hold any office in the club in perpetuity.

- B. Any person who resigned from their position for any reason other than forced resignation for malfeasance in office shall not be eligible to run for an officer position until One (1) full calendar year has passed.
  - C. All Voting Members are eligible to run for the Board 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.
  - D. Individuals may be nominated for multiple positions but may only be placed on the ballot for one of those positions.
  - E. Members must be available to attend Board meetings as well as the Club's monthly meetings or be able to provide an adequate substitution, as determined by the President.
  - F. All Board positions are strictly voluntary and are not paid positions.
  - G. No compensation shall be rendered unto any member for any service provided to the Club except in regards to reimbursements as stated in Article IX Section VII of these bylaws.
- II. Election of the Board
- A. All Board members are nominated and elected annually by the Membership.
  - B. The President, Vice President of Membership, Secretary/Web/IT, Treasurer, Social Events Director, Fundraising Director, and Bear(s) at large, shall be elected positions.
  - C. The final slate of candidates shall be provided to the membership upon being finalized.
  - D. Nominations shall open two weeks (2) prior to the October Meeting and be finalized at the end of that meeting.
  - E. Dates for nominations open and closed, ballot release, and ballot due shall be publicized at the beginning of the election process.
  - F. Ballots shall be prepared and distributed within 48 hours of the closing of Nominations.
  - G. Ballots shall include the due date and time placed in a prime visible location.
  - H. Ballots shall be due within Seven (7) business days of the release of the ballot.
  - I. The new Board will be announced at the November meeting.
  - J. Newly elected officers shall work with outgoing officers during the month of December for a smooth transition of office.
  - K. If a vacancy occurs on the Board due to resignation, removal, or any other reason, a replacement for that position will be selected by a majority vote of the remaining Board.

- L. The replacement will complete the vacated term.
- M. Personal contact information shall not be used by any candidate for the purposes of campaigning.
- N. All campaigning shall be done in a public forum.

### **Article IX - Finances**

- I. All income will be deposited in a checking account under the name of the Club, with check signature rights in a dual signatory format.
- II. All fundraising for the Club must be approved by the Board. All Board Members must be notified of any fundraising efforts.
- III. Any Club expenditures must be approved by the Board.
- IV. The President, Treasurer, or other designated member of the board shall have signature authority.
- V. 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.
- VI. No two authorizing signatories appearing on the same check shall be from the same household or where a conflict of interest may arise.
- VII. Any requests for reimbursement for Club expenses must be accompanied by receipts and approved by Board.
- VIII. The Board may delegate signature authority to other Board Members in extenuating circumstances.
- IX. The Board shall appoint an outside auditor as required by law to inspect all financial records.
- X. The results of this audit shall be reported to the Club no later than the August General Body Meeting.
- XI. All expenditures not related to the normal operation of the club over \$50.00 shall be approved by the membership of the Club at a meeting where the vote shall take place.

### **Article X - Suspension**

- I. Members may be expelled from the membership of the Club for conduct that is detrimental to the Club, it's image, standing in the community or any type of animus towards another member or the Club.
- II. The Club takes a zero tolerance policy approach towards those individuals who act in a manner as defined by Section 1 of this article.
- III. Recommendation for removal shall be presented to the Board who shall begin an investigation into the manner.

- IV. The Board shall require sufficient documentation detailing any alleged malfeasance or behavior determined to be detrimental to the Club or its members.
- V. Harassment of members, threats of violence, intimidation, physical abuse or assault, death threats and other similar actions shall constitute a violation of the standards of membership of this Club.
- VI. All investigations are kept confidential until such time as the Board presents the information to the general membership.
- VII. Once complete, information from the investigation shall be presented at the next available meeting.
- VIII. Individuals who are facing expulsion shall have the right to be present at the meeting and mount a defense.
- IX. A majority of the members present and voting at a meeting where the vote to remove takes place shall be required for expulsion.
- X. Members removed for any reason are not entitled to a refund of their annual dues.
- XI. Once removed, former members may be allowed to rejoin the Club at the discretion of the Board, except in the extreme cases as outlined in Section V of this article.
- XII. In extreme cases, members may be expelled from the Club based on the information presented and upon the recommendation of the Board.
- XIII. The Board shall provide all information to the membership of the action mentioned in Section XIII to the general membership at its next meeting.
- XIV. Extreme cases are those where an imminent threat of violence or danger exists against another member of the Club or the Club as a whole.
- XV. The Board has the authority of behalf of the Club to present information to local authorities in regards to the actions mentioned in this Article.
- XVI. Removal from the Board of Directors
  - A. Any Member may nominate a Board member for removal.
  - B. The Club member must provide sufficient documented evidence to support the proposed removal to the Membership.
  - C. The removal request must be moved and seconded.
  - D. If the removal request is seconded, a vote on the Board Member's removal will be scheduled for the next meeting
  - E. The Board member facing removal may mount a defense and present same to the membership prior to the vote.
  - F. Additionally, the Board Member's duties and privileges will be suspended until the outcome of the vote.

- G. Removal of a member of the Board requires a 3/4 majority vote of the members present and voting at the meeting in which the vote takes place.

### **Article XI - Amendments**

- I. These bylaws will be established upon majority approval of the Club members present and voting at a meeting where the vote takes place.
- II. These bylaws may be changed, amended, or repealed by the action of the membership of the Club.
- III. The proposed changes shall be presented in writing and made available to the general membership of the Club at least one (1) month in advance of the scheduled date of voting.
- IV. A 2/3 majority vote of members present and voting at a meeting where the vote takes place is necessary to approve amendments,

### **Article XII - Dissolution**

- I. Process of dissolution of the Club requires a motion from the majority of the Board.
- II. Conclusion of the process of dissolution of the Club requires a 3/4 affirmative vote of the membership of the club.
- III. Upon dissolution of the Club, the Board is responsible for ensuring that all Club debts and expenses are paid as Club funds permit.
- IV. The remainder of the Club assets shall be distributed by choice of the Board 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).
- V. No part of Club assets may be distributed to any individual person, whether a member of the Club or not.
- VI. Should the membership fail to successfully fill at least Three (3) positions of the Board during an election cycle, the current Board shall serve until the end of their current term at which time the Club, by default, shall be dissolved.

Ratified:

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President

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VP Of Membership

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Fundraising Director

Social Events Director

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Secretary

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Treasurer

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Bear at Large

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Bear at Large