

Birmingham Bloomfield Families in Action, Inc.

Bylaws

Article I

Section I. **Name:** The assumed name of this organization shall be Birmingham Bloomfield Families in Action, Inc.

Article II

Section I. **Purpose:** The purpose of Birmingham Bloomfield Families in Action, Inc. shall be to create a drug-free environment for youth by: educating parents, children and adults having a decisive influence on youngsters about the existing youth culture, the pressures on young people to participate and the physiological, psychological and social consequence of drug use to this age group; promoting the formation of parent peer support groups; developing alternative activities for young people: bringing together community services in a common effort.

This corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article III

Section I. **Eligibility:** The membership of the corporation shall be composed of individuals, families, corporations, partnerships and other associations who shall have paid membership dues to the corporation yearly. All members shall be voting members.

Section II. **Membership:**

- a. Organizations: Each member organization shall be represented by one designated delegate or alternate who shall have one vote. Each delegate shall represent only one organization.
- b. Individuals: Each individual dues paying member shall have one vote.
- c. Board of Directors: Each member of the Board of Directors shall have one vote.

Article IV

Board of Directors

Section I. **Number, Manner of Selection, Term of Office:** The Board of Directors shall consist of the elected officers and Board members of Birmingham Bloomfield Families in Action and as many committee chairpersons as needed as appointed by the elected Board members. The elected officers and Board members shall be elected at the annual meeting from a single slate prepared by the nominating committee. Nominations can be made from the floor at the annual meeting.

Section II. **Qualifications:** To be elected or appointed, or to continue to serve as an officer or director of this organization, one must be a member of Birmingham Bloomfield Families in Action.

Section III. **Vacancies:** Any vacancy occurring in the Board of Directors by reason of resignation, death or disqualification in policy of any officers or elected members may be filled until the next annual meeting by a majority vote of the remaining members of the Board of Directors.

Section IV. **Powers and Duties:** The Board of Directors shall have full charge of the property and business of the organization with full power and authority to manage and conduct same, subject to the instructions of the voting members.

Section V. **Meetings:** The Board of Directors shall meet a minimum of six times per year at a time and place to be determined by the Board of Directors.

Section VI. **Quorum:** A majority of the Board of Directors shall constitute a quorum.

Section VII. **Removal:** Three unexcused absences within one fiscal year shall constitute automatic removal from the Board of Directors.

Article V

Section I. **Enumeration and Election of Officers:** The officers of Birmingham Bloomfield Families in Action, Inc., shall be a President, Executive Vice-President/President Elect, Vice Presidents as needed, Secretary, and Treasurer who shall be elected by the voting members at an annual meeting for the term of one fiscal year.

Section II. **President:** The President shall preside at all meetings of the organization and of the Board of Directors. The President may sign or endorse checks, drafts and notes. The President shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board. The President shall represent Birmingham Bloomfield Families in Action in all media contact.

Section III. **Immediate Past President:** Shall serve as advisor to the President and Board of Directors.

Section IV. **Executive Vice-President/President Elect:** The Executive Vice President shall assist the President and perform the President's duties in the President's absence. The Executive Vice-President shall also perform such duties as may be assigned by the President of the Board of Directors. Executive Vice President may sign checks in the absence of the President or Treasurer and shall have served on the Board of Directors one year prior to having been elected to this office.

Section V. **Vice-Presidents or other Designees:** One of the Vice-Presidents, as appointed by the President or Executive Vice President and approved by the Board of Directors, shall, in the event of absence, disability or death of the President or Executive Vice President, possess all the powers and perform all the duties of that office until such time as the Board of Directors shall select one of its members to fill the vacancy. The Vice Presidents shall perform such other duties as the President and Board may designate.

Section VI. **Secretary:** The Secretary shall keep minutes of all meetings of Birmingham Bloomfield Families in Action, Inc. and of all meetings of the Board of Directors and shall perform such other functions as may be necessary to the office.

Section VII. **Treasurer:** The Treasurer shall oversee the keeping of accurate records of all financial transactions of Birmingham Bloomfield Families in Action, Inc., oversee the collection of membership dues, and receive and expend all other monies of the corporation as authorized by the Board of Directors and shall be responsible for filing all legal forms of the corporation.

Article VI Directors

Section I. Directors shall consist of a standing committee chairperson. Such standing committees shall be: Membership, Fundraising, Newsletter, Public Relations. Directors, as appointed by the President will represent Birmingham Bloomfield Families in Action, Inc, in selected community outreach projects.

Section II. The Directors shall perform such other duties as the President may designate.

Section III. The Board of Directors shall consist of representatives from the Birmingham Community and the Bloomfield Hills Community, public, private and parochial schools.

Article VII Finance

Section I. **Fiscal Year:** The fiscal year of Birmingham Bloomfield Families in Action, Inc. shall commence on the first day of July each year.

Section II. **Dues:** Dues for each individual or organization shall be no less than ten dollars and shall be paid annually.

Section III. **Audit:** An auditor shall be appointed by the President to audit the Treasurer's books at the end of the fiscal year.

Article VIII

Section I. **Membership Meetings:** The time and place of membership meetings shall be determined by the Board of Directors.

Section II. **Annual Meeting:** An annual meeting shall be held during the month of May, the exact date to be determined by the Board of Directors. The annual meeting shall elect officers and shall transact such business as may be brought properly before it.

Section III. **Quorum:** At all meetings of the members the presence of twenty (20) or more members shall constitute a quorum. At all meetings of the Board of Directors, the presence of 51% shall constitute a quorum.

Article IX

Section I. **Nominating Committee:** The Nominating Committee shall be chaired by the immediate Past President and approved by the Board of Directors. Suggestions for nominations of officers and committee chairpersons may be sent to this committee by any Birmingham Bloomfield Families in Action, Inc., member.

Section II. **Report of the Nominating Committee and Nominating from the Floor:** The report of the Nominating Committee of its nominations for officers shall be sent to all voting members ten days before the date of the annual meeting. The report of the Nominating Committee shall be presented to the annual meeting. Immediately following the presentation of the report, nominations may be made from the floor by any voting member provide the consent of the nominee shall have been secured.

Section III. **Elections:** The elections shall be by ballot, provided that when there is but one nominee for each office, it may be by voice. A majority of those qualified to vote present and voting shall constitute an election.

Article X Dissolution

Section I. **Dissolution:** In the event of the dissolution of Birmingham Bloomfield Families in Action, Inc., its assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to such corporations as are organized and operated exclusively for charitable purposes and which have established this tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code as the Board of Directors shall determine.

Article XI Parliamentary Procedure

Section I. **Parliamentary Authority:** The rules contained in Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

Article XII
Amendments

Section I. **Amendments:** These By-laws may be amended at any meeting of Birmingham Bloomfield Families in Action, Inc. by a two-thirds vote of the voting members present and voting, provided that notification of the proposed amendments shall have been sent to all members ten days before the meeting.

Revised 4/28/93