

Birmingham Bloomfield Families in Action, Inc.

Bylaws

Article I - Name

The assumed name of this organization shall be Birmingham Bloomfield Families in Action, Inc.

Article II - Purpose

Birmingham Bloomfield Families in Action, Inc. works to maximize our children's potential by educating parents to promote healthy families free of substance abuse.

This organization operates exclusively for educational and charitable purposes, including, for such purposes, donating to organizations that qualify as exempt organizations under Section 501(c)(3) of Internal Revenue Code.

Article III - Membership

Section 1 - *Eligibility*: The membership of the organization shall be composed of individuals, families, corporations, partnerships and other associations who shall have paid membership dues to the organization yearly.

Section 2 – *Annual Dues*: The minimum amount required for annual dues shall be:

Families/Individuals	\$35
Schools	\$100
Community Partners	\$250 (<i>in cash or in kind</i>)

Section 3 – *Rights of Members*: Each dues paying school member organization and current board director shall be eligible to cast one vote in Birmingham Bloomfield Families in Action, Inc. elections.

Article IV - Board of Directors

Section 1 - *Number, Manner of Selection, Term of Office*: The Board of Directors shall consist of the elected officers and Board directors of Birmingham Bloomfield Families in Action, Inc. and as many committee chairpersons as needed as appointed by the elected Board directors. The elected officers and Board directors 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. All Board directors shall serve two year terms but are eligible for re-election for up to five consecutive terms.

Section 2 - *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, Inc. as defined in Article III – Membership.

Section 3 - *Vacancies*: Any vacancy occurring in the Board of Directors by reason of resignation, death or disqualification in policy of any officers or elected directors may be filled until the next annual meeting by a majority vote of the remaining directors of the Board of Directors.

Section 4 - *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.

Section 5 - *Meetings*: The Board of Directors shall meet a minimum of five times per year at a time and place to be determined by the Board of Directors.

Section 6 - *Quorum*: The presence of 51% of the Board of Directors shall constitute a quorum.

Section 7 – *Resignation, Termination and Absences*: Resignation from the Board of Directors must be in writing and received by the Executive Director and President of the Board of Directors. Three unexcused absences within one fiscal year shall constitute automatic removal from the Board of Directors. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Article V - Officers

Section 1 - *Officers and Duties*: The officers of Birmingham Bloomfield Families in Action, Inc., shall be a President, Vice President(s), Secretary, and Treasurer who shall be elected by the voting members at an annual meeting for a term of two fiscal years.

a. 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.

b. Immediate Past President: The Immediate Past President shall serve as advisor to the President and Board of Directors.

c. Vice-President(s): Vice-President(s) shall, in the event of absence, disability or death of the 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 directors to fill the vacancy. The Vice President(s) shall perform such other duties as the President and Board may designate.

d. Secretary: The Secretary shall keep minutes of all meetings of the Board of Directors and shall perform such other functions as may be necessary to the office.

E 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 organization as authorized by the Board of Directors and shall be responsible for filing all tax and legal forms of the organization.

Article VI – Director & Staff

Section 1 – *Executive Director*: The Executive Director is hired by the Board. The Executive Director has day-to-day responsibilities for Birmingham Bloomfield Families in Action, Inc., including carrying out Birmingham Bloomfield Families In Action, Inc.'s mission, goals, policies and strategic plan. The Executive Director will attend all board meetings, report on the progress of Birmingham Bloomfield Families In Action, Inc., answer questions of the board directors and carry out the duties described in the job description. The Board can designate other duties as necessary.

Article VII - Finance

Section 1 - *Fiscal Year*: The fiscal year of Birmingham Bloomfield Families in Action, Inc. shall commence on the first day of July each year.

Section 2 – *Budget*: A tentative budget shall be drafted and approved before the beginning of the fiscal year.

Section 3 - *Audit*: The Treasurer shall prepare a financial statement at the end of the fiscal year to be reviewed by the Board and an audit committee if the Board deems this necessary.

Section 4 – *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 VIII - Meetings

Section 1 – *Membership Meetings*: The time and place of membership meetings shall be determined by the Board of Directors.

Section 2 - *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 3 - *Quorum*: At all meetings of voting members, the presence of 51% shall constitute a quorum. At all meetings of the Board of Directors, the presence of 51% shall constitute a quorum.

Article IX - Committees

Section 1 – *Committee Formation*: The Board may create committees as needed.

Section 2 – *Executive Committee*: The officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 – *Standing Committees*: Members of the Board of Directors shall chair both standing and ad hoc committees. The following are to be standing committees: Executive, Finance, Fundraising/Development, Governance, Public Relations, Programs & Services. Ad hoc committees will be formed by the Board of Directors as needed.

Article X - Parliamentary Authority

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 XI - Amendments

Section 1 - 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 voting members ten days before the meeting.

Section 2 – The Governance Committee chairperson shall appoint a bylaws committee to review and/or revise these by-laws not less than once every four (4) years.

Article XII – Adoption of Bylaws

Section 1 – These bylaws were adopted by Birmingham Bloomfield Families in Action, Inc. on _____.

Section 2 – Amendments or additional adoptions of these bylaws shall state, as a section of the text of such changes or additions, the date of adoption.

Revised 4/28/93 (*date of last revision*)