

# AMBUCS™

Standard Chapter By Laws

## Chapter By Laws

### Chapter

#### ARTICLE I

##### Names, Purposes, Office

###### Section 1. Name.

This corporation shall be known as the \_\_\_\_\_ chapter of National AMBUCS™ (the American Business Clubs) ("Corporation").

###### Section 2. Purposes.

The purposes for which the corporation is organized are to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954; and in carrying out such purposes, the corporation shall:

- a. Operate as a grant-making entity, in connection with which the corporation may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or

organization other than an organization exempt from the federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and shall make distributions to or for the benefit of organizations exempt from the federal income tax under section 501(c)(3) of the Code which organizations' purposes may include, but are not limited to: relief of the poor and distressed or of the under privileged; advancement of education or science; erection or maintenance of public buildings, monuments, or works; lessening of the burdens of Government; and promotion of social welfare by organizations designed to accomplish any of the above purposes, or (I) to lessen neighborhood tensions; (ii) to eliminate prejudice and discrimination; (iii) to defend human and civil rights secured by law; or (iv) to combat community deterioration and juvenile delinquency.

- b. Operate to quicken the appreciation of the human and spiritual rather than the material values of life, to develop by precept and example a more intelligent, aggressive and service-conscious citizenship, the rendering of altruistic service, and the wholesome up building of the community, and to cooperate and collaborate with other civic bodies in the development and maintenance of high civic idealism and consciousness.

###### Section 3. Office.

The principal offices of the corporation shall be located at

\_. The corporation may also have offices at such other places as the Board of Directors may from time to time designate

###### Section 4. Motto.

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The motto of the Chapter of National AMBUCS™ shall be: "SHOULDERS TOGETHER".

Section 5. Official Abbreviation.  
The official abbreviation shall be: "AMBUCS".

Section 6. Creed.  
The creed of the chapter of National AMBUCS™, Inc. shall be:

AMERICANISM To maintain the blessings derived from our National heritage - to sponsor justice, understanding and good will in our community life - to help guarantee individual and social freedom under law - to assist in the development of the democratic process in our republic.

BROTHERHOOD To create opportunities for independence for people with disabilities - to promote the philosophy that it is more blessed to give than receive - to support local and national projects which promote the public welfare - to join in perpetuating the way of peace in our international life.

CHARACTER To encourage high ethical standards in personal and community relationships - to stimulate a consciousness of moral law in our daily living - to recognize the sacredness of human personality - to devotedly appreciate the existence of Divine Providence in the Human Order.

## ARTICLE II

### Membership

Section 1. Eligibility. Individuals of good community standing who pledge themselves to abide by the chapter bylaws of this chapter and the National AMBUCS, Inc. bylaws shall be eligible for membership. All persons seeking membership must be first sponsored for membership by another member in good standing.

Section 2. Types of Memberships. Types of members shall be as defined in Article II, Section 7 of the National AMBUCS, Inc. Bylaws.

## ARTICLE III

## Board of Directors

Section 1. Composition of Board.  
The corporation's affairs shall be managed by a Board of Directors composed of not less than three (3) nor more than fifteen (15) directors. There shall be \_\_\_\_\_ directors. At the first election, \_\_\_\_\_ directors shall be elected for one year and \_\_\_\_\_ for two years. Thereafter, \_\_\_\_\_ shall be elected each year for two-year terms. During the first year, the President shall be Chairman of the Board of Directors. The Chairman shall not vote except in case the Board is equally divided on any vote. The Board of Directors shall consist of all the officers of the chapter and the directors. The Board shall meet at least once a month at a time and place designated by the Board as specified in the By-Laws. The Board shall authorize expenditures of funds, formulate the policies of the chapter, dismiss any member for cause, provide for the bonding of the Treasurer and any other member of the chapter as the Board deems necessary, and perform such other duties as are provided in these By-Laws.

Section 2. Compensation. Directors shall not receive any compensation for their services as directors of the corporation.

Section 3. Removal of Directors.  
Any director may be removed from office by the affirmative vote of two-thirds of the full Board of Directors. Any such director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Section 4. Vacancies.  
Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director.

Section 5. Committees.  
The Board of Directors shall divide its membership into such committees, as it may deem advisable from time to time.

## ARTICLE IV

## Meetings of Directors

Section 1. Place of Meetings. All meetings of the Board of Directors shall be held at the principal offices of the corporation, or at such other place as shall be designated in the notice of meeting or agreed upon by a majority of the directors.

Section 2. Regular Meetings. The regular meetings of the Board of Directors shall be held on \_\_\_\_\_ day of each month at \_\_\_\_\_ (a.m./p.m.). Any change in time or place of regular Board meetings shall be made by the Board of Directors.

Unless otherwise herein provided, Robert's Rules of Order shall govern all matters of procedure, quorum, etc.

Section 3. Special Meetings, Substitute Meetings.

Special meetings and substitute meetings of the Board of Directors may be called from time to time by or at the request of the President or any two Directors. Notice of said meeting stating the time and place thereof shall be delivered to each member of the Board of Directors not less than five (5) days before the date of the special meeting or substitute meeting of the Board to all members of the Board of Directors, either personally or by mail, or in any manner reasonably calculated to be received by the members of the Board.

Section 4. Voting. Except as herein otherwise specifically provided, the decision of the Board in all chapter matters shall be final, subject only to an appeal to the chapter. On such appeal, the decision shall be reversed only by vote of two-thirds (2/3) of the members present and voting at a regular chapter meeting. No resolution or motion to commit this chapter on any matter shall be considered by the chapter until it has been considered by the Board. Such resolutions or motions, if offered at a chapter meeting, shall be referred to the Board without discussion.

Notwithstanding anything to the contrary herein expressed, the Board of Directors shall not approve any community service project for the chapter, approve any fund raising project for the chapter, increase the amount or time of payment of chapter annual member contributions, or alter the time, day and place of the chapter meeting, without the consent of a majority of the members of the chapter.

Section 5. Quorum.

At all meetings of the Board of Directors, either regular or special, one-half of the directors shall constitute a quorum.

Section 6. Action Without a Meeting. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 7. Tax Status. The Board of Directors shall take no action that will jeopardize the 501(c)3 status of the corporation or the Articles of Incorporation's intended purposes.

## **ARTICLE V**

### Officers

Section 1. Officers of the Corporation. The officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, a Sergeant-at-Arms and such other officers as the Board of Directors may from time to time elect.

Section 2. Nominations, Election and Term. The nominations for officers and directors shall be made by a nominating committee consisting of at least five of the past presidents of the Chapter, provided that during the first five years of the Chapter's existence the past presidents may appoint a committee to assist them in making nominations. Additional nominations may be made from the floor at a regular meeting by any active member in good standing.

Any active member in good standing of the Chapter shall be eligible as an officer or director, except the President must have held an office in the chapter before becoming President in the case of an established chapter.

Nominations for officers and directors shall be read to the Chapter at the first regular meeting in March and the list of candidates published in the bulletin of the Chapter at least once thereafter before the election which shall be held at the last Chapter meeting in the month of March, or at the next regularly scheduled meeting following.

Nominees, whether nominated by the committee or from the floor shall have been contacted in advance of nomination and agreed to:

Serve if elected (Officers and Directors).

Attend the Regional Spring Training Conference (for Officers-Elect only).

Attend the National Convention (President-Elect only.)

The vote shall be taken by secret ballot or in such manner as the members present shall determine, and the candidate for office receiving the greatest number of votes shall be declared elected.

The term of office of the officers shall begin the first regular meeting in June and shall be for one (1) year.

Section 3. Compensation.

No officer shall receive any remuneration or compensation for his services to the corporation or in connection with his duties as such officer.

Section 4. Removal of Officers.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 5. Bonds.

The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors. The premiums for all such bonds shall be paid by the corporation.

Section 6. Duties of Officers. The officers of the chapter shall perform such duties in service to the chapter as the Board of Directors may from time to time determine.

## ARTICLE VI

### Fees and Member Contributions.

Section 1. Application Fees, Annual Member Contributions.

Each new member shall pay an application fee of

\$ \_\_\_\_\_. In the case of transfer, replacement or reinstated members, the Board of Directors may, in its discretion, waive such application fees. In addition to the foregoing, each member of the chapter shall pay minimum annual member contributions as follows:

- (1) Active Chapter Members \$ minimum annual contribution
- (2) Friends of the Chapter \$ minimum annual contribution
- (3) Lifetime Members \$ minimum annual contribution

Section 2. Meals and Expenses.

The Board of Directors may, in its discretion, determine an additional amount required of active members in respect of meals or services otherwise provided in conjunction with the regular chapter meetings. Amounts paid in respect of these expenses shall be kept separate and apart from admission fees and chapter member contributions and shall be payable at such times and in such amounts as the Board of Directors shall determine.

Section 3. Indebtedness.

No financial indebtedness or obligation except normal operating expenditures shall be incurred by the Chapter, its officers, or the Board of Directors except by action of the Chapter; and in that event two-thirds (2/3) of those present and voting shall concur at a regular chapter meeting.

Section 4. Member Contribution Increases.

Notwithstanding anything to the contrary herein expressed, the provisions of these Bylaws respecting the amount and payment of chapter member contributions may not be altered, amended, modified or revoked, without the majority vote of both of the chapter members and the Board of Directors.

## ARTICLE VII

### Contracts, Loans, Checks and Deposits

Section 1. Contracts.

The Board of Directors may authorize any officer or

officers, agent or agents, to enter into any contract or execute and deliver 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 evidences 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 and Drafts. All checks, drafts or other orders for the payment of money, 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 not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

## ARTICLE VIII

### Chapter Meetings

Section 1. Chapter Meetings. The regular meetings of this chapter shall be held every \_\_\_\_\_ at \_\_\_\_\_ a.m./p.m.

Any change in time or place of regular meetings shall be recommended by the Board of Directors to the chapter, subject to approval of a majority vote by the members in attendance at a regularly scheduled meeting. Notice must be given in writing of the proposed change.

## ARTICLE IX

### General Provisions

Section 1. Waiver of Notice. Whenever any notice is required to be given to any Director or other person under the provisions of these bylaws, the Articles of Incorporation or by applicable law, 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 equivalent to the giving of such notice.

Section 2. Fiscal Year.

The fiscal year of the corporation shall begin on June 1 and shall end on May 31.

Section 3. Prohibition Against Sharing in Corporate Earnings.

No member, officer, director, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members, directors and officers of the corporations shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 4. Amendments. These bylaws may be amended by: (I) a two-thirds (2/3) vote of the entire membership of the Board of Directors of the chapter at a regular Board meeting; and, (ii) the written consent of the Executive Director of the National AMBUCS.

## ARTICLE X

### Exempt Activities

Section 1. Exempt Activities. Notwithstanding any other provision of these bylaws, no member, director, officer, employee or other representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under

Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by organizations contributions to which are deductible under Section 170(c)(2) of such Code and

regulations as they now exist or as they may hereafter be amended.

By action of the Board of Directors of the chapter, the foregoing are adopted as the Chapter Bylaws. In so adopting the said Chapter Bylaws, the chapter agrees to abide by them and by the National AMBUCS, Inc. Bylaws.

OFFICIAL RECORD OF ADOPTION OF CHAPTER BYLAWS

Adopted \_\_\_\_\_ 20\_\_

\_\_\_\_\_ Name of Chapter

By \_\_\_\_\_  
President Secretary

CERTIFICATION

Approved \_\_\_\_\_, 20\_\_ \_\_\_\_\_  
Executive Director  
National AMBUCS™

*Send two copies to the AMBUCS Resource Center for approval. One copy will be filed in the chapter's permanent file; the other returned to the Chapter Secretary.*