

# **House of Bankerd, Inc.**

## **Bylaws**

### **Article I: Name**

1. The name of the organization shall be House of Bankerd, Inc.

### **Article II: Purpose**

1. The organization is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article III: Board of Directors**

1. The Board of Directors will manage the business of the organization and will exercise all of the powers that may be exercised by the organization under the statutes of the State of Maryland, the Articles of Incorporation, and the Bylaws of the organization.
2. The Board of Directors shall not be compensated for serving as such. A Board member may, however, serve in other capacities with the organization and receive compensation for such service.
3. The Board of Directors shall consist of no fewer than 7 members and no more than 15 members.
4. Board members shall serve a 2 year term with no term limitations.
5. Vacancies shall be filled by the Board, with the recommendation of the Executive Committee. During periods when there is an unfilled vacancy on the Board of Directors, actions taken by the remaining members will constitute actions of the Board.
6. Board members with 3 un-excused absences shall be dismissed from the Board.
7. Board members must be in attendance for no fewer than one meeting in a six month period.

### **Article IV: Officers**

1. The Officers of the board shall consist of a President, Vice President of Operation, Vice President of Production, Secretary, and Treasurer nominated by the Board.
2. Elected Officers will serve a term of 2 years with no term limitations.
3. (a)The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. (b)Either Vice President of Production or Vice President of Operations shall assume the duties of the President in case of the President's absence as appointed by the remaining

Executive Officers. (c) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes, and send out copies of minutes to all. (d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed. (e) The offices of Secretary and Treasurer may be combined into one Officer position or function separately.

4. Contracts entered into by the organization must be signed by 2 Officers.

#### **Article V: Committees**

1. The organization will contain the following committees: executive, production, financial, development, and publicity.
2. Committees shall be chaired by a Board member appointed by the President and approved by the Board of Directors.
3. All committees, with the exception of the executive committee, may contain members that are not elected Board members.
4. The executive committee shall be chaired by the President and consist of all elected officers and committee chairs.
5. The Board may appoint additional standing and ad hoc committees as needed.

#### **Article VI: Meetings**

1. The Board of Directors will meet monthly.
2. Special meetings may be called by the President giving written or electronic notice to all Board members. A notice of special meetings must be sent by first class mail or electronic mail, and must state the time, place, and purpose of the meeting; no action can be taken at a special meeting of the Board of Directors except as stated in the notice, unless all Board members consent.
3. Agendas for regular monthly meetings shall be provided at least 2 days in advance.
4. Board members may participate in meetings by telephone or other electronic means as long as all Board members are continuously able to communicate with one another.
5. Board members must communicate to the Secretary via written or electronic mail their inability to attend a scheduled meeting. A Board member's absence will be determined as excused or un-excused by the Executive Officers.

#### **Article VII: Voting**

1. (a) A majority of board members constitutes a quorum. (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority (i.e., one more than half the members present).
3. A Board member may vote via proxy on any announced agenda item. The proxy must be sent through a Board member that will be in attendance at the meeting. The proxy must be in writing or sent via electronic mail.

4. The executive committee may act independently from the Board of Directors to pass a motion. The motion must be passed with a unanimous vote from the executive committee.

#### **Article VIII: Confidentiality**

1. The actions of the Board of Directors are confidential. Board members agree to keep all matters discussed at meetings of the Board of Directors, both scheduled and informal, confidential until the Organization has formally announced the information discussed.
2. Any Board member who misrepresents the Organization through any communication or media including social media will be dismissed from the Board.

#### **Article IX: Conflict of Interest**

1. Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

#### **Article X: Fiscal Policies**

1. The fiscal year of the board shall be selected by the Board of Directors prior to the filing of the first income tax return due from the organization. The books will be kept on a monthly basis.

#### **Article XI: Dissolution**

1. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **Article XII: Amendments**

1. These by-laws may be amended by a two-third vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

These bylaws are hereby adopted on this 8 day of July, 2014.

Name: Lisa Ann Dickins Office: President Name: Lance Banker Office: Vice-President

Signature(seal):  Signature(seal): 