

GEORGETOWN BEARD CLUB, INC.

BYLAWS

PREAMBLE

The following bylaws of the Georgetown Beard Club (“Bylaws”) are subject to and governed by Texas Nonprofit Corporation Law, as outlined in the relevant provisions of the Texas Business Organizations Code and the Georgetown Beard Club, Inc. Certificate of Formation. If a conflict arises between the provisions outlined in the Texas Nonprofit Corporation Law and these Bylaws, the provisions of the Texas Nonprofit Corporation Law shall be controlling.

Article I – Name

The official name of the organization shall be the Georgetown Beard Club, Inc. (the “Club”).

Article II – Purpose

The primary purpose of the Club shall be to promote the charitable community involvement of its members, dedicating itself to providing financial and volunteer support to area organizations, entities, and citizens in need, in order to make our community a better place than it was yesterday.

The Club seeks to accomplish this goal through fundraising and volunteer work to provide financial and boots-on-the-ground assistance to other charitable organizations, entities, and people in our community. Through these efforts, the Club seeks to dispel any negative stereotypes that are often associated with those who choose to grow facial hair.

The Club is furthermore, organized exclusively for charitable, religious, educational, or scientific purposes under § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Its primary activities are to promote charitable activities by raising funds for selected charities and assisting charitable organizations in their activities.

The Club is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Club and no part of its net earnings shall inure to the benefit of any private individual including any member. The Club is not authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other Club activity except in furtherance of the purposes stated above for which the Club is organized. The Club shall not engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purpose.

Article III – Membership

1. **General.** Neither a beard nor a mustache shall be a requirement for membership. Any individual who supports the goals and purposes of the Club and is willing to abide by these Bylaws is eligible to be a member of the Club. All members shall provide to the Club the

information requested on the Club Membership Form. Members should strive to attend all regularly scheduled meetings as well as all Club events, gatherings, fundraisers, competitions, charities, etc. ("Functions").

2. **Membership Voting Eligibility.** Only members in good standing shall be entitled to vote on Club business. To be in good standing, a member must make an initial donation to the Club in order to acquire a Club t-shirt and attend three (3) Club meetings or participate in the planning and/or operation of three (3) Club Functions (or any combination of the preceding) within twelve (12) months of joining the Club. With the exception of acquiring additional Club t-shirts, the above criteria must be met on an annual basis to remain in good standing.
3. **Non-voting Members.** Notwithstanding the above, Club members not in good standing are encouraged to participate in discussions pertaining to official Club business but shall not be entitled to vote.

Article IV – Meetings

1. **Monthly Meetings.** Official Club meetings shall be held at least once per month on the second Wednesday of each calendar month at a time and place to be designated by the President. A written notice of the time and place of the meeting shall be sent to each voting member at least three (3) days in advance of such meeting. Posting to official Club social media websites shall satisfy the written notice requirement of this paragraph.
2. **Quorum.** A quorum for Club meetings shall be met if at least three (3) Club officers are present at such meeting. Decisions or actions taken or adopted by a majority of the voting members present and voting at a meeting at which a quorum is present shall constitute the action taken by the Club.
3. **Ad hoc Meetings.** The President or any two (2) elected officers may call an *ad hoc* meeting of the club provided that at least forty-eight (48) hours notice is given to voting members. Notwithstanding the foregoing, any three (3) elected officers may call an *ad hoc* meeting provided that twenty-four (24) hours notice is provided.

Article V – Officers and Directors

The Board of Directors shall consist of the elected officers of the Club. The elected officers of the Club shall consist of the President, Vice-President, Secretary, Treasurer, and Community Outreach.

Elected officers are expected to be present at all monthly meetings absent exigent circumstances or sufficient advance notice. An officer's failure to attend monthly meetings without sufficient advance notice or the presence of exigent circumstances shall be grounds for removal from office upon majority vote of present officers and voting members.

1. **President.** The President shall have the following duties:
 - a. Preside at all Club meetings;

- b. Serve as a liaison to local or state government entities and business and/or charitable organizations;
 - c. Exercise all powers and perform all duties normally incident to such office;
 - d. Create and maintain the official Club membership roll; and
 - e. Prepare and distribute ballots for the election of Club officers.
2. **Vice-President**. The Vice-President shall have the following duties:
 - a. Perform all duties and responsibilities of the President in the absence of the latter;
 - b. Together with the President, act as the primary point of contact for all Club Functions;
 - c. Together with the Secretary and Public Relations officers, assist in planning and carrying out Club Functions, including directing and delegating responsibility to members and/or volunteers; and
 - d. Perform such other duties as may be delegated by the President or authorized by the Club.
3. **Secretary**. The Secretary shall have the following duties:
 - a. Record the minutes of each Club meeting;
 - b. Transcribe any handwritten minutes of Club meetings and send an electronic copy of the minutes to the President within one week of each such meeting;
 - c. Keep the records of the Club;
 - d. Handle correspondence of the Club as directed by the President and/or Vice-President; and
 - e. Together with the Vice-President and Public Relations officers, assist in planning and carrying out Club Functions.
4. **Treasurer**. The Treasurer shall have the following duties:
 - a. Collect all monies due to the Club;
 - b. Deposit Club funds in the Club bank account(s).
 - c. Keep the books of the Club;
 - d. Prepare and distribute at each official Club meeting, a report detailing the income, expenses, charitable disbursements, and general financial position of the Club;
 - e. Arrange for the payment of accounts owed by the Club; and
 - f. Prepare an annual financial report to be presented at the official January Club meeting.
 - i. In the event the current Treasurer is not re-elected to the position, the outgoing Treasurer and the incoming Treasurer are required to work together to ensure an annual financial report can be presented at the official January Club meeting.
5. **Public Relations Officer**. The Public Relations Officer shall have the following duties:
 - a. Inform the public of the Club's mission, policies, and practices in a positive, consistent, and credible manner;
 - b. Promote official Club Functions;

- c. Maintain the official Club social media accounts and content on the Club website; and
- d. Together with the Vice-President and Secretary officers, assist in planning and carrying out Club Functions.

Article VI – Nomination and Election of Officers

1. Candidates for Club officers shall be members in good standing and shall be elected for two-year terms. Unless amended by a majority vote at an official or *ad hoc* meeting in September of each calendar year, elections for Club officers shall take place at the official October Club meeting in even-numbered years.
2. Nominations for the October election shall be made no earlier than the official September Club meeting and must be made at least twenty-four (24) hours in advance of the official October Club meeting at which an election is to be held.
3. Elected officers shall assume office at the first meeting of the following calendar year.
4. There shall be no term limits regarding the number of times a person may hold an office.

Article VII– General Provisions

The following general provisions shall be applicable to the Club and its members.

1. Elected officers are expected to be present at all monthly meetings absent exigent circumstances or sufficient advance notice. An officer's failure to attend monthly meetings without sufficient advance notice or the presence of exigent circumstances shall be grounds for removal from office upon a majority vote of present officers and voting members.
2. The Club will not participate in any non-Club functions, events, fundraisers, charities, etc., which are brought to the table unless there are at least three (3) Club members who will be attending or participating as representatives of the Club. This excludes competitions, functions which otherwise limit Club participation; and/or any other official Club business which has been the subject of an official Club vote.
3. Any Club members who participate in any meeting, event, fundraiser, function, competition, etc. as a representative of the Club are expected to exhibit common courtesy, good conduct, and common sense. As representatives of the Club, members are obligated to maintain a positive image of our Club and its members to the general public. The same rules apply to any situation in which a Club member is wearing any clothing or article that displays the Club's logo or insignia on it. Any serious violations shall be dealt with on a case-by-case basis. A council of Club officers will decide upon appropriate actions to be taken. In the event of a violation of this provision by an officer, the remaining Club officers, with input from members in good standing, shall decide the appropriate action to be taken.

4. In the event that an officer fails or is unable to fulfill his or her duties, the remaining officers shall, by majority vote, appoint a member in good standing to fill the officer position.
5. In the event that a Club member in good standing feels an officer is not upholding the duties of his or her position, that Club member may challenge the officer for the position at an official Club meeting. An election, open to all Club members in good standing, shall be held to determine, by majority vote, the result of the challenge to officer's position. In the event that an officer is voted out of position, it is the outgoing officer's responsibility to bring the new officer up to speed with any and all Club business for which that officer is responsible.

Article VIII – Amendments

These bylaws may be amended at any regular or *ad hoc* meeting of the Club by a majority vote of those present and voting, provided that notice of the intent to amend has been given to each voting member, either at the previous official Club meeting or sent in writing to each voting member at least five (5) calendar days before the meeting at which the proposed amendment is to be voted on.

Article IX – Rules of Order

The following Rules of Order shall govern official Club meetings.

1. **Motion**. To introduce a new piece of business or propose a decision or action, a motion must be made by a Club member ("I move that..."). A second motion must then also be made (raise your hand and say, "I second it"). After a limited discussion, the members will then vote on the motion. A majority vote is required for the motion to pass.
2. **Postpone Indefinitely**. This tactic is used to kill a motion. When passed, the motion cannot be reintroduced at that meeting. It may be brought up again at a later date. This is made as a motion ("I move to postpone indefinitely..."). A second is required. A majority vote is required to postpone the motion under consideration.
3. **Amend**. This is the process used to change a motion under consideration. Perhaps you like the idea proposed but not exactly as offered. Raise your hand and make the following motion: "I move to amend the motion on the floor." This also requires a second. After the motion to amend is seconded, a majority vote is needed to decide whether the amendment is accepted. A vote will then be taken on the amended motion. "Friendly amendments" are encouraged. If the person who made the original motion agrees with the suggested changes, the amended motion may be voted on without a separate vote to approve the amendment.
4. **Commit**. This is used to place a motion in committee. It requires a second. A majority vote must rule to carry it. At the next meeting, the committee is required to prepare a report on the motion committed. If an appropriate committee exists, the motion goes to that committee. If not, a new committee is established.

5. **Question.** To end a debate immediately, the question is called (say "I call the question") and needs a second. A vote is held immediately (no further discussion is allowed). A two-thirds (or greater) vote is required for passage. If it is passed, the motion on the floor is voted on immediately.
6. **Table.** To table a discussion is to lay aside the business at hand in such a manner that it will be considered later in the meeting or at another time ("I make a motion to table this discussion until the next meeting. In the meantime, we will get more information so we can better discuss the issue.") A second is needed and a majority vote required to table the item being discussed.
7. **Adopt.** This process is used to accept a report without discussion. It requires a second. A majority vote must rule to carry it.
8. **Adjourn.** A motion is made to end the meeting. A second motion is required. A majority vote is then required for the meeting to be adjourned (ended).

Note: If more than one motion is proposed, the most recent takes precedence over the ones preceding it. For example, if #6, a motion to table the discussion, is proposed, it must be voted on before #3, a motion to amend can be decided.

Article X – Dissolution

Upon the dissolution of the Club, all assets of the Club shall be distributed for one or more exempt purposes within the meaning of § 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.