

Derby City Sisters

ByLaws 2014

Article 1- Name, Mission, and Office

Section 1- Name:

The Name of this organization shall be The Derby City Sisters, Incorporated (DCS). It shall be a nonprofit organization incorporated under the laws of the State of Kentucky

Section 2- Mission:

The Derby City Sisters is organized for charity fund raising, community outreach, and education purposes. The corporation is not formed for the private gain of any person.

The mission of this corporation is:

1. To Support, work with, and raise funds for charitable or non-profit organizations.
2. To perform community outreach.
3. To Educate about safer sex practices.

Section 3- Office:

1. The Corporation's principle executive office shall be located at such place as the Board of Directors (Board) determines within Louisville, Kentucky.
2. The Board is granted the power and authority to change said principle executive office from one location to another.
3. The Board shall at anytime, establish a branch or subordinate offices where the corporation is qualified to do business.

Article 2- Membership

Section 1- Types of Membership

1. Fully Professed Member
2. Novice
3. Postulants

4. Angel
5. Member Emeritus

Section 2- Types of Participating Non-Members

The Board shall have the authority to establish and define non-voting categories of membership.

1. Aspirants
2. Postulants
3. Saints

Section 3- Rights of Members:

The General Membership (GM) of DCS shall consist of 5 types of Members: Fully Professed Members (FPMs), Novices, Postulants, Angels, and Members Emeritus. Rights of membership arising thereof may not be transferred.

1. Fully Professed Members (FPMs) shall consist of "Sisters," "Angels" and "Guards". FPMs shall be Members for life except in the case of resignation or removal (as specified in section 6 of this article.)

- FP Sisters have the right to hold any Office and/ or be elected to the Board. FP Sisters in good standing have the right to vote on all issues brought up in GM Meetings. Only FP Sisters may sponsor new Members. The GM may define other rights and/or restrictions as necessary.
- FP Guards in good standing have the right to vote on all issues brought up in GM Meetings. They may speak to the press or public on behalf of DCS and can serve on the Board or chair a committee. They may co-host an event with a Sister. The GM may define other rights and/ restrictions as necessary.
- FP Angels in good standing have the right to vote on all issues brought up in GM Meetings, except elevations. They may speak to the press or public on behalf of DCS and can serve on the Board or chair a committee. They may co-host an event with a Sister. The GM may define other rights and/ restrictions as necessary.

Fully Professed Guards and Angels wanting to transition to Sister within the DCS will be required to adhere to the following convention:

- i. Complete Novitiate in approximately three (3) to six (6) months where they may assume the title and appearance of "Novice Sister" of DCS. A Novice project is required.
- ii. Select a Sponsor (FPM Sister in good standing) within DCS at the approval of the Mistress of Novices.
- iii. They may retain existing voting rights but may not vote on progression.
- iv. They may not serve as Officers of the board or in Mistress positions but may continue to chair a committee to serve on the board if they held the positions at the time of declaration.
- v. The GM may define other rights and/or restrictions as necessary.

2. Novices are in training to become FPMs. They have voting rights, may chair a committee, but may not hold office, be on the board, or speak on behalf of DCS to the press. They must maintain a FPM as a sponsor until they are elevated to an FPM. Novices are not agents of the corporation and may not take on any duties without the express approval of a FPM. The GM may define other rights and/or restrictions as necessary. After a minimum of six (6) months, completion of Novice project. The Novice may be voted to progress to FPM at a GM Meeting.

3. Postulants are new Members in training. They have no voting rights, may not chair a committee, may not hold office, sit on the Board, or speak on behalf of DCS to the press or public. They must maintain sponsorship at all times. Postulants are not agents of the corporation and may not take on any duties without the express approval of an FPM. The GM may define other rights and/or restrictions as necessary. After approximately three (3) months and a total of three (3) GM meetings and/or events, the Postulant may be voted to progress to Novice at a GM meeting.

4. Members Emeritus are established members of DCS. They must have been a FPM in good standing for a consecutive 24 Months. They must petition the GM to be granted the designation of Member Emeritus. The petition must pass a 2/3 vote at a GM. Members Emeritus are encouraged to participate in functions as DCS. Members Emeritus are not expected to attend meetings or events. They have no formal obligation to the Corporation other than to act in an appropriate manner when identifying as a Member. Members Emeritus are not agents of the Corporation, may not

represent DCS to the press or in public, and have no voting rights. The GM may define other rights and/or restrictions as necessary. They must petition the GM to regain full membership status and must receive a simple majority vote at a GM to return as an FPM.

Section 4- Voting Rights of Members

FPMs and Novices in good standing (per section 9 of his article) have full voting rights.

Members Emeritus, Aspirants, Postulants, and Saints have no voting rights. Inactive Members have no voting rights until they take the steps needed to become "active" again.

Section 5- Privileges of Participating Non-members:

Aspirants and Saints may attend general meetings. They may attend FPM meetings and Executive Session meetings by invitation only. They are encouraged to participate in the discussions at the meetings, but have no voting privileges.

Section 6- Resignation (retiring), Sabbatical, Removal, and Censure.

1. Resignation (retiring): Any member may resign by filing a signed written resignation letter with the secretary. Resignations may be rescinded by the resigning Member up to seven (7) days after receipt of the resignation letter. Letters of resignation shall be read in the minutes of the subsequent GM meetings. Any former member who has resigned as outlined above may petition the GM to return to DCS by completing the minimum requirements as defined by the board.
2. Sabbatical: A member may request a sabbatical or leave of absence from DCS for a specified period of time, up to one (1) calendar year, by filing a signed written letter to the Head Mistress of DCS. The GM must approve sabbaticals lasting longer than one year. A member may also be placed on sabbatical by a majority vote at a GM meeting. During sabbatical, a Member loses any voting right and any right to represent DCS in public.
3. Censure and Suspension of Rights: Any member may be censured and have any or all of their rights as expressed in these bylaws or any

other document of the corporation for a specific time. To censure and/or suspend a Member's rights, including the right to vote, requires a two-thirds (2/3) vote at a GM meeting. A Board member must be informed of the motion to censure or suspend rights and/or, to whom at which the motion will be presented. The motion to suspend rights and/or censure must include the reason for the action, the rights that are to be suspended and the duration of the suspension. A suspended member's rights are automatically restored to the same status as before the suspension at the end of the time, unless another vote to extend the suspension is passed in the same manner as stated above before the end of the original suspension period.

4. Removal: Fully Professed Members: any FPM may be removed from the Corporation by a three-fourths (3/4) vote at two (2) consecutive GM Meetings no less than forty-eight (48) hours apart.

Novice and Postulants: Novices and Postulants may be removed by a two-thirds (2/3) vote at a single GM meeting.

Section 7- Responsibilities and Duties:

The voting members of the General Membership (GM) shall have the ultimate power in the organization. They shall have the authority to overturn any decision made by the Board or the Chairs by two-third (2/3) majority vote at any GM meeting. In addition, they shall have sole authority to grant new membership, change the status of members or remove members in accordance with these bylaws.

They shall approve any corporate logo, theme, motto, or seal before its usage as well as any changes to the aforementioned. They shall have the absolute right to remove any Chair or Board Member for any reason in accordance with these bylaws. The GM has the sole authority to create, edit, or remove official policies from the Corporation.

Section 8- Good Standing

A Member shall be considered in good standing if:

- They have attended a minimum of one (1) out of three (3) of the previous GM meetings; and,
- They are not on sabbatical; and,
- They have not been censured nor had any rights restricted by the GM.

Section 9- Active Status

To be considered an Active Member, an FPM must participate/work at two (2) official DCS events and attend three (3) GM Meetings in any consecutive twelve (12) month period. Any member failing to meet this minimum requirement will be considered inactive. Once Inactive, the secretary shall mail notice to the last known address of the Member advising them of their inactive status and informing them they have six (6) months to attend the minimum events/meetings or they will be considered retired. Once the Secretary has sent notice to the member, the Secretary must report the inactive status to the GM.

Article 3- Meetings of Members

Section 1- Regular meetings:

Regular meetings of the members shall be held no less than once a month, at a time and place designated by the chair.

Section 2- Annual Meetings:

An annual meeting of the members shall take place in the month of December, the specific date and time the chair will designate location of which. At the annual meeting the members shall elect directors and officers, receive reports on the activities of DCS, and determine the direction of the association for the coming year. New Officers will be installed in their respective offices on the first day of the following year.

Section 3- Special Meetings:

The Board chair of a simple majority may call special meetings. A petition signed by ten (10%) percent of the voting members may call a special meeting.

Section 4- Notice of meetings:

Notice of each meeting shall be given to each member by email, and posted on a social media board no less then 10 days prior to the meeting.

Section 5- Quorum

A Quorum for GM meeting shall consist of a simple majority of all FPMs who are eligible to vote

Section 6- Voting

All issues to be cited on shall be decided by a simply majority of those present at the meeting in which the vote takes place. Unless otherwise specified in these bylaws.

Section 7- Proxies

No proxies are accepted on any vote.

Section 8- Phone/ Email/ Social Media Voting:

When an issue comes before the GM that requires resolution before the next scheduled GM Meeting and a special meeting cannot be called, the issue may be voted on by Phone/ Email/ Social Media. The President of the Corporation or any five (5) FPMs in good standing may call a Phone/ Email/ Social Media Vote. However, only DCS Chairs are authorized to conduct the vote. Additionally, the vote shall be conducted under the following guidelines.

1. Any conditions that would normally be attached to the vote in a GM meeting are attached to the Phone/ Email/ Social Media Vote. For example, if the vote require a two-third (2/3) majority, the Phone/ Email/ Social Media vote also requires a two-third (2/3) majority.
2. The reason for the vote, the pro and con sides of the issue and the motion must all be presented using the exact same language to each member voting.
3. The Chair conducting the vote may not campaign either pro or con for the issue nor can they respond to questions about the issue.
4. The vote must be completed forty-eight (48) hours after the first member is contacted and the complete text of the motion must be sent to the secretary.
5. Enough members must respond to satisfy quorum.
6. The results of the voting, including the total number of respondents and total yes and no votes, must be announced at the next GM meeting.
7. The GM must ratify the motion at the next General meeting.

Section 9- Parliamentary Authority:

GM Meetings, although informal, shall be conducted with The Roberts Rules of Order and the Mistress of Protocol shall serve at Parliamentarian for all meetings.

Article IV- Board of Directors

Section 1- Board role, size, and compensation.

The board is responsible for the overall policy and direction of the DSC, and to delegate responsibility of day-to-day operations to the members and committees. The Board, including the Officers, shall have up to 6 members. The board receives no compensation.

Section 2- Terms

Officers and board members at large shall serve 1 year terms, however can be voted in Annual Meeting to continue the following year in their particular office.

Section 3- Meetings and Notices:

The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least ten (10) days in advance.

Section 4- Board elections:

New directors and current directors shall be elected or re-elected by the voting members at the annual meeting. Election for Chairs and Board members at large are held annually. Director will be elected by a simple majority of members present at the annual meeting. Only FPMS in good standing (Per article II, Section 9) for 6 months or longer are eligible to run for office or the board. Nominated members don't need to be present to be elected.

Section 5- Election Procedures:

A Committee shall be responsible for nominating a slate of prospective officers and board members representing DCS's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All FP members in good standing are eligible to be nominated.

Section 6- Quorum:

A quorum must be attended by a simple majority of members for business transactions to take place and motions to pass.

Section 7- Chairs and Duties:

There shall be four officers of the board, consisting of the President (Head Mistress,) Vice President (Mistress of Novices,) Secretary (Mistress of the Quill,) and Treasurer (Mistress of the Purse.) Their Duties are as follows:

The President shall prepare the agenda for and preside at all membership, special, and annual meetings. (S)He shall, by virtue of his/her office, be the chairman of the Board of Directors. (S)He shall present at each annual meeting of the DCS an annual report of the work of the organization. (S)he shall appoint all committees, temporary or permanent. (S)He shall see all books, reports and certificates required by law are properly kept or filed. (S)he may be one of the officers who may sign the checks or drafts of DCS. Other duties may be determined by these bylaws at the discretion of the Board or GM as necessary.

The Vice President shall, in the event of the absence or inability of the President to exercise his/her office, become acting president of the organization with all the rights, privileges, and powers as if (S)he had been duly elected President. The Vice President shall chair committees on special subjects as designated by the board. (S)he may be one of the officers required to sign checks and drafts of DCS. The Vice President shall disseminate educational materials to all applicants and new members until such time as they reach their full profession. Other duties may be determined by these bylaws at the discretion of the Board or GM as necessary.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal, or state. (S)he shall give and serve all notices to members of DCS. (S)he shall be the official custodian of the records and seal of DCS. The Secretary shall maintain an accurate roster of the membership, maintain a current list of those serving on special or standing committees of the GM. (S)he may be one of the officers required to sign checks and drafts of DCS. (S)he shall be present for the membership at any

meetings, any communication addressed to him/her as Secretary of DCS. (S)he shall attend to all correspondence of the organization and shall exercise all duties intended to The Secretary. Other duties may be determined by these bylaws or at the discretion of the Board or GM as necessary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. (S)he shall cause in the regular business bank or trust company a sum not exceeding \$3000 and the balance of the funds of the organization shall be deposited in a saving bank except that of which the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the state of Kentucky. (S)he must be one of the officers who shall sign checks or drafts of DCS. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign checks issued upon it. (S)he shall render at stated period as the Board of Directors shall determine a written account of the finance of DCS and such report shall be physically affixed to the Minutes of the Board of Directors of such meeting. (S)he shall exercise all duties incident to the Office of Treasurer. Other Duties may be determined by these bylaws or at the discretion of the Board or GM as necessary.

Chairs shall, by virtue of their Office, be members of the Board of Directors. No Chair shall for reason of his/her office be entitled to receive any salary or compensation from the organization for duties other than as a director or officer.

Section 8 Vacancies:

When a vacancy on the board exists mid-term, the Mistress of the Quill must receive nominations for new board members from the present board members two weeks in advance of a board meeting. These nominations shall be sent out to the board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9- Resignation, termination, and absences:

Resignation from the board must be in writing and received by the Mistress of the Quill. Any board member shall be terminated from the board due to

excess absence. A board member may be removed for other reasons by a three-fourths (3/4) vote of the remaining directors.

Section 10- Special Meetings:

Special meetings of the board shall be called at the request of the chair, or one-third of the board. The Mistress of the Quill shall send out notices of a special meeting to each board member at least (5) days in advance, unless all board members are notified by phone and agree to an accelerated process.

Article V- Committees

Section 1- Committee formation:

The Board may create committees as needed, such as fundraising, housing, public relations, data collection, grants etc. The Board chair appoints all committee chairs.

Section 2- Finance Committee:

The Mistress of the Purse is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other board members. The board must approve the budget and all expenditures must be within the budget. The board must approve all major changes in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. the financial records of DCS are public information and will be made available to the membership, and the public.

Article VI Non-Partisan Activities

Section 1-

The corporation has been formed under Kentucky Law for the purposes described in Article I, and it shall be nonprofit and nonpartisan. No substantial part of the activities or earnings shall be used to publish or disseminate material whose purpose would be to attempt to influence legislation and the corporation shall not substantially participate or intervene in any political campaign on behalf of any candidates for public office. The corporation will not substantially participate or intervene on behalf of or

against any cause of measure being submitted to the public for a vote. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted by a corporation exempt from Federal Income Tax under section 501c(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or by a corporation. Contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

Article VII- Dissolution

Section 1- Dissolution:

In the event of liquidation, dissolution or termination of DCS, after paying or making provisions for the payment of all of the liabilities of DCS, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501c(3) of the Internal Revenue Service Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the primary principal office is then located, exclusively for the purpose of such organization or organizations, as said court shall determine, which organized and operated exclusively for such purposes.

Article VIII- Amendments

Section 1- Amendments:

These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with the regular board announcements.

Certification

These bylaws are approved by a two-thirds (2/3) majority vote on:

_____.

Secretary

Date