

**CONSTITUTION AND BYLAWS  
OF THE  
YELLOW SPRINGS MEN'S GROUP, INC.  
THE JAMES A. McKEE ASSOCIATION**

This constitution and bylaws document, adopted at the July 24, 1996 business meeting of The Yellow Springs Men's Group, Inc., and as subsequently amended from time to time, takes precedence over any former rule, written or stated. All former rules are annulled and this document is the constitution and governing rule of Yellow Springs Men's Group, Inc., Yellow Springs, Ohio.

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**PREAMBLE**

We the members of the Yellow Springs Men’s Group, Inc. declare our wish to enhance the quality of life in the Village of Yellow Springs and its immediate environs. To this end, we constitute The Yellow Springs Men’s Group, Inc. (herein “The Group” ) as a charitable, educational and scientific organization dedicated to the interests of all members of the Yellow Springs community. We reaffirm and embrace the diversity of the residents of Yellow Springs and we reaffirm the historical roots of the organization in assisting African-Americans and particularly their youth, in achieving their fullest potential. To fulfill these objectives, we hereby adopt the following Constitution.

**CONSTITUTION**

ARTICLE I - INCORPORATION

## Name and Seat

Section 1 - The name of this organization, which was organized in the fall season of 1993 and incorporated under the laws of the State of Ohio on the 10th day of January, 1996, shall be "THE YELLOW SPRINGS MEN'S GROUP, INC.," hereinafter referred to as "The Group." The seat and the site of the offices of The Group shall be the village of Yellow Springs, Ohio.

## Description

Section 2 - The Group is a non-profit public benefit corporation and is not for the private gain of any person. The Group is organized under the Non-profit Public Benefit Corporation Law for charitable, educational and scientific purposes, including, for such purposes, the making of contributions to qualifying organizations under Federal law.

## Scope of Activities

Section 3 – The purpose of The Group is to serve the charitable, educational and scientific interests of the Village of Yellow Springs. In furtherance of these purposes, The Group shall promote research, analysis and presentation of educational and scientific material on subjects of interest both to The Group and the community at large. The Group shall support the educational institutions in the community and their individual students through its educational programs and the provision of financial support, including scholarships to deserving students. The Group shall support participatory democratic government by sponsoring non-partisan forums both for the discussion of community issues and the presentation of electoral platforms. The Group shall support charitable causes in the community through direct participation and through indirect financial support of local charities. The Group shall also dedicate its efforts and resources to the interests of diversity, acceptance and tolerance in the community. The Group shall promote and support such other charitable, educational and scientific functions (all within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code) as it shall see fit from time to time. Restrictions

Section 4- The Group shall be non-political, non-partisan, and shall not engage in collective bargaining on behalf of its members or others. No part of the net earnings of The Group shall inure to the benefit of, or be distributed to, its

members, trustees, officers, or other private person, except that The Group is authorized and empowered through the articles of incorporation, the state of Ohio, to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the stated purposes

## ARTICLE II - ORGANIZATION

### The Group

Section 1 - The Group shall be comprised of one body of members, referred to as the general membership. This general membership body consists of all members in good standing with The Group. It shall be organized to carry out the business and program operations of The Group.

### General Membership Body

Section 2 - The general membership body shall have elected and appointed officers, standing committees, and a board of directors. The elected officers shall be a president, vice president, secretary, and treasurer. The appointed officers shall be a historian, and a parliamentarian. The standing committees shall be an audit committee, a finance committee, membership committee and a nominating committee. Duties of the officers, and standing committees shall be as prescribed in the bylaws.

### Board of Directors

Section 3 - The policy making body of The Group shall be a board of directors. The President shall be the chairman of the board. The Secretary shall be a Recording Secretary of board activities.

## ARTICLE III- ELIGIBILITY FOR ELECTION OR APPOINTMENT

### President and Vice President

Section 1 - The president and vice president shall either have been a member of The Group for two (2) years prior to the date for taking office, and shall have been a director, officer, or a committee chairman for one year prior to the date for

taking office or have gained similar experience with other organizations. The president and vice president shall not be concurrent members of the audit committee..

#### Secretary and Treasurer

Section 2 - The secretary and treasurer shall have either been a member of The Group for one (1) year prior to the date for taking office or have gained similar experience with other organizations, and shall not be a concurrent member of the audit committee.

#### Historian and Parliamentarian

Section 3 - The offices of historian and parliamentarian may be held by any member of The Group.

#### Committees

Section 4 - Standing committee chairmen shall either have been a member of The Group for six (6) months prior to the date for taking office, or have gained similar experience with other organizations. All members of The Group are eligible to serve as ad hoc committee chairmen and to serve on committees.

### ARTICLE IV - MEMBERSHIP

#### Requirements

Section 1 - All members shall be citizens of The Village of Yellow Springs, Ohio. Any Yellow Springs citizen upon application, acceptance of application, and payment of membership fees shall be deemed a member of The Group. All members shall abide by this constitution and the bylaws of The Group when acting for or representing The Group. The rights, privileges, and recognitions

inherent and conveyed shall be extended only to members in good standing with The Group. Non-citizens may become members with limited rights and privileges.

#### Policy

Section 2 - The board of directors shall establish policies for determining membership eligibility and retention.

#### Annual Fee

Section 3 - Annually, each member shall be obligated to pay an amount sufficient to cover an equal prorata share of The Group annual expenses. The board of directors shall determine the fee amount.

#### Suspension and Expulsion

Section 4 - A member may be suspended for non-payment of fees. A member shall be expelled from the organization if ever his primary interests, intents or activity and conduct no longer conform with the mission and purpose of The Group. Recommendation for expulsion shall be made by the Board of Directors.

### ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS

#### Calendar

Section 1 - An election shall be held every two years at the first meeting of the month which precedes the beginning of the administrative year by two months. The elected officials shall assume office at the beginning of the administrative year.

#### Voting

Section 2 - Voting to fill official positions shall be by secret ballot of the general membership.

#### Candidates

Section 3 - All candidates and nominees for office shall be approved by the nominating committee. All appointees to an office shall be approved by the board of directors. The vice president shall fill the office of president if it becomes vacant. Any interim appointment shall not disqualify the appointed officer from succeeding her/himself in elective office. No officer shall succeed self in the

same office without due process of election. Each officer shall hold office until a successor has been duly elected and installed in office. Any officer may be removed from office by The Group whenever in the judgement of The Group the best interest of the Group would thereby be served.

#### Officers

Section 5 - The president, secretary, vice president, and treasurer, shall be elected by secret ballot of the membership and shall serve no more than a two (2) year term without re-election.

#### Chairmen

Section 6 - The chairmen of standing committees shall be elected by the membership. The chairman of ad hoc committees shall be appointed by the president.

### ARTICLE VI - MEETINGS

#### Procedure

Section 1 - The rules of procedure contained in publications of "Robert's Rules of Order," the latest revision, shall be used in the conduct of business in all cases which are not covered by other legislative rules of The Group.

#### Quorum Rule

Section 2 - A quorum of nine members shall be present at general membership meetings before The Group can proceed to transact business.

#### Voting

Section 3 - Each member present at a meeting is entitled to one vote on each question raised to carry a motion. All members in good standing are entitled to vote in cases to elect nominees to fill full terms of office.

#### Calendar

Section 4 - The fiscal and administrative years shall begin on the first day of January. Elections shall be held every other year.

## Schedules

Section 5 - At least four (4) membership meetings shall be held each year. Special meetings may be called by the president or upon petition of at least a quorum of members.

At least one (1) board meeting shall be held each year. Special meetings may be called by the chairman of the board or upon petition of at least a majority of the board members.

## Committees

Section 6 - Committee meetings shall follow the same procedure as is carried on in the meetings of the general membership body.

## ARTICLE VII - AMENDMENTS

### Voting

The constitution may be amended by a two-thirds (2/3) vote of the entire membership. Amendments to the constitution must be submitted in writing to the board of directors either by the membership over the signed petition of a majority of the members or by a special committee appointed by the president. Notification of the vote on a proposed amendment and the content of the amendment must be given to the entire membership at least 30 days in advance by the board of directors.

## ARTICLE VIII - DISBANDMENT

### Disbandment

An act of disbandment is any action which The Group may take to abandon its purposes as stated in its articles of incorporation, or close all bank accounts, or to unite The Group with another organization of contrary purposes, or to otherwise put a vital end to The Group. All powers of disbandment rest with The Group, and the secretary of state, state of Ohio. No officer or group member, active and inactive shall act for The Group, and the Secretary of State, state of Ohio in matters of dissolving The Group, except for carrying out the instructions of these three agencies. Any remaining funds of the Group shall be distributed to



such charitable, educational and /or scientific organization or organizations exempt under Section 501 ( c ) ( 3 ) of the Internal Revenue Code, as shall be decided by a majority of the Members.

**BYLAWS OF  
THE YELLOW SPRINGS MEN’S GROUP, INC.**

**PREAMBLE**

We members of The Yellow Springs Men's Group, Inc., to govern ourselves in the pursuit of the corporation purposes, establish this set of laws subordinate to the ordinances and other mandates of the Village of Yellow Springs.

**ARTICLE I - NAME AND ADDRESS**

Name and Address

The mail address of THE YELLOW SPRINGS MEN'S GROUP, INC., shall be P.O. Box 263, Yellow Springs OH 45387-0263.

## ARTICLE II - MEMBERSHIP

### Fees

Section 1 - The annual fee for all members shall be as determined by the board of directors and payable in advance. Schedule of fees upon entry in the Group shall be as follows. Members admitted during the first half of the administrative year shall pay the full annual fee. Members admitted during the last half of the administrative year shall pay one-half of the annual fee.

### Applicant

Section 2 - Any member of The Group may accept a request for membership from any citizen of Yellow Springs, Ohio who desires membership in The Group. The membership requirements of the constitution, Article 2, Section 1 must be satisfied. Upon acceptance or disapproval of a request for membership by the membership committee, the secretary will notify the applicant of his status. Payment of fee for the current year shall be required before the applicant is accepted as a member of The Group.

### Ineligibility

Section 3 - If fees are due from a member and not paid within thirty-one days after January 1, the member will be automatically suspended.

### Reinstatement

Section 4 - If a member moves from Yellow Springs, Ohio so that he no longer satisfies the membership requirements specified in the constitution Article II, Section 1., of citizenship, his membership eligibility shall be allowed to continue until the end of the administrative year following the year of his move. A member suspended during the year for non-payment of dues may be reinstated upon receipt of the full amount of the annual fee. If suspension lasts more than a year, requirements for the reinstatement shall be decided by the board of directors.

### Resignations

Section 5 - Anyone who voluntarily resigns and applies to renew his membership shall become a member again only on the approval of the membership committee.

### Qualified Non-citizen

Section 6 - A qualified non-citizen is a person who does not live in Yellow Springs but has a demonstrated interest in the purpose of The Group and further whose current activities, and other memberships would not in the judgement of the board of directors constitute a conflict of interest regarding participation in The Group activities. A conflict of interest is an actual or perceived clash between profit aspirations and the non-profit status of The Group. Such person may be admitted into membership and shall not be eligible to vote or hold any office or chairmanship. Notwithstanding, all laws applicable to citizen members apply to the qualified non-citizen

### ARTICLE III - DUTIES OF OFFICERS AND THE DIRECTORS

#### Chairman of the Board of Directors

Section 1 - The chairman of the board shall call and preside at all meetings of the board of directors.

#### Directors

Section 2 - Whenever the need arises the board of directors, in concert with the parliamentarian, shall interpret the constitution and the bylaws of The Group.

The board shall establish policies of membership eligibility based on the requirements in the constitution, Article II, Section 1.

The board shall take action when developing circumstances require immediate reaction and the general membership body cannot reasonably be convened, and the matter to be considered is clearly in the interest of The Group. Such actions shall be presented for ratification at the next meeting of the general membership body.

The board shall develop long range plans and goals for The Group consideration.

#### President

Section 3 - The president shall be responsible to the board of directors for the satisfactory operation of The Group in accordance with the constitution and bylaws. He/she shall develop and carry out a set of goals for the current administrative year; call and preside over all meetings of The Group; sign all orders on the treasury; define the duties and appoint all committees not herein

provided, assure that The Group proceedings and events are recorded and maintained in an orderly file, cause all records and properties of The Group to be inspected or audited once every two years.

She/he shall cause all old records of to be retired and deposited with the historian.

The president or his duly appointed representative shall be The Group representative to public events.

#### Vice President

Section 4 - The vice president shall carry out the duties of the president in the absence of the president and with his/her concurrence. The VP shall keep all of the current official records under his control including custody of a record of all current members of The Group. Such records will show for each member, among other things: home address and telephone number, offices and chairmanships held, memberships on committees, the date on which the member joined The Group. He/she shall assure that such records are updated and accessible to the president for reference purposes. He/she shall maintain official copies of the articles of incorporation, the constitution, the bylaws, insurance and other contracts.

#### Secretary

Section 5 - The secretary, in the absence of the president and vice president, shall call meetings to order and preside over the election of a chairman pro-tem, which shall take place immediately, but not without the president having knowledge of the election. She/he shall make and keep a permanent record of all meetings, shall prepare a calendar of regular meeting times and places for reference by the members and shall notify each member of meeting time and place when special meetings are called.

#### Treasurer

Section 6 - The treasurer shall perform duties pertinent to holding, disbursing, and accounting for all monies received by and subject to the order of The Group. He/she shall collect all fees and keep a record of the same and shall deposit all monies collected in a bank approved by the board of directors. Further, she/he shall establish and carry out a financial management procedure in concert with the audit committee chairman.

## Historian

Section 7 - The historian shall maintain a library of previous year documents generated by The Group administrative, legal, and programmatic actions. He/she shall acquire and preserve any other data, such as documents, audio and video recordings, and computer disks, judged to have an informational content about The Group history.

## Parliamentarian

Section 8 - The parliamentarian shall clarify questions concerning the procedure of any meeting upon the request of the presiding officer. The members may, for record purpose only, show disagreement with his decision by a majority vote. Whenever the need arises the parliamentarian shall assist the board of directors in interpreting the constitution and the bylaws of The Group.

## ARTICLE IV - COMMITTEES

### Size

Section 1 - The standing committees shall each consist of three (3) or more members and each committee shall be responsible to the president for its performance. Ad hoc committees may have one (1) or more members.

### Audit

Section 2 - The audit committee shall inspect the records of The Group from time to time and report its findings to the board of directors in December of the election years. Reconciliation of the secretary's and treasurer's records shall be made and reported. The committee shall also determine and report on the amount, type, and location of all property and data of The Group. The committee shall also recommend changes in procedure to correct any deficiencies uncovered.

### Nominating

Section 3 - The nominating committee shall search among the members for candidates to succeed the officers whose terms expire in December of the next election year. The committee shall make available to potential nominees a description of the current official positions, and programs. The committee shall recommend candidates to fill vacated elective positions. The committee shall recommend candidates to fill appointed positions.

### Membership

Section 4 - The membership committee shall promote interest in, and understanding of The Group mission and purposes to prospective members. It shall enlist new members and assist them in joining the group. The committee shall recommend acceptance or disapproval of a prospective member to The Group and inform the person of The Group decision.

#### Finance

Section 5 - The finance committee shall prepare an annual budget, and shall be responsible for budget changes to transfer funds or make over budget expenditures. It shall recommend for approval by The Group rules and procedures for the receipt and disbursement of funds.

### ARTICLE V - VACANCIES OF OFFICE

#### Appointments

If a vacancy occurs in an office the president shall appoint a qualified member to serve the remainder of the vacated term.

### ARTICLE VI - MEETINGS

#### Regular Meetings

Section 1 - A regular membership meeting should be held at a public meeting place on every other Wednesday. There shall be a minimum of twelve meetings held a year.

#### Special Meetings

Section 2 - Special meetings may be called for a specific purpose only. No other business may be transacted at such meetings. Special meetings may be called by the president, or two-thirds of the membership. The members must be notified of the meeting date at least two days before the meeting is to be held.

### ARTICLE VII - AMENDMENTS

#### Voting

The bylaws may be amended by a majority vote of the entire membership.