

CONSTITUTION
AND
BY-LAWS
OF
THE CONROE BARGAIN BOX, INC.
501 (C)(3)
revised 2020

ARTICLE I

NAME

The name of the corporation shall be the Conroe Bargain Box, Inc.

ARTICLE II

ADDRESS

The street address of the Conroe Bargain Box, Inc. is 123 N. Thompson, Conroe, Texas 77301.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is: to operate a non-profit business wherein various items are donated to the business by local residents which are in turn sold by the business to the public. Any profits from said sales are to be applied in whole or in part for charitable, religious, scientific, literary or educational purposes that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as it now exists or as it may hereafter be amended and to make effective the services of its volunteers.

ARTICLE IV

MEMBERSHIP

Section 1. Classes of Membership

The membership of this organization shall consist of women who shall comply with the requirements of the Conroe Bargain Box, Inc. The classes of membership are as follows:

(A.) New Membership

After admission to the organization, members shall be classified as New Members for a term of one year.

New Members are those who are engaged in complying with the requirements for admission to Active Membership, and are not eligible to vote or hold office.

After completion of their one-year term, voting privileges may be granted by the Board. New Members who, for unavoidable reasons, are unable to meet New Member requirements during the term, may request an extension from the Board.

Those members failing to meet the New Member requirements shall be dropped from the membership by a two-thirds vote of the Board.

(B.) Active Membership

Active members are those who have completed the requirements for new members and have been admitted to Active membership. They shall be entitled to all privileges of membership, including the right to vote and hold office. Active members shall justify their membership by full participation in the Community Service projects currently being undertaken by the organization. Active members are required to work at the Bargain Box according to their yearly Service Commitment Form.

(C.) Active Associate Membership

Active Associate membership is open to those Active members who have completed (5) Active years + (1) New Member year of service. Active Associate membership allows a member all the privileges of active membership while working a reduced work schedule. Requirements for Active Associate membership are the same as for Active membership (see Article IV, Sec 1 (B).) with the following exceptions:

1. Members must notify the Board, in writing, of their intention to become an Active Associate member by the March Board meeting.
2. Active Associate members are required to work a reduced schedule according to their service commitment form.
3. Active Associate members shall not be required to serve on a fundraiser committee or to work a seasonal changeover at the Bargain Box.

(D.) Sustaining Associate Membership

Sustaining Associate membership is open to those Active members who have completed (5) Active years + (1) New Member year of service.

Sustaining Associate membership allows a member to retain a semi-active role in the organization. Privileges of membership shall be the same as for Active membership with the following exceptions:

1. Members must notify the Board, in writing, of their intention to become a Sustaining Associate member by the March Board meeting.
2. Sustaining Associate members are required to work a reduced schedule according to their service commitment form.
3. Sustaining associate members shall have all the privileges of membership except that they may not hold office or vote.

Section 2. Admission to Active Membership

(A.) Eligibility

Proposed members shall be at least 21 years of age and serve in Montgomery County. Before accepting the invitation to membership, the proposed member shall agree, in writing, to engage in the Community Service projects providing the minimum required volunteer hours as stated by the organization, and to attend the monthly meetings.

(B.) Proposal of New Members

Each prospective candidate shall be supported by any member of any status in good standing. There will be no limit on the number of prospects a proposer can invite.

(C.) Application for Membership

1. The vice-president shall furnish applications to members.
2. The Proposer is required to meet all deadlines as they pertain to admissions of a new member. Applications will be distributed to members at the November general meeting and should be returned to the Vice-President prior to the March Board meeting. An extension may be granted only with Board approval.
3. All prospective candidates for membership and their proposers are invited to attend the Prospective New Member Information Meeting. The current President and Vice-President preside over this meeting. A New Member Obligation Agreement will be handed out at the meeting. In order to activate New Member status, candidates will be asked to sign the New Member Obligation Agreement and return it to the Vice-President prior to a designated date.
4. The Vice-President shall prepare a roster containing the names of the eligible candidates and present it by the April Board and General meetings.

Section 3. Resignations, Suspensions, Leaves and Reinstatements

(A.) Resignations

Resignations shall be made in writing to the President. Resignations may be accepted at the discretion of the Board and the reasons for resignation will be documented in the President's Book.

Year-end resignations shall be submitted by the March Board meeting to receive credit for the year.

(B.) Suspensions

Any member may be suspended or dropped from membership for not complying with regulations and ideals of this organization by action of two-thirds vote of the Board of Directors present and voting at any Board meeting, having been given prior notice and opportunity for a hearing before the Board.

(C.) Leaves

1. Maternity Leave: In case of pregnancy, a member's leave is (4) months, with an extension not to exceed (3) months, upon presentation of a doctor's certificate. She will be relieved of all working responsibilities. New Members on Maternity Leave may be voted to active membership by the Board of Directors upon completion of their New Member course and work. A member on maternity leave must pay all dues to stay in good standing. She continues to receive League Lines.

2. Leave of Absence: A member in good standing may take a leave of absence for a specific time period no longer than (1) year. Her active membership will be suspended during this leave and therefore does not count toward her service years. It will be her responsibility to activate her membership at the end of such time or her name will be dropped from membership. All

annual dues must be paid during the leave of absence. The member continues to receive League Lines during leave time. When leaves are taken during any portion of a year, in order to receive credit for that year, the member must have completed all requirements, including hours of service, of active membership.

(D.) Reinstatements

Requests for reinstatements must be submitted in writing to the President by the March Board meeting and will be considered by the Board at that time. Denial of reinstatement will be by two-thirds vote of the Board of Directors present and voting at any Board meeting. Reinstatements become effective May 1.

ARTICLE V

OFFICERS

Section 1. Personnel

Officers shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary and a Treasurer. The term of office is one year.

Section 2. Nomination

(A.) At the March meeting, the Nominating Committee shall present the name of one candidate for each office.

(B.) Nominations may also be made from the floor, providing the consent of the candidate has been previously obtained.

(C.) The candidate for President must have served on the Board of Directors for at least one year prior to nomination to office.

Section 3. Election

(A.) Election, if needed, shall be made by secret ballot at the March meeting.

(B.) No officer shall be elected for the same office for more than two consecutive years.

(C.) All officers shall assume their duties at the Annual Meeting in April.

Section 4. Duties of Officers

(A.) President

The President shall preside at all meetings of the Conroe Bargain Box, Inc. and of the Board of Directors. She shall appoint the Chairmen of all Committees not otherwise specifically provided for. She shall call special meetings, with the approval of the Executive Committee.

(B.) Vice-President

The Vice-President shall assist the President in the general work of the organization, and in the absence of the President shall perform the duties of President. She shall be in direct charge of the new membership. She shall coordinate the admission of new members.

(C.) Recording Secretary

The Recording Secretary shall keep an up-to-date list of the names and addresses of all the members of the organization and of the Committees to which they belong. She shall provide an attendance list and keep the minutes of the proceedings of the organization and the Board of Directors and keep a record of absences from regular meetings. She shall have charge of the editing and publication of the Annual Report in the form of a Yearbook to be distributed to members no later than the September General Meeting.

(D.) Corresponding Secretary

The Corresponding Secretary shall have charge of the general correspondence of the organization and the Board of

Directors. She shall issue the necessary notices of all meetings of the organization and the Board of Directors. She shall perform all duties as may be assigned to her by the President or Board of Directors.

(E.) Treasurer

The Treasurer shall keep a list of all members of the organization and their addresses. She shall serve as Chairman of the Finance Committee and shall receive and acknowledge all monies. She shall pay all bills, properly audited, preserving all vouchers. She shall sign, with the President, all notes and contracts authorized by the Board.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number and Term

The Board of Directors shall consist of the officers and the Chairmen of all Projects. The term of office of Board members is one year.

Section 2. Duties

(A.) The affairs, funds, and property of the Conroe Bargain Box, Inc. shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management and the operation of the business, staffing the business with members, and the maintenance of the building and property. They shall present to the members all proposed major project activities and monetary donations for ratification.

(B.) All questions of the interpretation of the Constitution and By-Laws shall be controlled by the decision of the Board of Directors.

Section 3. Vacancies

Vacancies among officers or Board of Directors may be filled by majority vote of the remaining members of the Board of Directors until the expiration of the original term of office.

Section 4. Meetings

The Board of Directors shall hold monthly meetings. Special meetings may be called by the President and shall be called upon the written request of any Board member.

Section 5. Executive Committee

There shall be an Executive Committee, composed of the officers, which shall have the power to call special meetings.

Section 6. Quorum

A majority of the members of the Board of Directors shall constitute a Quorum.

Section 7. Advisor

An Advisor position may be created in the event the Board of Directors feels it necessary to help understand the way a 501 (c)(3) operates. The Advisor shall be elected by the members of the Board of Directors. The Advisor shall not have duties or voting privileges. This position should be filled by someone who has experience in the operations and procedures of a 501 (c)(3) organization.

Section 8. Removal

Any member of the Board of Directors or the Advisor may be removed with cause at any time by a vote of (2/3) of the Board of Directors if in their judgment the best interest of the corporation would be served thereby. Results of the vote to remove would be sent in writing to the person removed.

ARTICLE VII

COMMITTEES

(A). Finance Committee

There shall be a Finance Committee which shall function as the financial fact-finding committee to advise the Board on all matters relating to the financing of the Conroe Bargain Box's own administration and that of its projects. It shall prepare the Budget for presentation to the Board each year. The Treasurer shall serve as the Chairman of the Finance Committee and appoint the members of the committee.

(B). Funds Disbursement Committee

There shall be a Funds Disbursement Committee made up of the following members: President, Treasurer, Bargain Box Chairmen, Chairman of the Committee and 1 more member chosen by the Chairman. Amounts available for donation are voted on by the members.

(C) Nominating Committee

1. The Nominating Committee shall consist of five members chosen in the following manner:

a. At the September meeting a slate of five names proposed by the Board of Directors shall be voted on by the active membership. The three receiving the highest number of votes shall be declared elected.

b. Two additional members shall then be elected from a slate of at least five nominated from the floor.

2. The Nominating Committee shall select one candidate for each elective office. The names of candidates shall be submitted to the Board of Directors in time for a list to be sent to all members before the March meeting.

3. No member of the Nominating Committee shall be eligible to

accept a nomination from that committee for any office.

4. The chairman shall be the nominee receiving the highest number of votes.

5. The President shall act in an advisory capacity to this committee.

(D). Special Committees

All Special Committees deemed necessary by the President shall be appointed by the President, with the approval of the Board of Directors, which shall designate their power and term of appointment.

ARTICLE VIII

MEETINGS

(A.) The Conroe Bargain Box Year shall be May 1st through April 30th.

(B.) The April meeting of the organization shall be for the purpose of receiving Annual Reports, Installation of Officers, and the introduction of New Members.

(C.) The regular meetings of the organization shall be held on the third Tuesday of each month, except during the months of August and December, unless otherwise directed by the Board of Directors or the Executive Committee.

(D.) The Board of Directors meetings shall be held on the first Tuesday of each month, except during the months of August and December, unless otherwise ordered by the Executive Committee. Email meetings or voting by email is allowed and will follow Robert's Rules of Order.

(E.) Special meetings may be called by the President or by a majority of the Executive Committee or upon the written request of any five members of the organization.

(F.) A Quorum shall consist of a majority of the voting membership.

ARTICLE IX

INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Texas, the corporation shall indemnify any current or previous director, officer, member, or advisor, of the corporation, (or referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made party by reason of being or having been such director, officer, member, or advisor, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorney’s fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, member,

or advisor against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X

FISCAL POLICIES

Section 1. Fiscal Year

The Fiscal Year shall be May 1 to April 30.

Section 2. Financial Records

The books of the organization shall be kept in accordance with sound accounting practices. The Treasurer shall submit a monthly financial statement to the Board as well as an annual financial report.

Section 3. Financial Transactions

Each check issued by Conroe Bargain Box, Inc. must be signed by any two of the following officers: President, Vice-President, or Treasurer.

Electronic payments are allowed if the invoice has been approved by two officers authorized to sign the checking account.

All notes and contracts authorized by the Board of Directors shall be signed by the President and the Treasurer.

Section 4. Registrar

The Executive Committee will appoint the registrar who will act as a registration agent for the Conroe Bargain Box, Inc. with the Texas Secretary of State.

ARTICLE XI

AMENDMENTS AND RULES OF ORDER

Section 1. Amendments

The By-Laws may be amended by a two-thirds vote of the members present and voted on at any meeting providing due notice has been given at a previous regular meeting and emailed each voting member.

Section 2. Rules of Order

In the absence of provisions to the contrary, Robert's Rules of Order shall prevail.

Section 3. Dissolution

In the eventuality that the Conroe Bargain Box, Inc. shall be dissolved, the residue of money, after all debts are paid and all obligations met, shall be donated to 501(c) 3 charitable organizations determined by the Board at that time.

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