



**BOYS & GIRLS CLUBS
OF AMERICA**

KEY GOVERNANCE DOCUMENTS
As amended May 13, 2016

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CONGRESSIONAL CHARTER

BOYS & GIRLS CLUBS OF AMERICA - INCORPORATION *(Public Law 84-988, S. 4184, approved August 6, 1956, as amended by Public Law 102-199, H.R. 525, approved December 10, 1991)*

An Act to Incorporate the Boys & Girls Clubs of America

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That: The following persons: Herbert Hoover, New York, New York; William E. Hall, New York, New York; Albert L. Cole, Pleasantville, New York; James A. Farley, New York, New York; Albert C. Wedemeyer, New York, New York; Matthew Woll, New York, New York; Jeremiah Milbank, New York, New York; Stanley Resor, New York, New York; James B. Carey, Washington, District of Columbia; J. Edgar Hoover, Washington, District of Columbia; Lewis L. Strauss, Washington, District of Columbia; General Robert E. Wood, Chicago, Illinois; Frederic Cameron Church, Boston, Massachusetts; H. Bruce Palmer, Newark, New Jersey; Edgar A. Guest, Detroit, Michigan; Nicholas H. Noyes, Indianapolis, Indiana; George A. Scott, San Diego, California; E. E. Fogelson, Dallas, Texas; Ernest Ingold, San Francisco, California; Jessie Draper, Atlanta, Georgia; Julius Epstein, Chicago, Illinois; and their successors, and Gerald W. Blakeley, Jr., Boston, Massachusetts; Roscoe C. Brown, Jr., Bronx, New York; Cees Bruynes, Stamford, Connecticut; Honorable Arnold I. Burns, New York, New York; John L. Burns, Greenwich, Connecticut; Hays Clark, Hobe Sound, Florida; Mrs. Albert L. Cole, Hobe Sound, Florida; Honorable Michael Curb, Burbank, California; Robert W. Fowler, Atlantic Beach, Florida; Thomas G. Garth, New York, New York; Moore Gates, Jr., Princeton, New Jersey; Ronald J. Gidwitz, Chicago, Illinois; John S. Griswold, Greenwich, Connecticut; Claude H. Grizzard, Atlanta, Georgia; George V. Grune, Pleasantville, New York; Peter L. Haynes, New York, New York; James S. Kemper, Northbrook, Illinois; Plato Malozemoff, New York, New York; Edmund O. Martin, Oklahoma City, Oklahoma; Donald E. McNicol, Esq., New York, New York; Jeremiah Milbank, New York, New York; C. W. Murchison III, Dallas, Texas; W. Clement Stone, Lake Forest, Illinois, and their successors; and are hereby created and declared to be a body corporate of the District of Columbia, where its legal domicile shall be, by the name of the Boys & Girls Clubs of America (hereinafter referred to as the corporation) and by such name shall be known and have perpetual succession and the powers, limitations, and restrictions herein contained.

Completion of Organization

SEC. 1. A majority of the persons named in the first section of this Act are authorized to complete the organization of the corporation by the adoption of a constitution and bylaws, not inconsistent with this Act, and the doing of such other acts (including the selection of officers and employees in accordance with such constitution and bylaws) as may be necessary for such purpose.

Purposes of the Corporation

SEC. 2. The purposes of the corporation shall be to promote the health, social, educational, vocational and character development of youth throughout the United States of America; to receive, invest and disburse funds and to hold property for the purposes of the corporation.

Corporate Powers

SEC. 3. The corporation shall have the power:

- (1) to have succession by its corporate name;
- (2) to sue and be sued, complain and defend in any court of competent jurisdiction;
- (3) to adopt, use and alter a corporate seal;
- (4) to choose such officers, managers, agents, and employees as the business of the corporation may require;
- (5) to adopt, amend, and alter a constitution and bylaws, not inconsistent with the laws of the United States or any State in which the corporation is to operate, for the management of its property and the regulation of its affairs;
- (6) to contract and be contracted with;
- (7) to take by lease, gift, purchase, grant, devise, or bequest from any private corporation, association, partnership, firm or individual and to hold any property, real, personal or mixed, necessary or convenient for attaining the objects and carrying into effect the purposes of the corporation, subject, however, to applicable provisions of law of any State (A) governing the amount or kind of property which may be held by, or (B) otherwise limiting or controlling the ownership of property by a corporation operating in such State;
- (8) to transfer, convey, lease, sublease, encumber and otherwise alienate real, personal or mixed property; and
- (9) to borrow money for the purposes of the corporation, issue bonds therefore, and secure the same by mortgage, deed of trust, pledge, or otherwise, subject in every case to all applicable provisions of Federal and State laws.

Principal Office: Scope of Activities: District of Columbia Agent

SEC. 4. - (a) The principal office of the corporation shall be located in New York City, New York, or in such other place as may be later determined by the Board of Directors, but the activities of the corporation shall not be confined to that place, but may be conducted throughout the various states, territories, and possessions of the United States.

(b) The corporation shall have in the District of Columbia at all times a designated agent authorized to accept service of process for the corporation; and notice to or service upon such agent, or mailed to the business address of such agent, shall be deemed notice to or service upon the corporation.

Membership

SEC. 5. - (a) Eligibility for membership in the corporation and the rights, privileges, and designation of classes of members shall, except as provided in this Act, be determined

as the constitution and bylaws of the corporation may provide. Each member of the corporation shall have the right to one vote on each matter submitted to a vote at all meetings of the members of the corporation.

(b) Each organization which is a member of the corporation as provided in the constitution thereof shall be entitled to all the benefits of incorporation under this Act, but such benefits shall cease immediately either upon its resignation from the corporation or in the event that its membership in the corporation is canceled or otherwise terminated by the board of directors, as provided in the constitution of the corporation.

Board of Directors: Composition, Responsibilities

SEC. 6. - (a) Upon the enactment of this Act the membership of the initial board of directors of the corporation shall consist of the present members of the board of directors of the Boys Clubs of America, the corporation described in Sec. 16 of this Act, or such of them as may then be living and are qualified members of said board of directors, to wit: Hoyt Ammidon, New York, New York; Wendell W. Anderson, Detroit, Michigan; Sewell L. Avery, Chicago, Illinois; Richard E. Berlin, New York, New York; Arthur T. Burger, Boston, Massachusetts; Hendry S.M. Burns, New York, New York; John L. Burns, New York, New York; Peter Capra, New York, New York; James B. Carey, Washington, District of Columbia; Colby M. Chester, New York, New York; Frederic C. Church, Boston, Massachusetts; Albert L. Cole, Pleasantville, New York; Carle C. Conway, New York, New York; Donald K. David, New York, New York; Morse G. Dial, New York, New York; Robert W. Dowling, New York, New York; Kempton Dunn, New York, New York; Gilbert D. Eaton, Oakland, California; Julius Epstein, Chicago, Illinois; James A. Farley, New York, New York; Horace C. Flanigan, New York, New York; E.E. Fogelson, Dallas, Texas; Phillip G. Geiger, Pawtucket, Rhode Island; M. Preston Goodfellow, Washington, District of Columbia; J. Peter Grace, Jr., New York, New York; John S. Griswold, New York, New York; Powell C. Groner, Kansas City, Missouri; Edgar A. Guest, Detroit, Michigan; William Edwin Hall, New York, New York; Robert B. Heppenstall, Pittsburgh, Pennsylvania; William Edwin Hill, New York, New York; Allan Hoover, New York, New York; Herbert Hoover, New York, New York; J. Edgar Hoover, Washington, District of Columbia; Arthur Huck, New York, New York; Austin S. Iglehart, New York, New York; Ernest Ingold, San Francisco, California; Edward Ingraham, Bristol, Connecticut; Gordon Jeffrey, Toledo, Ohio; Frank R. Jelleff, Washington, District of Columbia; Grant Keehn, New York, New York; James S. Kemper, Chicago, Illinois; Major William G. Kiefer, Louisville, Kentucky; Philip Le Boutillier, New York, New York; Philip Le Boutillier, Jr., Toledo, Ohio; James A. Linen, New York, New York; John D. Lockton, New York, New York; Fred Looock, Milwaukee, Wisconsin, David I. McCahill, Pittsburgh, Pennsylvania; Charles P. McCormick, Baltimore, Maryland; Everett McCullough, Wichita Falls, Texas; Ira McGuire, Muncie, Indiana; Charles R. Messier, Newark, New Jersey; Jeremiah Milbank, New York, New York; Theodore G. Montague, New York, New York; W. R. Nicholson, Jr., Philadelphia, Pennsylvania; Nicholas H. Noyes, Indianapolis, Indiana; Harry L. Olden, Cincinnati, Ohio; Frank Pace, Jr., New York, New York; August K. Paeschke, Milwaukee, Wisconsin; H. Bruce Palmer, Newark, New Jersey; Richard S. Perkins, New York, New York; Samuel F. Pryor, New York, New York; Stanley Resor, New York, New York; Captain E.V. Rickenbacker, New York, New York; Victor F. Ridder, New York, New York; Frederic E. Schluter, Trenton, New Jersey; George A. Scott, San Diego, California; Irving J. Seher, Milwaukee, Wisconsin; Grant G. Simmons, New York, New York; P.C. Spencer, New York, New York; Clifford L. Strang, Tonawanda, New York; Edward K. Straus, New York, New York; Lewis L. Strauss, Washington, District of Columbia; Kenneth C. Towe, New York, New York; Maxwell M. Upson, New York, New

York; Virgil P. Warren, Atlanta, Georgia; Albert C. Wedemeyer, New York, New York; Morgan D. Wheelock, New York, New York; J. Dugald White, New York, New York; Myron A. Wick, Jr., Stamford, Connecticut; Alfred G. Wilson, Detroit, Michigan; William S. Wilson, New York, New York; Matthew Woll, New York, New York; General Robert E. Wood, Chicago, Illinois; Gordon G. Wormal, Santa Barbara, California; E.A. Wright, Detroit, Michigan; Paul S. Young, Schenectady, New York; William Zeigler, Jr., New York, New York.

(b) Thereafter the board of directors of the corporation shall consist of such number as may be prescribed in the constitution of the corporation, and the members of such board shall be selected in such manner (including the filling of vacancies), and shall serve for such terms, as may be prescribed in the constitution and bylaws of the corporation.

(c) The board of directors shall be the managing body of the corporation and shall have powers, duties and responsibilities as may be prescribed in the constitution and bylaws of the corporation.

Officers: Election and Duties of Officers

SEC. 7. - (a) The officers of the corporation shall be a chairman of the board of directors, a President, one or more Vice Presidents (as may be prescribed in the constitution and bylaws of the corporation), a Secretary and a Treasurer, and one or more Assistant Secretaries and Assistant Treasurers as may be provided in the constitution and bylaws.

(b) The officers of the corporation shall be elected in such manner and for such terms and with such duties as may be prescribed in the constitution and bylaws of the corporation.

Use of Income: Loans to Officers, Directors or Employees

SEC. 8. - (a) No part of the income or assets of the corporation shall inure to any of its members, directors or officers as such, or be distributed to any of them during the life of the corporation or upon its dissolution or final liquidation. Nothing in this subsection, however, shall be construed to prevent the payment of compensation to officers of the corporation in amounts approved by the board of directors of the corporation.

(b) The corporation shall not make loans to its officers, directors or employees. Any director who votes for or assents to the making of a loan or advance to an officer, director or employee of the corporation, and any officer who participates in the making of such a loan or advance, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

Nonpolitical Nature of Corporation

SEC. 9. - The corporation, and its officers and directors as such, shall not contribute to or otherwise support or assist any political party or candidate for public office.

Liability for Acts of Officers and Agents

SEC. 10. - The corporation shall be liable for the acts of its officers and agents when acting within the scope of their authority.

Prohibition against Issuance of Stock or Payment of Dividends

SEC. 11. - The corporation shall have no power to issue any shares of stock or to declare or pay any dividends.

Books and Records: Inspection

SEC. 12. - The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, board of directors, and committees having any authority under the board of directors; and it shall also keep at its principal office a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member entitled to vote, or his agent or attorney, for any proper purpose, at any reasonable time.

Use of Assets on Dissolution or Liquidation Audit of Financial Transactions

SEC. 13 . - (a) The financial transactions shall be audited annually by an independent certified public accountant in accordance with the principles and procedures applicable to commercial corporation transactions. The audit shall be conducted at the place or places where the accounts of the corporation are normally kept. All books, accounts, financial records, reports, files, and all other papers, things or property belonging to or in use by the corporation and necessary to facilitate the audit shall be made available to the person or persons conducting the audit; and full facilities for verifying transactions with the balances or securities held by depositories, fiscal agents, and custodians shall be afforded to such person or persons.

(b) A report of such audit shall be made by the corporation to the Congress no later than March 1 of each year. The report shall set forth the scope of the audit and shall include a verification by the person or persons conducting the audit of statements of (1) assets or liabilities, (2) capital and surplus or deficit, (3) surplus or deficit analysis, (4) income and expense, and (5) sources and application of funds. Such report shall not be printed as a public document.

Use of Assets on Dissolution or Liquidation

SEC. 14. - Upon dissolution or final liquidation of the corporation, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets, if any, of the corporation shall be distributed in accordance with the determination of the board of directors of the corporation and in compliance with the constitution and bylaws of the corporation and all Federal and State laws applicable thereto.

Transfer of Assets

SEC. 15. - The corporation may acquire the assets of the Boys' Clubs of America, a corporation organized under the laws of the Commonwealth of Massachusetts, upon discharging or satisfactorily providing for the payment and discharge of all of the liability of such corporation and upon complying with all laws of the Commonwealth of Massachusetts applicable thereto.

Reservation of Right to Amend or Repeal Charter

SEC. 16. - The right to alter, amend or repeal this Act is expressly reserved.

BOYS & GIRLS CLUBS OF AMERICA CONSTITUTION

Successor to Boys' Clubs of America, Inc.

(As Amended and Restated through November 18, 2013)

PREAMBLE

The Boys & Girls Club Movement is a nationwide affiliation of local, autonomous Member Organizations and Boys & Girls Clubs of America working to help youth of all backgrounds.

Boys & Girls Clubs are recognized as leading advocates for youth who provide girls and boys with effective diverse programs and services; and demonstrate that caring adults can truly help young people grow into contributing human beings with the necessary skills for living.

Boys & Girls Clubs are united by a common mission to inspire and enable all youth, especially those who need us most, to become responsible, productive and caring citizens.

Boys & Girls Clubs believe that the following principles developed by our founders are important and viable: a mission of providing hope and opportunity for youth; a focus on youth from disadvantaged circumstances; a system of informal guidance; opportunities for youth to develop ongoing relationships with caring adults; a unique youth development philosophy; and a commitment to character development that also provides fun, diverse and interesting experiences for youth.

We therefore, reaffirm these beliefs and principles and adopt this Constitution.

Article I - Name

The name of the Corporation shall be BOYS & GIRLS CLUBS OF AMERICA.

Article II - Purposes

Section 1 - The purposes of this nonprofit, charitable, educational Corporation shall be to promote the health, social, educational, vocational and character development of all youth throughout the United States of America; to receive, invest and disburse funds and to hold property for the purposes of the Corporation.

Section 2 - These purposes shall be achieved by providing national leadership in the development of the Boys & Girls Clubs of America Movement; developing activities which will enable Member Organizations to render better service to their members; and providing assistance to communities in the establishment of new Clubs.

Article III - Board of Governors

Section 1 - The business, property and affairs of the Corporation shall be managed by a board of directors who shall be known as the Board of Governors which shall have the

power to establish policies not inconsistent with those established by the National Council; to initiate, approve and carry out plans and programs of service to Member Organizations; to elect Member Organizations; to charter new Clubs; to adopt the annual budget of the Corporation; to borrow money; to raise and disburse funds; to invest and reinvest funds of the Corporation; to sell, buy and exchange properties and securities of the Corporation; to make contracts; to appoint, or delegate the power to appoint, employees of the Corporation and fix their compensation; to appoint or delegate the power to appoint certain standing committees (in addition to the Executive Committee and the Board Governance Committee) at least a majority of the members of each of which shall be members of the Board of Governors; and to perform such other duties and exercise such other powers as may be necessary to carry out the purposes of the Corporation.

Section 2 - The Board of Governors of the Corporation shall consist of at least twenty-one (21) members. The members of the Board of Governors shall be elected by the National Council, by a plurality vote at the annual meeting of the National Council and each shall serve a term of three years or until a successor is elected and qualified.

Section 3 - The Board of Governors shall have power to fill vacancies in its own membership caused by any reason whatsoever until a successor or successors are elected by the National Council.

Section 4 - The Board of Governors may establish Trustee groups of the Corporation to further the mission, goals and objectives of the Boys & Girls Club Movement. The Board of Governors shall elect a Chairman for each Trustee group.

Section 5 - The Board of Governors shall have no control over the affairs of the Member Organizations, including, but not limited to, safety; compliance with federal, state, and local laws; physical facilities; finances; policies and programs; and personnel policies and decisions. The Board of Governors shall have no authority to hire, terminate, discipline, fix the compensation of, prescribe the duties of, or establish the terms of employment of the officers and employees of Member Organizations.

Article IV - Membership

Section 1- The membership of the Corporation shall consist of Member Organizations which operate one or more Clubs in accordance with requirements for membership and operating standards established by the National Council of the Corporation and which have been elected to membership by the Board of Governors of the Corporation.

Section 2 - Any Member Organization may resign from the Corporation upon written notice addressed to the Secretary of the Corporation.

Section 3 - If any Member Organization does not meet the established requirements for membership or operating standards, upon written notice, the membership of such Member Organization or any Club within such Member Organization may be terminated, put on provisional status or otherwise conditioned. Decisions to terminate membership will be in the judgment of the Board of Governors of the Corporation, who can authorize the President to take such action on their behalf. Decisions to put on provisional status or otherwise condition membership will be in the judgment of the President of the Corporation.

Section 4 - Member Organizations shall have control of their own affairs, including but not limited to safety; compliance with federal, state and local laws; physical facilities;

finances; policies and programs, and personnel policies and decisions. Member Organizations shall have sole authority to hire, to terminate, to discipline, to fix the compensation of, to prescribe the duties of and to establish the terms of employment of its employees and officers. Neither the Board of Governors of the Corporation nor the Corporation itself shall have authority with respect to employment policies or decisions of Member Organizations.

Article V - The National Council

Section 1 - The policies of the Corporation shall be determined by a National Council which shall also, as provided in this Constitution, establish requirements for membership in the Corporation; establish operating standards; elect members of the Board of Governors; determine annual membership dues to be paid by Member Organizations and act on all matters which may properly come before it.

Section 2 - The National Council shall consist of one (1) delegate or one (1) alternate designated annually by each Member Organization and the individuals provided for in Article V, Section 4 below, all of whom shall be deemed Members of the National Council.

Section 3 - Each Member Organization shall have the right to one vote either by its delegate or alternate, or by proxy on matters submitted to a vote at meetings of the National Council.

Section 4 - All members of the Board of Governors of the Corporation, Professional Officers, each professional member of the National Staff of the Corporation, and all Chairmen of Area Councils, as hereinafter established, shall be Members of the National Council during their respective terms of office and each shall be entitled to be present at any meeting of the National Council and to speak on any question but shall not be entitled to vote.

Section 5 - The National Council shall have no authority to hire, terminate, discipline, fix the compensation of, prescribe the duties of, or establish the terms of employment of the officers and employees of Member Organizations, or to otherwise establish personnel policies for Member Organizations.

Article VI - Meetings of the National Council

Section 1 - The annual meeting of the National Council shall be held at the time and place of the annual national conference of the Corporation, or at any other time and place as may be fixed by the Board of Governors of the Corporation. An itemized agenda of the business to come before the annual meeting shall be determined by the National Area Council Committee and the Chairman of National Council, as defined below in section 5 and in Article X. At least sixty (60) days before the date of the annual meeting of the National Council, the Secretary of the Corporation shall send notice of the time and place of the meeting and submit an itemized agenda of the business to come before the meeting to each Member Organization and to the individual Members of the National Council. Items not on the agenda may be introduced for discussion at the annual meeting but will not be voted upon at such meeting.

Meetings of members may be held either in person, by teleconference or by any other electronic means of participation that enables all persons participating in the meeting to hear each other and vote during the meeting. Participation by such means shall

constitute presence in person at a meeting.

Section 2 - In case of failure by the Board of Governors to fix the time and place of the annual meeting of the National Council as herein provided, any twenty-five (25) Member Organizations may request that an annual meeting be called by the Board of Governors.

Section 3 - Special meetings of the National Council shall be held at the call of the Board of Governors or at the request of the National Area Council Committee through the Chairman of the National Council; provided notice shall be given by the Secretary of the Corporation of the time, place and purposes of such meeting to the members of the National Council at least thirty (30) days before the date of such meeting. No action, however, shall be taken at such meeting upon any matters other than those stated in such notice.

Section 4 – Twenty-five percent (25%) of the voting Members of the National Council present in person or by proxy shall constitute a quorum at any meeting of the National Council, but in the absence of a quorum, a majority of those voting Members present at the time and place set for a meeting may take an adjournment from time to time until a quorum is present. Proxy voting may be done prior to the meeting through submission by mail, facsimile, online voting or other electronic means.

Section 5 - The Chairman of the Board of Governors shall be Chairman of the National Council and in the event of the Chairman's absence; the Chairman-elect of the Board of Governors shall act as Chairman thereof. In the absence of both the Chairman of the Board of Governors and the Chairman-elect of the Board of Governors, any Vice Chairman of the Board of Governors shall act as Chairman of the National Council.

Section 6 - At all meetings of the National Council, all matters shall be determined by a majority vote of the Member Organizations present in person or by proxy, unless otherwise provided by this Constitution.

Article VII - Board Governance Committee

Section 1 - At each annual meeting of the National Council the Members of the National Council shall elect, or authorize the Chairman of the Board of Governors to appoint the members of a Board Governance Committee comprised of at least three (3) Members of the National Council, whose duty shall be to present to the National Council at its next annual meeting following such election, nominations for members of the Board of Governors.

Section 2 - Any Member of the National Council may nominate candidates for the Board of Governors of the Corporation. Such nominations shall be sent in writing to the Board Governance Committee at least one hundred and twenty (120) days prior to the annual meeting of the National Council.

Article VIII - Executive Committee

The Chairman of the Board of Governors may appoint an Executive Committee consisting of the officers of the Corporation and such members of the Board of Governors as the Chairman shall appoint. Said Committee shall have all the responsibility and powers and exercise all the authority of the Board of Governors in the management of the business of the Corporation during intervals between meetings of

the Board of Governors. The members of the Executive Committee shall serve until their successors are elected or appointed, or until they are removed by the Board of Governors. The Chairman of the Board of Governors shall serve as Chairman of the Executive Committee.

Article IX - Officers

Section 1 - The Board of Governors shall elect from among the volunteers in its membership, a Chairman of the Board, a Chairman-elect, one or more Vice Chairmen, a Treasurer, a Secretary, and other such officers as it shall determine from time to time each for a term of one (1) year, with the exception of the Chairman who shall serve for a term of two (2) years, or until his or her respective successor is elected and shall qualify (the "Volunteer Officers").

Section 2 - The Board of Governors shall elect, a President of the Corporation, an Assistant Secretary of the Corporation and an Assistant Treasurer of the Corporation, each of whom will be, or upon such election become, a professional member of the National Staff of the Corporation, each for a term of one (1) year or until his or her respective successor is elected and shall qualify (collectively, the "Professional Officers").

Section 3 -The Board of Governors shall have the authority to fill any vacancy in any office described in this Article IX occurring by any reason whatsoever.

Section 4 - The Board of Governors shall fix the compensation of and prescribe the duties and terms of employment of the President of the Corporation and the President of the Corporation shall direct the compensation, duties and terms of the other Professional Officers and employees of the Corporation subject to, and in accordance with, the instructions of the Board of Governors.

Section 5 - The National Council or the Board of Governors may elect life or honorary governors, who shall attend such meetings of the Board of Governors as the Board of Governors shall from time to time determine; but none of such honorary members of the Board of Governors shall have or exercise any of the powers of the members of the Board of Governors of the Corporation.

Article X - Area Councils

Section 1 - The Board of Governors shall provide for the establishment of a National Area Council Committee which shall include at least two, but not more than four representatives of Member Organizations from each of the regions of the Corporation. The National Area Council Committee shall provide for the establishment of Area Councils and shall designate areas in which each Area Council shall function.

Section 2 - The membership of each Area Council shall consist of at least one volunteer member of the governing body of each Member Organization in the area of such Area Council and the Chief Professional Officer of each such Member Organization.

Section 3 - Area Councils shall be created to provide a liaison function between constituent Member Organizations and the Corporation, to provide a forum for constituent Member Organizations and for any other purpose consistent with the purposes and policies of the Corporation; provided, however, that in promoting any of

such purposes, no Area Council shall commit or subject the Corporation to any obligation without the Corporation's prior express written consent. Area Councils will receive information from Member Organizations for proposed agenda items at the National Council meeting. It will be the responsibility of each Area Council to discuss and decide whether the proposed agenda item should be submitted to the National Area Council Committee for consideration for the agenda for the National Council meeting.

Section 4 - The Area Councils shall have no authority to hire, terminate, discipline, fix the compensation of, prescribe the duties of, or establish the terms of employment of the officers and employees of Member Organizations within each Area Council's area, or to otherwise establish personnel policies for those Member Organizations.

Article XI - Membership Dues

In return for the privileges of membership, Member Organizations shall pay annual membership dues to the Corporation in such amounts and on such terms and conditions as the National Council may from time to time determine.

Article XII - By-Laws

The Board of Governors of the Corporation shall have the power to adopt by-laws regulating the affairs and prescribing the duties of the officers of the Corporation, which by-laws shall not be inconsistent with this Constitution.

Article XIII - Use of Assets on Dissolution and Use of Income

Section 1 - Upon the dissolution of the Corporation, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Governors shall determine. Any of such assets not disposed of shall be disposed of by a court of competent jurisdiction, in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

Section 2 - No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

Article XIV - Indemnification

In accordance with and subject to the policies and procedures established by the Board of Governors, the Corporation shall, to the fullest extent permitted by the District of Columbia Nonprofit Corporation Code, indemnify, defend and hold harmless each member of the Board of Governors, officer, employee, or agent of the Corporation from

and against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any legal action or proceeding to which he or she may be a party by reason of his or her being or having been a member of the Board of Governors, officer, employee or agent of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her in such capacity. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any constitution, by-law, agreement, vote of disinterested member of the Board of Governors, or otherwise.

Article XV - Amendments

This Constitution may be amended upon the affirmative vote of two-thirds of the Member Organizations present in person or by proxy at any meeting of the National Council; provided, however, that a copy of each proposed amendment to be considered at any meeting of the National Council shall have been mailed to each Member Organization and each Member of the National Council at least sixty (60) days before the date of such meeting.

REQUIREMENTS FOR MEMBERSHIP

RIGHTS AND RESPONSIBILITIES

When an organization is accepted as a Member Organization of Boys & Girls Clubs of America the following rights and privileges of membership are conferred:

- The right to be identified with the Boys & Girls Club Movement.
- The right to receive services from Boys & Girls Clubs of America.
- The right to participate in and vote at annual meetings of the National Council.

Member Organizations assume the following obligations:

- To fully comply with all requirements for membership and operating standards adopted by the National Council.
- To act in accordance with the Constitution of Boys & Girls Clubs of America and any policies or procedures adopted by the National Council.

Boys & Girls Clubs of America, the national organization, assumes the following responsibilities to its Member Organizations:

- To uphold the articles and provisions of the Constitution.
- To assist with the establishment of new Boys & Girls Clubs.
- To provide services to further the purposes of the Boys & Girls Club Movement.

Article I – Eligibility Requirements*

** (The National Council passed a resolution at the August 25, 2010 meeting to allow organizations under the auspices of an umbrella organization to apply for an exemption from certain membership requirements.)*

Any corporation, association, or administrative committee or otherwise named governing body of responsible citizens, selected irrespective of race, color, creed, sex, age, religion, disability, or national origin may be elected to membership by the Board of Governors or Executive Committee of Boys & Girls Clubs of America if it meets the following requirements:

Section 1 – Definitions (Revision effective January 1, 2016)

- A. “Member Organization” shall mean a corporation, association, administrative committee or otherwise named governing body which operates one or more Clubs in accordance with requirements and operating standards herein, and which has been admitted to membership in Boys & Girls Clubs of America.
- B. “Site” shall mean a Unit, Extension or Community Impact Program which meets the requirements and operating standards established herein and has been chartered by Boys & Girls Clubs of America.

Section 2 – Name

It shall have as the first words in its title "Boys & Girls Club(s) of..."

Section 3 - Purpose

It shall include in its purpose the health, social, educational, vocational, character development and guidance of the members of the Clubs it operates.

Section 4 – Organization

- A.** It shall have a board of directors, executive committee, administrative committee, or otherwise named governing body of responsible citizens and shall designate one member of such a governing body who is not an employee of such Member Organization or of the Clubs it operates as the Chief Volunteer Officer. Such governing body shall have complete authority and control over all aspects of the Member Organization's operations, programs, finances, facilities and personnel. Boys & Girls Clubs of America shall have no authority whatsoever with respect to any such control or authority of any such governing body.
- B.** No more than two of the members of such governing body may be employees of such Member Organization or of the Club(s) it operates.
- C.** It shall operate one or more Clubs which meet the requirements for membership and operating standards.

Section 5 – Constitution, By-laws, Rules

It shall be governed by a Constitution, by-laws or rules which are not inconsistent with the requirements for membership.

Section 6 – Chief Professional Officer

It shall employ a full time paid professional (the "Chief Professional Officer") who shall be responsible directly to the aforesaid governing body and shall have executive and administrative control of the activities and personnel of the Member Organization in accordance with policies and procedures established by said governing body. Each newly appointed Chief Professional Officer who has not been a Chief Professional Officer of another Member Organization shall attend a new Chief Professional Officer orientation sponsored by Boys & Girls Clubs of America within the first eight (8) months of such appointment.

Section 7 – Funding

It shall have funds in hand or pledged for the first year of operation, and there shall be a financial plan of funds for operation in future years.

Section 8 – Service Mark

It shall display the current service mark of Boys & Girls Clubs of America on the outside of its buildings and on all appropriate printed matter and comply with approved graphic standards.

Article II – Operating Standards for Member Organizations

Each Member Organization shall:

Section 1 – Safety

The safety in Club facilities and during all Club activities shall be maintained and operated in a reasonable and prudent manner to protect children, employees, volunteers and visitors. Each Club facility shall comply with all applicable federal, state and local laws for protection and safety.

Section 2 - Audit

Cause an audit of its financial accounts to be made and reported upon annually by an independent certified public accountant and cause a copy of such audit and SAS 112 letter, if issued, thereof to be sent to Boys & Girls Clubs of America within nine (9) months of the close of its fiscal year and shall maintain its financial records in accordance with generally accepted accounting principles for non-profit organizations. Member Organizations with annual revenues totaling less than \$250,000 may submit a review of financial statements by an independent certified public accountant in lieu of such audit.

Section 3 – Compliance

Comply with all applicable federal, state and local laws and reporting requirements and conduct its business with high ethical standards.

Section 4 – Records

Keep satisfactory records of the youth served by the Clubs it operates, their activities, programs and attendance.

Section 5 – Dues

Pay to Boys & Girls Clubs of America annual membership dues as determined by the National Council.

Section 6 – Employee Benefits, Compensation and Policies (Revision effective January 1, 2017)

- A. **Benefit Plans.** Each Member Organization must provide the following plans to all eligible employees. Each Member Organization shall ensure compliance with all federal, state, and local laws and regulations.
 - I. Retirement Plan: Provide and pay the administrative costs of a retirement program, qualified under the Internal Revenue Service (IRS) regulations, available to all eligible employees and contribute a minimum percentage of compensation or offer a set match contribution on behalf of eligible employees.
 - II. Comprehensive Medical Insurance: Provide a comprehensive medical insurance plan available to all eligible employees and pay at least 50 percent of the cost for employee only coverage.

- III. Group Term Life Insurance: Provide a group term life insurance plan available to all eligible employees and pay at least 50 percent of the cost for employee only coverage.
 - IV. Long Term Disability Insurance: Provide a long term disability insurance plan available to all eligible employees and pay at least 50 percent of the cost for employee only coverage.
- B. Compensation. Establish and maintain a comprehensive employee compensation program to pay wages and salaries that are non-discriminatory and competitive with rates being paid for like jobs by other employers in the relevant market. The compensation program shall be administered in accordance with federal, state and local requirements.
- C. Policies. Develop employment policies that provide the framework by which employees are expected to behave in the workplace. The policies should include all areas of employment, including safety, recruitment, compensation, termination, benefits, employee relations and leaves of absence. Employment policies should also ensure that the Member Organization complies with relevant legislation (federal, state, local) and should be reviewed at least annually to ensure compliance.

Section 7 – Liability Insurance (effective October 1, 2014)

Maintain comprehensive, General Liability insurance coverage that includes Sexual Misconduct Liability insurance coverage, with a combined minimum single limit of coverage in the amount of at least \$1 million. Organization will have a third party review their coverage amounts every three years. Boys & Girls Clubs of America must be named as an additional insured under that general liability policy and the certificate of insurance must be filed with Boys & Girls Clubs of America annually.

Maintain comprehensive Directors & Officers Liability insurance coverage and Employment Practices Liability insurance coverage, each with a minimum policy limit of \$1 million.

NOTE: Military Organizations will maintain liability insurance in accordance with Department of Defense Federal Insurance requirements.

Section 8 – Organizational Assessment and Continuous Improvement Plan* (Revision effective January 1, 2017)

Each member organization annually conducts an organizational assessment utilizing Key Performance Indicator (KPI) and National Youth Outcomes Initiative (NYOI) data and, in conjunction with Boys & Girls Clubs of America staff, develops an annual improvement plan.

*Military organizations are exempt from this requirement.

Section 9 – Communication (effective April 1, 2014)

Maintain at least one computer capable of electronic communication with BGCA

Report immediately, but no later than 24 hours, to BGCA if there has been a critical incident related to your organization involving:

1. A major medical emergency with a child, staff or volunteer at a Club site or Club sponsored activity leading to extended hospitalization, permanent injury or death or a mental health crisis with a child requiring outside care.
2. A child who may be abducted or missing from a Club site or Club sponsored activity.
3. An instance or allegation of abuse, including child abuse, sexual abuse, exploitation or misconduct against any child by a current employee or volunteer or any Club-related instance by a former employee or volunteer.
4. An instance or allegation of child abuse; sexual misconduct or exploitation by a youth towards another youth at a Club site or Club sponsored activity.
5. A known or suspected felony criminal act committed at a Club site or Club sponsored activity.
6. The misappropriation of organizational funds in the amount of \$25,000 or greater or any amount of federal funds.
7. A felony criminal action or civil legal action that would be reportable to an insurance carrier involving the organization, its employees or volunteers.
 - i. For an open organization-related court case, report within 24 hours any change in the status of the case.
8. Negative media that could compromise the reputation of the organization or the Boys & Girls Club brand.
9. Any other incident deemed critical by the organization.

NOTE: Military Organizations report critical incidents in accordance with the Department of Defense Child Abuse and Critical Incidents Reporting Requirements.

Section 10 – Background Checks (Revision effective January 1, 2016)

Conduct criminal background checks of all employees, including minors, board volunteers, volunteers who serve on a standing or enumerated committee, advisor or otherwise. Conduct background checks on all volunteers, including minors who have direct, repetitive contact with children. Name based or fingerprint based record searches may be used in any combination but shall, at a minimum, (a) verify the person's identity and legal aliases, (b) provide a national Sex Offender Registry search, and (c) provide a national criminal record search. Such checks shall be conducted prior to employment and at regular intervals not to exceed twelve (12) months.

All background check findings shall be considered when making employment or volunteer decisions and each Club shall have a policy defining eligibility for employment or volunteer service, if such individual:

- (a) refuses to consent to a criminal background check,
- (b) makes a false statement in connection with such criminal background check,
- (c) is registered, or is required to be registered on a State or National sex offender registry,
- (d) has been convicted of a felony consisting of:
 - 1. murder,
 - 2. child abuse,
 - 3. a crime against children, including child pornography,
 - 4. spousal abuse,
 - 5. a crime involving rape or sexual assault,
 - 6. arson or
 - 7. physical assault, battery,
- (e) has been convicted of a drug related offense committed within the last five years.

* Military Organizations must comply with their branch of service rules and regulations for background checks.

Section 11 – Code of Ethics

Establish and maintain a Code of Ethics that addresses, at minimum, conflicts of interest, records retention and whistleblower protection in accordance with best practices for non-profit organizations. All staff and board members will sign the Code of Ethics each year.

Section 12 – Annual Report

Render to Boys & Girls Clubs of America an annual report of its organization, membership, activities, attendance, finances and cause the Chief Professional Officer and Chief Volunteer Officer to attest to compliance with the requirements for membership and operating standards.

Article III - Operating Standards for Youth Serving Sites

(Revisions effective January 1, 2016)

Each youth serving site which meets the following operating standards shall be chartered by the Board of Governors or Executive Committee of Boys & Girls Clubs of America.

Section 1 – Facilities

It shall have a Clubhouse or separate Club quarters which can be identified as a Club for its members. Use by any others shall not substantially limit the use of rooms, facilities and equipment by the members.

It shall have sufficient floor area and room spaces, suitably equipped for carrying on a diversified and constructive program of activities.

Section 2 - Unit Director

Each Member Organization shall employ a Director for each separate site it operates for at least as many hours per week as such site is in operation. The Chief Professional Officer of the Member Organization may, however, act as a Director of one of such sites.

Section 3 - Staffing

Each site shall have and maintain sufficient paid and volunteer staff qualified in personality, character, experience, education and training for the leadership and guidance of its members. Each activity of each such site shall be supervised by staff qualified to supervise such activity.

Section 4 – Site designation and extent of operations

Each operating site which provides ongoing service to youth within a calendar year shall be registered and chartered with Boys & Girls Clubs of America.

There are three categories of operating sites:

- Each site operating at the Unit level shall be open and make activities available to at least 100 members at least ten months per year, five days per week, and four hours per day.
- Each site operating at the Extension level shall be open and make activities available to at least 50 members at least eight months per year, three days per week, and 3 hours per day. A waiver for minimum hours per day may be considered as part of a partnership with local school entities.
- Each site operating at the Community Impact Program level must be open and make available activities to its members at least 26 weeks in a calendar year. Program must be conducted in accordance with all other organizational operating standards.
- Each Military-Affiliated Outreach (National Youth Challenge Program, etc.) must be open and make available activities available to at least 20 members at least nine months per year, and 3 hours per day for at least 3 days per week.

Programs must be conducted in compliance with the applicable branch of service operating policies and procedures.

Each operating site shall meet the following requirements:

- Perform criminal background checks on staff and volunteers (once every 12 months), including minors.
- At minimum, one paid professional is to be present during operating hours.
- At minimum, two adults must be involved with the program during operating hours (while serving youth).
- Annual membership information must be collected on all youth/teens participating in the program.
- Membership Dues and Fees shall be within the means of its members and shall not be so large as to exclude any individual from membership and participation.
- Military-affiliated organizations must comply with the assigned branch of service rules and regulations.

Section 5 – Activity Access

Each site shall be available for use by any and all members in all the days and hours such site is open, to the extent feasible in light of the available facility and activity schedules which are subject to reasonable age and individual restrictions.

Section 6 – Program

Each site shall maintain a high quality program of varied and diversified activities and shall conduct an annual program assessment using standards adopted by the National Council. There shall be no instruction in or promotion of any sectarian or political belief.

Membership Dues

Each Member Organization shall pay dues annually to Boys & Girls Clubs of America based on its total operating expenses of the previous year. The amount of dues is determined by the following formula:

CLUB OPERATING EXPENSES	RATE OF DUES PAYABLE
\$99,999 or less	1.25 percent of the total amount.
\$100,000-\$199,999	\$1,500 plus 1 percent of the excess over \$100,000
\$200,000-\$499,999	\$2,500 plus .5 percent of the excess over \$200,000
\$500,000-\$999,999	\$4,000 plus .25 percent of the excess over \$500,000
\$1,000,000 – \$4,999,999	\$6,000 plus .25 percent of the excess over \$1,000,000
Over \$5,000,000	\$15,000 plus .25 percent of the excess over \$5,000,000

Dues are payable in full by October 1. Membership of a Member Organization may be terminated for non-payment of dues.

A system of fees for special services, which are unusual and over and above those normally expected to result from the payment of dues, shall be established by the President of Boys & Girls Clubs of America with the approval of the Board of Governors.