

**BYLAWS OF
THE BOYS & GIRLS CLUBS of Any Area, Inc.
A Nonprofit Corporation**

THESE BYLAWS, adopted on November XX, 20XX, are the By-laws of The Boys & Girls Clubs of Any Area, Inc. (The "Corporation"), which is the Corporation created by Articles of Incorporation filed with the Secretary of State of Georgia on November XX, 2009 (The "Articles of Incorporation"). (All references herein to a "Unit Advisory Board(s)" shall refer to the Clubs operating in XXXXXXXXXXXX and as identified, or any other Units or Clubs approved by the Corporate Board of Directors. When identifying all of the Advisory Units collectively, references herein shall be made to the "Unit Clubs". All references to Guidelines for Relationships of the ----- Corporate Board and The Unit Advisory Board shall refer to a set of written guidelines adopted by the corporate board of directors, which governs and provides standards by which Unit Clubs and their Advisory Boards of Directors operate and carry out assigned responsibilities.

WITNESSTH:

WHEREAS, the Corporation consists of XXXX Unit Clubs located in list counties (current Counties, XXXXXX ; and

WHEREAS, the Corporation may add additional Unit Club locations in XXXXX and XXXX Counties; and will in the future target potential Unit club sites as agreed between the Corporate Board and BGCA. and;

WHEREAS, the Corporation's bylaws, as amended from time to time, provided governing rules and regulations specific to the Corporation; and

WHEREAS, the Corporation desires to provide permanent and continuing rules of conduct and government for all Unit Clubs of the Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and premises contained herein, the Corporation adopts the following Bylaws of the Boys & Girls Clubs XXXXXXXXXXXX.

**ARTICLE 1
Offices and Units**

Section 1.1. Registered Office. The registered office of the Corporation shall be located at XXX Street, XXXXX, Georgia XXXXX, or such other office as the board of Directors shall select, and shall not be changed without a quorum of the of the Corporate Board of Directors.

Section 1.2. Other Offices. The Corporation may also have offices at such other places both within the State of XXXXX as the board of directors may from time to time determine or the business of the Corporation may make appropriate.

Section 1.3. Units. The Corporation shall maintain Unit Clubs to provide services to youth in the following XXXXX counties: XXXXXXXXXXXXXXXXXXXX and XXXXX Counties, or any other Area as identified and approved by Boys & Girls Clubs of America and the Corporate Board of Directors.

ARTICLE 2 Purpose of the Corporation

Section 2.1. Purpose. The purposes of this nonprofit, charitable, educational Corporation shall be to promote the health, social, educational, vocational and character development of all youth throughout (define) Georgia; to receive, invest and disburse funds and to hold property for the purposes of the Corporation.

Section 2.2. Non-Profit Benefit. No part of the income or assets of this corporation shall inure to the benefit of any private individual.

Section 2.3. No Stock. The corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit.

ARTICLE 3 Directors

Section 3.1. Corporate Board of Directors

Section 3.1.1. Corporate Directors. The Corporation's Board of Directors (the "Corporate Board") shall consist of each Unit Club President and each Unit Club Vice-President for Resource Development and the Unit Club President Elect, if unit club has an approved advisory board, and those individuals identified and approved by the corporate nominating committee to fill the remaining corporate board seats. Additional corporate board seats will be allocated based on the Corporate leadership needs. Ad-hoc members of the corporate board maybe derived form any of the counties identified in the geographic Units listed in these bylaws. The position of Chairman of the Corporate Board, Vice Chair(s) and all other officers of the corporation shall be elected by a quorum, 51% of the total number of corporate directors.

Section 3.1.1. Vacancies. A vacancy on the Corporate Board shall occur when there is a vacancy in one of the 30 (thirty) Corporate board seats and/or in a position of an Unit Club President or Unit Club Vice-President for Development or Unit Club President-elect. When a vacancy occurs on the Corporate Board, the person elected by the respective Unit Club and approved by the corporate board to fill the Unit Club President, Unit Club Vice-President for Development or Unit Club President-elect vacancy which caused the vacancy shall fill said vacancy. Ad-Hoc corporate board member seats will be filled by a

quorum of the directors. Corporate Directors elected to fill a vacancy shall be elected for the unexpired portion of the term of this predecessor in office.

Section 3.1.2. Same; Powers. The business and affairs of the Corporation shall be governed and managed by its Corporate Board which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law, the Articles of Incorporation or these By-Laws directed or required to be exercised or done by the directors.

Section 3.1.3. Same; Compensation. The Corporate Board shall receive no compensation, except as provided in Section 3.1.4. of this Article 3.

Section 3.1.4. Same; Indemnification. As an inducement to the officers and directors of the Corporation, including officers and directors of the Unit Advisory Boards, to act on the Corporation's behalf, the Corporation shall, out of its general funds or by special assessment, indemnify and hold harmless, each officer or director acting in accordance with these By-Laws and the Guidelines for Relationships of the ----- Corporate Board and The Unit Advisory Board, including without limitation all actions taken in connection with the promulgation and enforcement of Club policies and procedures. All such indemnification shall be paid upon written request of such officer or director setting forth in reasonable detail the reason for such indemnification, which request shall be presented to the Corporate Board.

Section 3.1.4 Same; There shall be two classes of Corporate Board Members:

(a) Active Corporate Directors (“Active Corporate Directors”) who serve a term of three (3) years beginning at the conclusion of the Annual Meeting at which they were elected. **(b)** Corporate Trustee Directors (“Trustee”) shall consist of any number of persons, who possess ability to provide high-level vision, access to funding and community resources, and demonstrated influence in the general service of youth and are recommended by the Corporate Board’s Board Development/Nomination Committee, are elected as a Trustee by a majority vote of a quorum of Active Directors at any meeting of the Corporate Board of Directors. Corporate Trustee duties include, but are not limited to, **(a)** raising annual and capital operating funds for the Boys & Girls Clubs of _____ Foundation corporation **(b)** advising the organization on community matters **(c)** serving as an advocate for the mission and purpose of the Boys & Girls Club. Corporate Trustee Directors will meet annually and shall be limited to 15 individuals serving three (3) years beginning at the conclusion of the Annual Meeting at which they were elected.

Section 3.2 Unit Club Advisory Board of Directors

Section 3.2.1. Unit Club Advisory Board Directors. Unit Club Directors shall be adults age twenty-one (21) years or older, and shall be residents of the county or counties in which the Unit Clubs they serve are located.

Section 3.2.1. Same; Classes of Directors, Election. Each Unit Club Board of Directors (“Unit Club Board”) shall elect the Advisory Board of Directors for the Unit.

Section 3.2.2. Same; Number, Term. Each Unit Club Board shall determine number of directors, which shall serve in each class of directors for the Unit Club Board, provided that the Unit Club Board sets such number within the guidelines provided in this Section:(a) The Unit Club Board's Active Directors ("Active Directors") shall consist of not more than twenty-five (25) directors. Active Directors shall serve a term of three (3) years beginning at the conclusion of the Annual Meeting at which they were elected.

ARTICLE 4 Board of Directors

Section 4.1 Corporate Board Meetings.

Section 4.1.1 Same. Location of Meetings. Meetings of the Corporate Board, regular or special, shall be held at the Registered Office as set forth in Section 1.1 of Article 1, or at any other place which the Corporate Board may so designate. The meeting place for the Corporate Board shall not be changed without the unanimous consent of the Corporate Board.

Section 4.1.2. Same. There will be a minimum of seven meetings annually of the Corporate Board including the Annual Meeting. Board meetings may be held at such time and at such place as determined by the Corporate Board annually. If the Corporate Board has so fixed the frequency, time and place of regular meetings, it shall provide notice of the meeting time and place and provide a consent agenda at least 10 (ten) days prior to the meeting.

Section 4.1.3 Same. Special Meetings. Special meetings of the Corporate Board may be called by the Chairman of the Corporate Board, or by any three Corporate Board directors with at least three (3) days notice to each Corporate Board director in accordance with Article 5.

Section 4.1.4. Same. Annual Meeting. The Corporate Board shall hold an Annual Meeting in the month of XXXXXXXXXXXXXXXX.

Section 4.1.5. Same. Quorum. Fifty-one percent (51%) () of the total Corporate Board directors shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time until a quorum shall be present, without notice of the time and place that the meeting will be reconvened other than announcement at the adjourned meeting.

Section 4.2. Corporate Board Duties and Powers.

Section 4.2.1. Same. Corporate Responsibility. The Corporate Board shall have the power to initiate and approve all policies and procedures for the corporation and the Unit Advisory Board as outlined in the Unit Advisory Board Guidelines and including but not limited to the following Units:

(a) General Compliance. The Corporate Board shall be responsible for the Corporation's compliance with state law and with the Boys & Girls Clubs of America's membership requirements and operating standards.

(b) Insurance and Safety. The Corporate Board shall be responsible for obtaining insurance coverage for the Corporation, including, but not limited to, coverage for Unit Clubs for general liability, worker's compensation, unemployment, corporate personal property, officer and director liability, and all other coverage's deemed necessary by the Corporate Board. Insuring an annual safety assessment is completed at each Unit Club and Corporate practices and policies that impact the welfare and safety of youth members, including hiring practices and background screening

(c) Finance/Bookkeeping. The Corporate Board shall maintain corporate bank accounts as are necessary to manage the finances and bookkeeping of the Corporation. The Corporate Board shall be responsible for obtaining annual audits of the Corporation and for the preparation of the Corporation tax returns. The Corporate Board shall develop and prepare policies and procedures regarding finances and bookkeeping for implementation by Unit Advisory Boards.

(d) Marketing. The Corporate Board shall be responsible for marketing the Unit Clubs collectively. The Corporate Board shall have the power to direct and approve the marketing efforts of each Unit Club.

(e) Budgeting. The Corporate Board shall assist all Unit Advisory Boards with the development and implementation of each Unit Advisory Board's annual operating budget. Additionally, the Corporate Board shall review and approve each Unit Advisory Board's annual budget prior to its implementation, and shall adopt an annual budget for the Corporation.

(f) Corporate Services. The Corporate Board shall have the power to raise and disburse funds for corporate expenditures; to make contracts for corporate services; to employ or to delegate power to employ employees of the Corporation; to fix the compensation of all corporate employees; to establish and manage endowment funds, trust funds, memorial funds, and such other funds as may be established; to enter into trust agreements, to perform all other duties that their responsibilities might entail; and to have such other powers as may be necessary to carry out the powers and purpose of the Corporation.

(g) Corporate Fundraising. The Corporate Board shall have to power to solicit, raise and disburse funds for the benefit of all Unit Clubs. The disbursement of funds to the several Unit Clubs shall be allocated in accordance with the Funds Distribution Agreement between the Unit Clubs. The Corporate Board's will approve an annual Unit Advisory Board's fundraising plan and will provide support to each individual Unit Advisory Board's Operations through the leadership of the Chief Professional Officer or assigned Corporate Board member.

(h) Personnel. All persons working for any Unit Club shall be considered an employee of the Corporation. All policies and procedures regarding personnel shall be developed and prepared by the Corporate Board and implemented by the Unit Advisory Boards.

Section 4.2.2. Same. Majority. The act of a majority of the Corporate Board of Directors present at any meeting at which a quorum is present shall be the act of the Corporate Board of Directors, unless the act requires a greater number required by law or by the Articles of Incorporation.

Section 4.2.3. Same. Support of Unit Advisory Boards. The Corporate Board shall serve as a liaison with the Boys & Girls Clubs of America, the United Way, and other

agencies, foundations, corporations, and governmental bodies concerning the interests of the Corporation.

Section 4.3. Unit Advisory Board Meetings

Section 4.3.1 Same. Location of Meetings. Meetings of each Unit Advisory Board, regular or special, shall be held at the respective geographical Unit or county of the Unit Board, or at any other place which the Unit Advisory Board may so designate.

Section 4.3.2. Same. Regular Meetings. Meetings of each Unit Advisory Board shall be held monthly and at such time and at such place as shall from time to time be determined by the Unit Advisory Board.

Section 4.3.3. Same. Annual Meetings. All members of the Corporate Board and each Unit Advisory Board shall participate in the Corporate Annual Meeting as provided in Section 4.1.4. The outgoing officers of each Unit Advisory Board shall attend the Corporate Annual Meeting to make such reports to the Corporation as may be necessary. The incoming officers of each Unit Advisory Board shall attend the Corporate Annual Meeting to be sworn into office for the new calendar year.

Section 4.3.4 Same. Special Meetings. Special meetings of a Unit Advisory Board may be called by the President of said Unit Advisory Board, or by a majority vote of the Executive Committee with at least three (3) days notice to each Unit Advisory Board director in accordance with Article 5.

Section 4.3.5. Same. Quorum. Fifty-One percent (51%) of the Active Members of the Unit Advisory Board directors shall constitute a quorum for the transaction of business unless a greater number is required by law, by the Articles of Incorporation, or by the Bylaws. If a quorum shall not be present at any meeting of directors, the directors present may adjourn the meeting from time to time until a quorum shall be present, without notice of the time and place that the meeting will be reconvened other than announcement at the adjourned meeting.

Section 4.4. Unit Advisory Board Duties and Powers

Section 4.4.1. Same. Units of Responsibility. The Unit Advisory Board shall have the power to carry out the purpose of the Corporation, responsibility specifically reserved and addressed in Section 4.2.1 of Article 4, the Unit Advisory Board shall will not have the power to promulgate rules and enact polices, as it deems necessary. The Unit Advisory Board can recommend policies and procedures to be enacted by all Unit Advisory Boards to the Corporate Board. The Corporate Board will review such recommendation and act accordingly as outlined by a quorum vote of the Corporate Board. Such recommendations must be in writing and presented to the Chief Professional Officer or Chair of the Corporate Board. All recommendations must be consistent with the requirements for membership and operating standards set forth by the Boys & Girls Clubs of America, and with the Articles of Incorporation and these Bylaws.

Section 4.4.2 Same. Real Property. The Corporate Board shall create a foundation or other non-profit entity to hold and dedicate the management of the real property to be used, contributed, and owned by the Unit Advisory Board.

ARTICLE 5 Notices

Section 5.1. Required Notices. Whenever, under the provisions of applicable law, the Articles of Incorporation or these By-Laws, any notice is required to be given to any director or member, such notice shall be given in writing and delivered either personally or by first class mail or telegram, addressed to such director or member, at his/her address as it appears on the records of the Corporation. If mailed, such notice shall be deemed to be delivered five (5) business days after it was deposited in the United States mail with first class postage prepaid. Notices given by any other means, such email, shall be deemed delivered when received by the addressee.

Section 5.2. Waiver of Notice. Whenever under the provisions of applicable law, the Articles of Incorporation or these By-Laws, any notice is required to be given to any director or member, a written waiver thereof signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed the equivalent to the giving of such notice.

ARTICLE 6 Officers

Section 6.1. Corporate Board Officers.

Section 6.1.1. Same. Election; Term. The Chairman of the Corporate Board shall be named as provided in Section 3.1.1 of Article 3. The officers of the Corporate Board shall be chosen by the Corporate Board and shall be any number of Vice Chairs, a Secretary and Treasurer.

Section 6.1.2. Same. Duties. The duties of the Corporate Board officers shall be set forth and determined by the Corporate Board and will coincide with the following Unit Board of Directors structure to insure organizational consistency.

Section 6.2 Unit Advisory Board Officers.

Section 6.2.1. Same. Offices; Election; Term. The officers of the Unit Club shall be a president, such number of vice presidents as may be determined by the Unit Advisory Board Active Directors from time to time, a Secretary, and a Treasurer, each of whom shall be elected by the Unit Advisory Board Active Directors. All officers shall hold office for a period of one calendar (1) year or until their successors are elected, qualified and installed. Such election shall be held at the last regular meeting of the business year, and installation shall occur at the Corporate Board Annual Meeting. Split cycle?

Section 6.2.2. Same. Removal; Vacancies. Any officer or agent elected or appointed by the Unit Advisory Board Active Directors may be removed by the Unit Advisory Board at any time with or without cause by the affirmative vote of a majority of the Unit Advisory Board Active Directors and approval of the Corporate Board Executive Committee. Officers and Agents otherwise elected or appointed may be removed in accordance with Georgia law. The Unit Advisory Board Active Directors shall have the power at any regular or special meeting to fill vacancies among the officers, and officers so elected to fill such vacancies shall serve until their successors are elected, qualified and installed.

Section 6.2.3. Same. President. The Unit Board President shall preside at meetings of the Unit Advisory Board Active Directors; shall appoint, for a period of two (2) year, the members of all committees, including the Executive Committee, and shall be an ex-officer member of all committees; shall sign such papers as may be required by his office or as may be instructed and approved by the Corporate Board of Directors.; the President and other assigned members of the of Corporate Board of Directors shall make reports and recommendations to the Unit Advisory Board Active Directors at any regular, annual or special meetings, concerning the work and affairs of the Corporation, which in his/her judgment are desirable for their information and guidance; may require such reports from the Corporate Board Members, Unit Advisory Board officers and Unit Director as in his/her judgment are necessary; and shall perform other duties which are necessary and proper or incident to his/her office.

Section 6.2.4. Same. Vice Presidents. The Vice Presidents, in the order named by the Unit Advisory Board Active Directors, shall perform the duties of the President in case of the absence, the resignation, or the inability of the latter to act, and such other acts and duties. Vice Presidents will be assigned one (1) or more committees to oversee and coordinate. Roles and responsibilities of Unit Advisory Board officers shall be reviewed annually a required Unit Advisory Board officer's orientation caused by the Corporate Board under the direction of the chief professional officer and the officers of the corporation.

Section 6.2.5. Same. Secretary. The Secretary shall issue in writing all notices of meetings of the Unit Advisory Board Active Directors; shall notify individuals elected to office or to the Unit Advisory Board Active Directors; shall keep complete records of the meetings of the Unit Advisory Board Active Directors, including an accurate record of attendance of members; shall notify the nominating committee of persons removed from membership in the Unit Advisory Board Active Directors for any cause; shall furnish the nominating committee with a list of officers and members of the Unit Advisory Board Active Directors whose terms shall expire at or before the next meeting; shall mail such other notices as may be directed by the Unit Advisory Board Active Directors; shall be custodian of all records of the corporation, except such records and papers as shall be kept by the Treasurer as herein provided; shall sign such papers as may be required by his office or as directed by the Unit Advisory Board Active Directors or Corporate Board of Directors; and shall perform such other duties as may be necessary, proper or incident to

the office, and the President or the Unit Advisory Board Active Directors may assign duties as to him from time to time.

Section 6.2.6. Same. Treasurer. The Treasurer, in partnership with corporate Treasurers and appointed staff shall keep full account of all moneys received and paid out and shall make such reports thereof to the President and the Unit Advisory Board Active Directors as they may require. The Corporation shall receive and shall have custody of all deeds, securities, notes, contracts and other financial papers of the Unit Clubs and the Corporation. The Treasurer shall maintain a full account of all deeds, securities, notes and financial papers of provided to the corporation, and shall make such reports thereof to the President and the Unit Advisory Board Active Directors as they may require. The Treasurer of the Corporate Board, in alliance with the Unit Advisory Board Treasurers and staff, shall cause the books of account of the Corporation to be audited at least annually by a public accountant approved by the Corporate Board of Directors, and shall cause to be prepared, and shall present to the Unit Advisory Board Active Directors, a comprehensive financial statement, including the report of the accountant promptly upon receipt. The Treasurer shall sign such papers as may be required by the Corporate Board of Directors, or as may be directed by the Unit Advisory Board Active Directors in accordance with Corporate Policies; and shall perform such other duties as may be necessary, proper or incident to the office, and such other acts and duties as may be assigned to him/her from time to time by the Corporation and the President or the Unit Advisory Board Active Directors.

Section 6.2.7. Same. Salary. The officers shall receive no compensation except as provided in Section 3.1.4 of Article 3.

ARTICLE 7 Committees

Section 7.1. Corporate Board Committees.

Section 7.1.1. Same. Committees. The Corporate Board shall have the power to create committees to assist it in carrying out its duties. The responsibilities of any such committee shall be determined by the Corporate Board and set forth in the resolution or other document creating said committee. The creation of any committee by the Corporate Board shall have direct relationship and structure as the Unit Advisory Board committees. The Unit Advisory Board Committee shall act within the powers granted and limits imposed by the Articles of Incorporation and the Corporate Board and Unit Advisory Board Guideline Document.

Section 7.1.2. Same. Appointment of Committee Members. The Chairman of the Corporate Board shall make appointments to any Corporate Board Committees formed in accordance with these Bylaws. The Chairman of the Corporate Board shall have the power to appoint Corporate Board Directors or Unit Advisory Board Directors to Corporate Board Committees. Unit Advisory Board officers, including Treasurer shall be an ex-officer member of the Corporate Board Finance Committee, the Unit Advisory Board Vice-President for Resource Development shall serve as an ex-officio member of the Resource

Development Committee of the Corporation, Vice-President Elect of the Unit Advisory Board shall serve as member of the Program Committee of the Corporation. The Corporate Board shall approve any Corporate Board Committee appointments and ex-officer members by a quorum vote.

Section 7.2. Unit Advisory Board Committees.

Section 7.2.1. Same. Executive Committee. There shall be a standing Executive Committee, which shall consist of not less than five (5) and or more than twelve (12) active Board Members The Unit Advisory Board President shall appoint members of the Unit Advisory Board, **whose number and names and approved by the Unit Advisory Board Active Directors.**

Section 7.2.1.1. Same. Executive Committee; Powers. The Executive Committee shall have the power of the Unit Advisory Board Active Directors to take action between meetings of the Unit Advisory Board Active Directors, provided that such actions of the Executive Committee should be approved by the Unit Advisory Board Active Directors at the first meeting of the Unit Advisory Board Active Directors subsequent to the action taken by the Executive Committee. The President shall call a meeting of the Executive Committee in an emergency when it would be impracticable or impossible to call a meeting of the Unit Advisory Board Active Directors. The Executive Committee shall make such recommendations to the Unit Advisory Board Active Directors, as the Executive Committee deems necessary or advisable for the good of the organization if they are consistent with ----- Board and Unit Advisory Board Guideline Document.

Section 7.2.1.2. Same. Executive Committee; Limits. The Executive Committee shall not be empowered to mortgage, pledge, sell or convey any of the real property of the Club, nor to incur any indebtedness without conforming to the Corporate Financial Management polices.

Section 7.2.2. Same. Finance Committee. There shall be a standing Finance Committee. The Finance Committee shall present annually an operating budget for approval by the Unit Advisory Board Active Directors, and upon approval, shall be responsible for monitoring the Unit Club budget. The Finance Committee shall periodically review all sources of revenue to the Unit Club and shall work collectively with Chief Professional Officer and the Corporate Finance Committee for Relations with The United Way and other major donors as outlined in the ----- Board and Unit Advisory Board Guideline Document The Finance Committee shall receive and review the annual audit and present its findings to the Unit Advisory Board Active Directors. The Finance Committee shall attend to the good stewardship of the Unit Club expenditures to protect the Unit Club from financial risk. The Finance Committee shall keep the Unit Advisory Board Active Directors appropriately informed of the financial status and trends of the Unit Club. The Unit Advisory Board's Finance Committee shall adhere to the Corporate Financial Management Polices.

Section 7.2.3. Same. Resource Development Committee. There shall be a standing Resource Development Committee responsible for providing the financial resources necessary for the Unit Club to carry out its mission of service to youth. The Development Resource Committee shall oversee the raising of all contributed funds, including sustaining, capital, endowment, and special event moneys as may be appropriate. The Development Committee shall adhere to and keep the Unit Advisory Board Active Directors regularly informed of development efforts and progress as outlined in the Corporate Financial Management Polices.

Section 7.2.5. Same. Human Resource Development Committee. There shall be only one (1) Human Resource Committee for the Corporation, which shall oversee all matters concerning the employment of the Corporation and the Unit Club's paid staff. Ex-officer member of the Unit Boards will serve as advisory members of this committee. The Human Resource Committee shall recommend, maintain, and review the employment policy of the corporation. The Chief Professional Officer (Executive Director) shall determine and satisfy the staffing requirements of the Unit Clubs with the advice and consent of the Human Resource Committee and the approved policies. The Human Resource Committee shall promote the development and maintenance of the capable and motivated staff team. The Human Resource Committee will periodically assess the qualitative and quantitative adequacy of the paid staff and report its findings to the corporate and Unit Advisory Board. The work of the human resource committee shall be governed by the human resource polices of the corporation.

Section 7.2.6. Same. Board Development Committee. There shall be a standing Board Development Committee which shall be responsible to insure the quality, vibrancy, and effectiveness of the Unit Advisory Board Active Directors. The Board Development Committee shall periodically review the effectiveness of the existing governance structure of the Unit Club. The Board Development Committee shall work to maximize the effectiveness and the satisfaction of individual Directors in supporting the Unit Club's service to youth. The Board of Development Committee will periodically assess the effectiveness of the Unit Advisory Board Active Directors and report its findings to them.

Section 7.2.7. Same. Nominating Committee. There shall be a standing Nominating Committee, this shall consist of three (3) to five (5) Active Directors appointed by the President. The Nominating Committee shall meet as necessary, but in any event at least once no later than September of each year. The Nominating Committee shall identify, select, and cultivate prospective Directors possessing talents, which will tend to optimize the combination of talents available within the Board. The Nominating Committee shall attend to the orientation, involvement, education, and motivation of Directors during their first year of service on the Board. It shall be the duty of the Nominating Committee to present annually to the Unit Advisory Board Active Directors a slate of officers for the coming year, a slate of candidates for election as Directors, and such other nominations as may be needed and appropriate. All newly elected Unit Advisory Board members shall attend a new board member orientation caused by the Chief Professional Officer or the Chair of the Corporate Board Governance Committee.

Section 7.2.8. Same. Program Committee. There shall be a standing Program Committee, which shall oversee the offering of a variety of programs for youth, including Educational and physical programs, which are consistent with the Unit Club's mission of service to youth. The Program Committee shall regularly review existing programs and consider new programs to optimize the Unit Club's service impact within its resource constraints and it shall report its findings to the Unit Advisory Board Active Directors. The Program Committee shall identify, develop, and recommend to the Board opportunities to reach as many Unit youth as may be determined to be feasible.

Section 7.2.9. Same. Property Committee. There shall be a standing Property Committee, which shall oversee the acquisition, development, and maintenance of all Personal property, vehicles, and equipment whether owned, leased, or borrowed which are consistent with the Operating Policies of the Corporation. The Property Committee shall anticipate and plan for future facility and transportation requirements and shall periodically report to the Board as to the status and adequacy of the Unit Club's physical resources and of any substantial safety concerns. The Property Committee shall see that an inventory of physical assets is maintained and is available to the Finance Committee in order that insurance requirements may be identified.

Section 7.2.2. Same. Marketing and Communication Committee. There shall be only one standing Marketing and Communications Committee for the Corporation which shall guide and oversee efforts and programs to promote an image which reflects the stated mission of all the Unit Clubs and which serves to raise community awareness of the Unit Clubs. The Committee shall be responsible for the development and implementation of an annual plan in partners with ex-officer members of the Unit Advisory Boards and Corporate Board. Such plan will seek to maximize public support for the entire Unit Club. The Committee shall make an annual evaluation of the Unit Club's public image, both qualitative and quantitative, and the effectiveness of efforts to optimize that image and shall report its findings to the Unit Advisory Board Active Directors.

Section 7.2.2. Same. Planning Committee. There shall be a standing Planning Committee, which supports the Corporate Boards planning committee, which shall be responsible for the development and support of a local and Corporate Comprehensive Plan defining broadly agreed upon Corporate Board approved goals for the Region and the Unit Clubs. The Planning Committee shall monitor the progress of the other standing committees in achieving the goals of the strategic plan and shall make periodic reports of plan implementation to the Unit Advisory Board Active Directors on the local and ----- plan.

ARTICLE 8 General Provisions

Section 8.1. Business/Fiscal Year. The business year and fiscal year of the Corporation shall be on a calendar year.??? Should be August or October- What is National???

Section 8.2. Seal. The Corporation shall have a Corporate Seal, which shall have Inscribed thereon the words "The Boys & Girls Clubs of North Central Georgia" the year of its organization and the words "Corporate Seal - Georgia". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. The Corporate Board may from time to time authorize any other Officer to affix the seal of the Corporation and to attest to such a fixation by his/her signature.

Section 8.3. By-Law Amendments. These By-Laws may be altered or amended by a fifty-one percent (51%) quorum of the corporate board at any regular or special meeting called for the purpose of altering or amending the same, provided that written notice of the proposed change is given in the notice of the meeting at least ten (10) days prior to the corporate board meeting.

Section 8.4. Conflict. In the event of any conflict between the Guidelines for Relationships of the ----- Corporate Board and The Unit Advisory Board and the following, the controlling language shall be found in: the laws of the State of Georgia, the Articles of Incorporation, and the Corporate By-Laws, in the order listed.