



SAMPLE CONSTITUTION & BYLAWS BOYS & GIRLS CLUB OF ANYTOWN

We, the undersigned, being natural persons of the age of nineteen (21) years or more and citizens of the United States, for the purpose of forming a non-profit Corporation, under and pursuant to the laws of the State of _____, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Boys & Girls Club of _____.

ARTICLE II - PURPOSE

Section 1 -- The purposes for which the corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States law.

Section 2 -- Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3 -- In accordance with Section 1 and Section 2, the mission of the corporation shall be to help youth of all backgrounds, with special concern for those from disadvantaged circumstances, develop the qualities needed to become responsible citizens and leaders, irrespective of race, color, creed or national origin; to receive, invest and disburse funds and to hold property for the purpose of the corporation.

Section 4 -- No part of the income or assets of this corporation shall inure to the benefit of any private individual or member.

Section 5 -- This Corporation shall have no capital stock, its object and purpose being solely of a benevolent character, and not for individual pecuniary gain or profit to its members.

ARTICLE III – MEMBERSHIP

Section 1 -- Any adult resident of (List County(s)) may become a member of the corporation.

Section 2 -- In the beginning, the membership of the corporation shall consist of those persons who have associated together to form the corporation.

Section 3 -- At the first meeting of the corporation and at any annual meeting thereafter, the members may elect additional members by a two thirds vote of the members present and voting.

Section 4 -- Membership shall be for a three year term or until a member is automatically dropped for nonattendance at meetings or removed for other cause.

Section 5 -- Any member who is absent from three consecutive annual meetings of the corporation shall be dropped from membership unless reelected. At least thirty (30) days before the date of the next annual meeting, the secretary shall furnish to the Board Governance committee the names of persons who were dropped from membership subsequent to the last annual meeting.

Section 6 -- Any member may be removed from membership on recommendation of the board of directors by a two-thirds vote of the members present and voting at any special or annual meeting.

Section 7-- Any member of the board may vote on organizational issues as deemed by the executive committee as board business by using electronic mail (email). A board member may meet attendance standards at board meeting and committee meetings if participating using electronic communication tools such as conference call telephone and or real-time internet base telecommunication tools and systems, which are pre-approved by the executive committee as needed.

ARTICLE IV – MEETINGS

Section 1 -- The first meeting of the members of the corporation shall be held at a time and place to be fixed by those who have associated themselves together to form the corporation.

Section 2 -- The annual meeting of the members of the corporation shall be held in January of each year, at a time and place to be fixed by the board of directors, for the purpose of receiving reports of officers, committees and the CHIEF PROFESSIONAL OFFICER; to elect members of the board of directors and members of the corporation and to act on any other matters that may properly come before the annual meeting. Notices of such meeting shall be mailed by the secretary to the members of the corporation at least thirty (30) days before the date of the meeting.

Section 3 -- Special meetings of the corporation may be held at the call of the board of directors or of at least 51 percent of the members of the corporation. The secretary shall mail notices of such meetings to all the members at least ten (10) days before the date of the meeting, and these notices shall contain the purpose of the meeting.

Section 4 -- 51 percent of the members of the corporation present in person shall constitute a quorum at any meeting of the corporation but in the absence of a quorum, A majority of those present at the time and place set for a meeting may take an adjournment from time to time until a quorum shall be present.

ARTICLE V – BOARD GOVERNANCE COMMITTEE

Section 1 -- At each annual meeting of the members of the corporation, they shall elect, or authorize the appointment by the CHIEF VOLUNTEER OFFICER of, a Board Governance committee of at least three (3) members and not more than five (5) members, whose duty shall be to present at the next annual meeting of the members of the corporation nominations for membership in the corporation and nominations for members of the board of directors. If the appointment of a Board Governance committee by the CHIEF VOLUNTEER OFFICER is authorized, the appointment shall be made at least ninety (90) days before the date of the next annual meeting. The Board Governance committee shall exercise its responsibilities under the auspices of the board development committee and adhering to a written and board approved board development process approved by the corporate board of directors.

Section 2 -- Any member of the corporation may, at any annual meeting, nominate candidates for members of the corporation and members of the board of directors. Members will then be screened by the board governance committee and cleared to participate in the Invitation to Serve Orientation, where the nominee can determine their desire to commit for board membership based on board service criteria.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 -- The business, property and affairs of the corporation shall be managed by a board of directors, which shall have the power to: initiate and approve plans and programs for the welfare of Boys & Girls Club members; have custody and management of the land, buildings, equipment, securities and all other properties of the corporation; adopt the annual budget of the corporation; borrow money; raise and disburse funds; invest and reinvest funds of the corporation; sell, buy and exchange properties and securities of the corporation; make contracts; appoint the CHIEF PROFESSIONAL OFFICER and appoint, or delegate the power to appoint, other employees of the corporation; perform all other duties and have such other powers as may be necessary to carry out the purpose of the corporation.

Section 2 -- The number of members of the board of directors, who shall be members of the corporation, shall be fixed by the members of the corporation at their first meeting, and this number may be changed at any annual meeting, provided, however, there shall not be less than (7) members of the board of directors, exclusive of any officers of the corporation who may be ex-officio members of the board of directors.

Section 3 -- At the first meeting of the members of the corporation, one-third of the members of the board of directors shall be elected for one year, one-third for two years and one third for three years, from among the members of the corporation. At each annual meeting thereafter, one-third the numbers of directors shall be elected for three-year terms. If the number of members of the board of directors is increased at any annual meeting, the additional members shall be elected in equal number for one, two and three-year terms, and if the number of members is reduced at any annual meeting, the terms of the remaining members shall be adjusted, as may be necessary to provide an equal number serving one, two- and three-year terms.

Section 4 -- All officers of the corporation shall be voting members of the board of directors during their respective terms of office.

Section 5 -- The board of directors shall have the power to fill vacancies in its own membership. Such new members shall have the power to fill vacancies in its own membership. Such new members shall hold office until the next annual meeting of the members of the corporation.

Section 6 -- A majority (51%) of the members of the board of directors shall constitute a quorum at any regular or special meeting of the board of directors.

Section 7 -- At least thirty (30) days before the date of the annual meeting, the secretary shall furnish the Board Governance committee with the names of the members of the board of directors whose terms will expire at such annual meeting.

ARTICLE VII – OFFICERS

Section 1 -- The officers of the corporation shall be a Chief Volunteer Officer, a Chief Volunteer Officer -elect who will serve as one of the vice-chairs, three vice chairs, a treasurer and a secretary, who shall be elected annually by the board of directors. All officers shall serve for one year or until their successors are elected. Each vice chair will be assigned three or more committees to support and lead.

Section 2 -- The board of directors shall have the power to fill vacancies among the officers at any time and officers so elected to fill such vacancies shall serve until the next annual meeting of the board of directors or until their successors are elected.

ARTICLE VIII - CHIEF PROFESSIONAL OFFICER

The board of directors shall appoint an CHIEF PROFESSIONAL OFFICER of the corporation, fix his/her compensation, prescribe his/her duties and the terms of his/her employment, and supervise and evaluate his/her job duties.

ARTICLE IX – BYLAWS

The board of directors shall have the power to adopt bylaws regulating the affairs and prescribing the duties of the officers and CHIEF PROFESSIONAL OFFICER of the corporation, which bylaws shall not be inconsistent with this constitution.

ARTICLE X – SEAL

The seal of the corporation shall be a circular impression of the word and figures: Incorporation -- (date of incorporation), surrounded by the name of the Boys and Girls Club -- (name of city and state).

ARTICLE XI - USE OF ASSETS ON DISSOLUTION AND USE OF INCOME

Section 1 -- In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

Section 2 -- The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual.

ARTICLE XII – AMENDMENTS

The constitution may be amended upon a two-thirds vote of the members present and voting at any meeting of the corporation, provided that a copy of the proposed amendment shall have been mailed to each member of the corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

ARTICLE XIII - EFFECTIVE DATE

This constitution shall become effective immediately upon adoption by a two-thirds vote of the members of the corporation present and voting.

In witness whereof, the undersigned Incorporators have subscribed their names to the Articles of Incorporation on this the _____ day of _____, 20____.

Signatures

State of

County of

Sworn to and subscribed before me this the _____ day of _____, 20 ____.

Notary Public

My commission expires:

BYLAWS

ARTICLE I - BOARD OF DIRECTORS

Section 1 -- Regular meetings of the board of directors shall be held monthly at such places and times as the board of directors shall designate.

Section 2 -- Special meetings may be held at the call of the CHIEF VOLUNTEER OFFICER or of one-third of the members of the board of directors providing a notice of the time and purpose of the meeting is given to each member.

ARTICLE II – COMMITTEES

Section 1 -- There shall be an executive committee, board governance & development committee, financial development committee, human resources committee, outcome & impact committee, property & safety management committee, branding & marketing committee, legal and insurance committee, planning committee and planned giving & major gifts committee.

Section 2 -- The executive committee shall consist of the officers of the corporation, the vice chairs who oversee assigned standing committees, secretary, treasurer and other such members as may be deemed advisable. The committee meets on-call between regular meetings of the board of directors and assumes such duties and powers as are delegated to it by the board of directors.

Section 3 -- The board governance & development committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors. The chairperson shall be a member of the board of directors. It shall be the duty of the board development committee to report and make recommendations to the board of directors concerning all matters of board development, including: selection, recruitment, orientation, education, recognition, rotation and separation. The board development committee shall appoint a Board Governance committee that will recommend to the board of directors a slate of candidates to fill vacancies on the board and a slate of officers for election. The board development and Board Governance committees shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 4 -- The financial development committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors and shall include the treasurer. The chairperson shall be a member of the board of directors. It shall be the duty of the financial development committee to report and make recommendations to the board of directors concerning all the financial affairs of the corporation, including charging sub-committees to plan, direct and lead in the areas of resource development and budget & finance. The financial development committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 5-- The human resource committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors. The chairperson shall be a member of the board of directors. It shall be the duty of the human

resource committee to report and make recommendations to the board of directors concerning all matters of human resources. The human resource committee will provide oversight and insure child safety standards regarding background checks and employee hiring rigor. The human resource committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 6 -- The outcomes & impact committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors. The chairperson shall be a member of the board of directors. It shall be the duty of the program committee to report and make recommendations to the board of directors concerning the programs, their level of impact and return on investment for the corporation, their relative healthfulness, safety and adequacy of supervision. The program committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 7 -- The property & safety management committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors. The chairperson shall be a member of the board of directors. It shall be the duty of the property management committee to report and make recommendations to the board of directors concerning the maintenance of the building and other properties of the corporation including the retention of adequate limits of property and casualty insurance and the provision of safety for children as required by Boys & Girls Clubs of America and loss prevention programs for the guidance of staff. The property management committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 8 -- The marketing & branding committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors. The chairperson shall be a member of the board of directors. It shall be the duty of the marketing committee to report and make recommendations to the board of directors concerning all matters of the development and execution of an annual marketing plan. The marketing committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 9 -- The legal and insurance committee, including the services of a competent insurance broker, reviews the insurance portfolio of the Boys & Girls Club annually to determine that adequate limits of coverage are kept in force. It develops and gives board leadership to a loss-prevention program to assure the safe and healthful operation of the Boys & Girls Club, protection of youth members, board leadership, and professional staff. The legal and insurance committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 10 -- The planning committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors. The chairperson shall be a member of the board of directors. It shall be the duty of the planning committee to report and make recommendations to the board of directors concerning all matters of planning, including the implementation of a strategic planning process. The planning committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 11 – The planned giving & major gifts committee shall consist of at least three (3) members, exclusive of ex-officio members, of the corporation and board of directors. The committee shall include the services of competent legal and financial counsel. The chairperson shall be a member of the board of directors. It shall be the duty of the planned giving committee to report and make recommendations to the board of directors concerning all matters of the development and execution of a comprehensive planned giving program. The planned giving committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

ARTICLE III – CHIEF VOLUNTEER OFFICER

The CHIEF VOLUNTEER OFFICER shall: be elected for a two year term, preside at all meetings of the members of the corporation and the board of directors; appoint the members of all committees and be an ex-officio member of all such committees; sign such papers as may be required by his/her office or as may be directed by the board of directors; make such reports and recommendations to the board of directors and to the members of the corporation at any regular or special meetings concerning the work and affairs of the corporation, as his/her judgment may be necessary for their information and guidance; request from the treasurer, secretary and CHIEF PROFESSIONAL OFFICER such reports as in his/her judgment are necessary; and perform such other duties as may be incidental to the office.

ARTICLE IV - VICE-CHAIRS & COMMITTEES

The vice-chairs, in the order named by the board of directors, as chief volunteer-elect, shall perform the duties of the CHIEF VOLUNTEER OFFICER in case of his/her absence, resignation or inability to act.

There shall be three (3) vice chairs, each responsible for one of the following general areas: operations, financial and support services. Each general area will be assigned committees and sub-committees related to the work of that area. The vice chair of operations will oversee and facilitate the functions of the human resource, program and property management committees. The vice chair of support services will oversee and facilitate the board development, marketing, planning, and the legal and insurance committees. The vice chair of financial development will oversee and facilitate the budget and finance, resource development and planned giving sub-committees.

ARTICLE V – SECRETARY

The secretary shall: issue in writing all notices of meetings of members of the corporation and board of directors; notify individuals elected to office or to membership of the corporation or to board of directors; keep complete records of the meetings of the members of the corporation and of the board of directors, including an accurate record of attendance of members; notify the Board Governance committee of persons dropped from membership in the corporation for nonattendance or other cause; furnish the Board Governance committee with a list of officers and members of the board of directors whose terms shall expire at the next annual meeting; mail such other notices as may be directed by the board of directors; be custodian of all records of the corporation, except such records and papers as shall be kept by the treasurer as herein provided; sign such papers

as may be required by his/her office or as directed by the board of directors; and perform such other duties as may be incidental to the office.

ARTICLE VI – TREASURER

The treasurer shall: , receive all monies of the corporation and have custody thereof; deposit the funds of the corporation in one or more banks selected by the board of directors, to be disbursed in accordance with the directions of, and upon the signatures of, persons designated by the board of directors; keep a full account of all monies received and paid out and make such reports thereof to the CHIEF VOLUNTEER OFFICER and board of directors as they may require; receive and have custody of all deeds, securities, notes, contracts and other financial papers of the corporation and place them for safekeeping in the safe deposit vaults of a bank designated by the board of directors and under such rules of access as such board of directors shall determine; keep full account of all deeds, securities, notes and financial papers of the corporation and make such reports thereof to the CHIEF VOLUNTEER OFFICER and board of directors as they may require; serve as the chair of and point an audit committee to cause the books of account of the corporation to be audited at least once annually by a public accountant approved by the audit committee & board of directors; cause to be prepared and present at each annual meeting of the members of the corporation a comprehensive financial statement including the report of the accountant; sign such papers as may be required by his/her office or as may be directed by the board of directors; and perform such other duties as may be incidental to the office. He/she may be required by the board of directors to give such bonds as they shall determine for the faithful performance of his/her duties. The treasurer will serve as a member of the financial development committee.

ARTICLE VII - CHIEF PROFESSIONAL OFFICER

Section 1 -- The CHIEF PROFESSIONAL OFFICER shall: be evaluated annually by a task force of board and or community y leaders, manage the affairs and direct the work and employees of the corporation, subject to, and in accordance with, the directions of the board directors; prepare budgets of expense for the approval of the financial development committee; and be authorized to incur expenses in accordance with the approved budget or as directed by the board of directors.

Section 2 -- The CHIEF PROFESSIONAL OFFICER shall attend all meetings of the board of directors unless otherwise directed by the board of directors and shall be an ex-officio member of all committees.

Section 3 -- The CHIEF PROFESSIONAL OFFICER shall from time to time make reports of the work and affairs of the organization to the CHIEF VOLUNTEER OFFICER, board of directors and members of the corporation at their annual, monthly and special meetings.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE IX – AMENDMENTS

These bylaws may be amended by a majority vote of the members of the entire board of directors at any regular or special meeting called for that purpose, provided notice of the proposed change is given in the notice of the meeting at least ten (10) days prior to the meeting.

ARTICLE X - SPECIAL AGENT

The registered agent shall be and the registered office of said corporation shall be

ARTICLE XI – INCORPORATORS

Name

Address

IN WITNESS WHEREOF, the undersigned Incorporators have subscribed their names to the Articles of Incorporation on this the ____ day of _____,

Signatures

State of

County of

Sworn to and subscribed before me this the _____ day of _____, 19 ____.

Notary Public

My commission expires: