

SAMPLE CONSTITUTION OF BOYS & GIRLS CLUB OF ANYTOWN

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, especially those who need us most, 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 IV – MEETINGS

Section 1 -- The first meeting 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 corporation shall be held in [SELECT MONTH] 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 Executive Office; to elect members of the board of directors and to act on any other matters that may properly come before the annual meeting. The secretary shall notice such meeting to the board of directors at least thirty (30) days before the date of the meeting.

Section 4 -- Special meetings of the corporation may be held at the call of the board of directors. The secretary shall notice such meetings to members of the board of

directors at least ten (10) days before the date of the meeting, and these notices shall contain the purpose of the meeting.

Section 5 -- 51 percent of the members of the board 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.

Section 6. – The act of the majority of the members of the board present at any meeting at which a quorum is present shall be the act of the board.

ARTICLE V – BOARD GOVERNANCE COMMITTEE

Section 1 -- At each annual meeting of the corporation, the board of directors shall elect, or authorize the appointment by the Board Chair 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 nominations for members of the board of directors. If the appointment of a Board Governance committee by the Board Chair 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.

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 the Boys & Girls Club(s); 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 Executive Officer; 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 board of directors 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 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. 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.

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 six months before the date of the annual meeting, the Board Governance committee shall discuss the names of the members of the board of directors whose terms will expire at such annual meeting and any renewals.

Section 8 -- The Human Resources & Compensation committee will oversee the annual performance review of the board president and will oversee the president's evaluation of the other executive officers of the corporation, in each case taking into account the goals and objectives of the corporation and any other factors the Human Resources & Compensation Committee deems relevant. The Human Resources & Compensation Committee will report its findings and ultimate decision to the board.

Section 9 -- A board member may resign from the board upon written notice to the board. The board may accept or reject such resignation in its discretion after consultation with the **[Board Governance and Engagement Committee]/[Executive Committee]**. Upon the recommendation of the Board Governance and Engagement Committee or the Executive Committee, the board may request a director to resign from the board and submit his or her resignation in line with the corporation's resignation policy.

[Section 10 – Term limits provision for consideration: A board member may not be nominated for re-election to the board following the board member's completion of two consecutive terms of service on the board, unless requested to stay on by the board. Following a one-term break in such board member's service on the board, such board member may be nominated for re-election to the board and, if elected, serve for additional terms subject to the earlier limitation on consecutive service.]

ARTICLE VII – OFFICERS

Section 1 -- The officers of the corporation shall be a Board Chair, a Board Chair-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 two years or until their successors are elected. Each vice chair will be assigned two 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 EXECUTIVE OFFICER

The board of directors shall appoint an Chief Executive 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 – INDEMNIFICATION

In accordance with and subject to the policies and procedures established by the board of directors, the corporation shall, to the fullest extent permitted by the Nonprofit Corporation Code of the State of **[X]**, indemnify, defend, and hold harmless each member of the board, 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 directors, 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, bylaw, agreement, vote of disinterested members of the board, or otherwise.

ARTICLE X – BYLAWS

The board of directors shall have the power to adopt bylaws regulating the affairs and prescribing the duties of the officers and Chief Executive Officer of the corporation, which bylaws shall not be inconsistent with the constitution. Any changes to the bylaws require a 2/3 quorum and vote of the board of directors.

ARTICLE XI – 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 XII - 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 XIII – AMENDMENTS

The constitution may be amended upon a two-thirds vote of board of directors QUORUM 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 XIV - 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 board chair 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 committee, financial development committee, human resources committee, outcome & impact committee, safety 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 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 governance 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 governance committee shall 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 governance & development committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 4 -- The Finance & Audit 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 to, 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 Safety Committee shall consist of five to seven 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 Safety Committee to plan, report and make recommendations to the board of directors concerning all aspects of safety, including physical and emotional safety of youth served, facilities management, emergency management, child sexual abuse prevention and disaster preparedness. The Safety Committee will ensure compliance with Boys & Girls Clubs of America safety-related membership requirements, including, but not limited to, the implementation of the required safety policies, the annual performance of compliant background checks, and the retention of adequate limits of all insurance required by Boys & Girls Clubs of America. The Safety Committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

[Section – OPTIONAL COMMITTEE – 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 outcomes & impact 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 outcomes & impact committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.]

[Section – OPTIONAL COMMITTEE – -- 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 & branding 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 & branding committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.]

[Section – OPTIONAL COMMITTEE – -- 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 – OPTIONAL COMMITTEE – -- 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 & major gifts 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 & major gifts committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.]

ARTICLE III – BOARD CHAIR

The Board Chair 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 Executive 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 board chair 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 & development committee of persons dropped from membership in the corporation for nonattendance or other cause; furnish the board governance & development 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 board chair 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 board chair 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 EXECUTIVE OFFICER

Section 1 -- The Chief Executive 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 Executive 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 Executive Officer shall from time to time make reports of the work and affairs of the organization to the Board Chair, 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: