

BYLAWS OF THE BOYS AND GIRLS CLUBS OF THE FOX VALLEY

Article I 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 members; have custody and management of the land, buildings, equipment, securities and all other property of the Corporation; adopt the Annual budget of the Corporation; borrow money; raise and disburse funds; invest and reinvest funds of the corporation; buy and exchange properties and securities for the Corporation; make contracts; appoint the Executive Director and appoint, or delegate the power to appoint other employees of the Corporation; fix the compensation of all 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 optimal number of Directors may be changed at any Annual meeting, provided there shall not be less than 11 members of the Board of Directors.

Section 3. At each Annual meeting of the organization nominated individuals will be elected to serve as Directors for three-year terms. Directors may be nominated to unlimited subsequent terms. As may be necessary from time to time, Directors may be assigned abbreviated terms of one or two years in an attempt to maintain a staggered rotation of Directors joining the Board, midterm, and completing their term.

Section 4. The Board of Directors shall have the power to fill vacancies in its own membership. Such new members shall hold office until the next Annual meeting.

Section 5. A majority of the members of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors.

Section 6. Regular meetings of the Board of Directors shall be held as often as necessary at such places and times as the Board of Directors shall designate.

Section 7. Special meetings may be held at the call of the President or of one-third of the members of the Board of Directors, providing a notice of the time of the meeting is given to each member.

Article II COMMITTEES

Section 1. There shall be nine (9) standing committees: an Executive Committee, Board Development Committee, Finance Committee, Resource Development

Committee, Personnel Committee, Program Committee, Property Management Committee, Marketing and Communications Committee, and Legal and Insurance Committee.

Section 2. The Executive Committee shall consist of the officers of the Corporation and other 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 Development Committee shall consist of at least three (3) members, exclusive of ex-officio members of the Corporation and the Board of Directors. The President shall be a member of the Board of Directors. It shall be the duty of the Board Development Committee to report and recommend to the Board of Directors a slate of candidates to fill vacancies on the Board of Directors and to present a slate of officers for election at each Annual meeting. The Board Development Committee shall be responsible for the recruitment of new Board members; determine criteria for Board member election; and recognize Board members through an awards program. The Board Development Committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 4. The Finance 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 President shall be a member of the Board of Directors. It shall be the duty of the Finance Committee to report and make recommendations to the Board of Directors concerning all financial affairs of the Corporation. The Finance Committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 5. The Resource Development Committee shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation and Board of Directors. The President shall be a member of the Board of Directors. It shall be the duty of the Resource Development Committee to report and make recommendations to the Board of Directors concerning all resource development affairs of the Corporation. The Resource Development Committee shall appoint a secretary from among its members who shall keep and accurate record of its meetings.

Section 6. The Personnel Committee shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation and Board of Directors. The President shall be a member of the Board of Directors. It shall be the duty of the Personnel Committee to report and make recommendations to the Board of Directors concerning all matters of personnel. The Personnel Committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 7. The Program Committee shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation and 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 of the Corporation, their relative healthfulness, the 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 8. The Property Management Committee shall consist of at least three members, exclusive of ex-officio members, of the Corporation and Board of Directors. The President 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 building(s) and other properties of the Corporation including the retention of adequate limits of property and casualty insurance and the provision of safety and loss prevention programs for the guidance of the staff. The Property Management Committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 9. The Marketing and Communications Committee shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation and Board of Directors. It shall be the duty of the Marketing and Communications Committee to report and make recommendations to the Board of Directors concerning all matters of public relations. The Marketing and Communications Committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Section 10. The Legal and Insurance Committee should be chaired by an attorney, and shall handle all legal matters pertaining to the Boys & Girls Club operations, including compliance with local, state and federal laws and regulations. The Committee, including the services of a competent Insurance broker (who may not necessarily be a Board member), reviews the insurance portfolio of the Boys and Girls Club annually to determine that adequate limits of coverage are kept in place. It develops and gives the Board leadership to a loss-prevention program to assure the safe and healthful operation of the Club. The Legal and Insurance Committee shall appoint a secretary from among its members who shall keep an accurate record of its meetings.

Article III OFFICERS

Section 1. The officers of the Corporation shall be a President, a President-Elect, one or more Vice Presidents, the immediate Past President, a Secretary and a Treasurer, and such other officers as the Board of Directors may determine, who shall have such powers, duties, functions, and responsibilities as hereinafter provided. The President-Elect and the Vice President may be the same individual.

Section 2. Officers shall be elected by majority vote those Board members present at the Annual meeting of the Corporation or by a majority vote of those Board members present at any duly called and constituted meeting of the Board of Directors.

Section 3. The President shall: preside at all meetings of the members of the Corporation and of the Board of Directors; appoint the members of all Committees and be an ex-officio member of all Committees; sign such papers as may be required by her/his 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 her/his judgment may be necessary for their information and guidance; request from the treasurer, secretary and executive director such reports as in her/his judgment are necessary; and perform such other duties as may be incidental to the office.

The President-Elect shall perform the duties of the President in case of her/his absence, resignation or inability to act.

A dedicated effort shall be made by the President to include in leadership decisions, provide a mentoring relationship to, and delegate duties to the President-Elect as preparation for their taking over the Presidency.

The Secretary shall: Issue in writing all notices of meetings of members of the Corporation and of the Board of Directors; notify individuals elected to office or membership of the Corporation or to the 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 Development Committee of persons dropped from the membership in the Corporation for non-attendance or other cause; furnish the Board 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 her/his office or as directed by the Board of Directors; and perform such other duties as may be incidental to the office.

The Treasurer shall: have responsibilities for all moneys of the Corporation and have custody thereof; deposit funds of the Corporation in one or more banks selected by the Board of Directors, to be disbursed in accordance with directions of, and upon the signatures of, persons designated by the Board of Directors; keep a full account of all moneys received and paid out and make such reports thereof to the President 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 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 President and Board of Directors as they may require; cause the book of the account of the Corporation to be audited at least once Annually by a

certified public accountant; sign such papers as may be required by he/his office or as may be directed by the Board of Directors; and perform such other duties as may be incidental to the office. The Treasurer may delegate of the above listed duties to an appropriate staff member or bookkeeper employed by the organization. The treasurer may be required by the Board of Directors to give such bonds, as they shall determine for the faithful performance of her/his duties.

The Immediate Past President: shall act as a consultant to the current President and other Officers, and assigned tasks from time to time if needed, by the President.

Article IV EXECUTIVE DIRECTOR

Section 1. The Executive Director shall: manage the affairs and direct the work and employees of the Corporation, subject to, and in accordance with, the directions of the Board of Directors; prepare budgets of expense for the approval of the Finance and Resource Development Committee; and be authorized to incur expenses in accordance with approved budget, or as directed by the Board of Directors.

Section 2. The Executive Director 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 Executive Director shall from time to time make reports of the work and affairs of the organization to the President, Board of Directors and members of the Corporation at the Annual and special meetings.

Article V AREA COUNCIL LIAISON

There shall be an Area Council Liaison appointed by the President to help plan and promote Area Council activities and to encourage the participation of Board members in appropriate Area Council events.

Article VI FISCAL YEAR

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

Article VII 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 the purpose, provided notice of the proposed change(s) is given in the notice of the meeting at least seven (7) days prior to the meeting.

