

By-Laws of the Boys & Girls Club Fox Valley, Inc.

ARTICLE I **NAME**

Section 1. The name of the Corporation shall be Boys & Girls Club Fox Valley, Inc.

Section 2. **Doing Business As**

The Corporation will generally conduct business as Boys & Girls Clubs of the Fox Valley.

ARTICLE II **PRINCIPAL OFFICE**

The principal office of the Corporation is:
160 South Badger Avenue, Appleton, WI 54914.

ARTICLE III **MEMBERS**

Section 1. **Members**

The members of the Corporation shall be one and the same as the Directors on the Board of Directors.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. **Duties and Powers**

The business, property and affairs of the Corporation shall be managed by a Board of Directors which shall have the authority to manage the Corporation to the extent provided by Wisconsin Law.

Section 2. **Number**

The optimal number of Directors may be changed at any Annual Meeting, provided there shall not be fewer than 11 members of the Board of Directors.

Section 3. **Meetings**

A. Annual Meeting.

In each calendar year, an Annual Meeting of the members shall be held. The Board of Directors shall give at least 30 days' written notice of an Annual Meeting to each member at the address of the member shown in the records of the Corporation. It shall be the responsibility of each member to inform the Corporation of any change in address.

B. Regular meetings.

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. The Annual Meeting shall be considered a regular meeting.

By-Laws of the Boys & Girls Club Fox Valley, Inc.

C. Special meetings.

Special meetings may be held at the call of the President or of one-third of the members of the Board of Directors, providing written notice of the time of the meeting and the business to be transacted at the meeting is given to each member at least 24 hours in advance.

Section 4. Election and Terms

At each Annual Meeting of the organization where a quorum has been established, nominated individuals will be elected by majority vote 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 5. Vacancies and Additions

The Board of Directors shall have the power to fill vacancies or add members at any regular or special meeting of the Board of Directors. Such new members shall hold office until the next Annual Meeting.

Section 6. Quorum

A majority of the members in attendance of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board of Directors. A quorum will persist until the President or presiding Officer adjourns the meeting regardless of the number of members who remain in attendance after the quorum has been established.

Section 7. Procedure

Meetings shall be conducted pursuant to Robert's Rules of Order unless some other procedure is approved by a majority vote of members present.

Section 8. Attendance

A member is considered to be in attendance at any meeting of the Board of Directors provided the member in question can both simultaneously hear and be heard by all other members at the meeting.

Section 9. Voting

Members shall have all privileges of membership and shall each be entitled to one vote on any matter requiring a vote. Proxy voting shall not be permitted.

Section 10. Unanimous Consent of Directors in Lieu of Meeting

Any action, which may be taken at a meeting of the Board, may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed as directed by the Secretary of the Corporation.

By-Laws of the Boys & Girls Club Fox Valley, Inc.

Section 11. **Removal of Directors**

Upon a recommendation by a vote of a majority of the Board of Directors, members may be removed by a vote of two-thirds of all members in attendance at any regular or special meeting of the Board of Directors.

Section 12. **Compensation**

Members shall receive no compensation but may be entitled to reimbursement of out-of-pocket expenses as approved by the Board of Directors.

Section 13. **Indemnification**

Members shall be entitled to indemnification for actions as directors to the extent permitted by Wisconsin Law.

Article V **COMMITTEES**

Section 1. **Executive Committee**

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 may be delegated to it by the Board of Directors from time to time. The Executive Committee may act as the Board of Directors in exigent circumstances provided such actions are subject to prompt review by the Board of Directors.

Section 2. **Standing Committees**

The Board of Directors may establish any standing or ad hoc committees as it deems appropriate, provided that such committees may not exercise the powers of the Board.

There shall be eight standing committees: Board Development Committee, Finance Committee, Resource Development Committee, Personnel Committee, Program Committee, Safety Committee, Facilities Committee, and Legal and Insurance Committee.

A. The *Board Development Committee* shall consist of at least three (3) members, exclusive of ex-officio members of the Corporation. The Chairperson 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 keep an accurate record of its meetings.

B. The *Finance Committee* shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation and shall include the

By-Laws of the Boys & Girls Club Fox Valley, Inc.

Treasurer. The Chairperson shall be the Treasurer 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 keep an accurate record of its meetings.

C. The *Resource Development Committee* shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation. The Chairperson 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 keep an accurate record of its meetings.

D. The *Personnel Committee* shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation. The Chairperson 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 keep an accurate record of its meetings.

E. The *Program Committee* shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation. 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 effectiveness and strategic importance. The Program Committee shall keep an accurate record of its meetings.

F. The *Facilities Committee* shall consist of at least three (3) members, exclusive of ex-officio members, of the Corporation. It shall be the duty of the Facilities Committee to report and make recommendations to the Board of Directors concerning the maintenance of building(s) and other properties of the Corporation. The Facilities Committee shall keep an accurate record of its meetings.

G. The *Legal and Insurance Committee* shall consist of at least three (3) members, exclusive of ex-officio members of the Corporation. The Chairperson shall be a member of the Board of Directors and shall be an attorney. It shall be the duty of the Legal and Insurance Committee to handle all legal matters pertaining to the Corporation's 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. The Legal and Insurance Committee shall keep an accurate record of its meetings.

By-Laws of the Boys & Girls Club Fox Valley, Inc.

H. The *Safety Committee* shall consist of at least two (2) members, exclusive of ex-officio members of the Corporation. The Chairperson shall be a member of the Board of Directors. The Safety Committee shall meet regularly to oversee and make recommendations on all aspects of safety affecting Club members and program clients, staff, volunteers, and visitors such as assessments, inspections, cost estimating, training, and measurement. The Safety Committee shall keep an accurate record of its meetings.

Article VI OFFICERS

Section 1. Positions

The officers of the Corporation shall be a President, a President-Elect or immediate Past-President, one or more Vice Presidents, 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.

A. 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 Chief Executive Officer such reports as in her/his judgment are necessary; and perform such other duties as may be incidental to the office.

B. The *President-Elect* shall perform the duties of the President in case of her/his absence, resignation or inability to act. The Vice President(s), in the order named by the Board of Directors, followed by the Immediate Past President, shall perform the duties of the President in the case of the President's and President-Elect's absence, resignations or inability to act. The President-Elect, Vice President(s) or the Immediate Past President shall perform such other duties as the President or the Board of Directors prescribes. 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 his/her taking over the Presidency.

C. The *Secretary* shall maintain all records of the Corporation and shall prepare minutes of all meetings of the Board of Directors.

D. The *Treasurer* shall have custody of the funds of the Corporation and shall maintain all financial records of the Corporation. The treasurer shall report to the President and the Board of Directors on the financial status of the Corporation.

By-Laws of the Boys & Girls Club Fox Valley, Inc.

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

Section 2. Election and Terms

Officers shall be elected by majority vote of 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. All Officer positions will have a term of one (1) year except the President's position which will have a two (2) year term.

Article VII CHIEF EXECUTIVE OFFICER

Section 1. Appointment

The Board of Directors shall have the power to appoint the Chief Executive Officer.

Section 2. Duties

The Chief Executive Officer 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 Executive Committee; and be authorized to incur expenses in accordance with the needs of the Corporation or as directed by the Board of Directors. The Chief Executive Officer 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 regular and special meetings of the Board of Directors.

Section 3. Attendance at Meetings of the Board of Directors

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.

Article VIII AREA COUNCIL LIAISON

Section 1. Appointment

The President or his or her designee shall serve as the Area Council Liaison and shall help promote Area Council activities to encourage the participation of members in Area Council events.

Article IX FISCAL YEAR

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

Article X AMENDMENTS

By-Laws of the Boys & Girls Club Fox Valley, Inc.

These by-laws 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.