

BOYS & GIRLS CLUB of MASSENA, INCORPORATED

BYLAWS

Adopted June 6, 2013, unrevised.

TABLE OF CONTENTS

Article I - Name and Purpose	Page 1
Article II - Membership	Page 2
Article III Board Directors	Page 3
Article IV Executive Officers and Duties	Page 6
Article V Chief Professional Officer	Page 8
Article VI Committees	Page 9
Article VII Fiscal Year	Page 11
Article VIII Bylaw Amendments	Page 12

BOYS & GIRLS CLUB of MASSENA, INCORPORATED

BYLAWS

Adopted June 6, 2013, unrevised.

Article I.

NAME AND PURPOSE

Section 1. NAME

- a. The name of this Corporation shall be Boys & Girls Club of Massena, Incorporated. (Hereinafter referred to as the "Corporation").

Section 2. LOCATION

- a. The office of the Corporation shall be located in the Village of Massena in the State of New York and/or in such other localities as may be determined by the Board of Directors (Board).

Section 3. PURPOSE

- a. The purpose of the Corporation shall be to enhance the quality of life for boys and girls in Massena and surrounding area ages 6 to 18 with special attention given to those who need us most as we strive to help youth reach their fullest potential to become responsible citizens and community leaders. Educational, recreational, arts and technological programs will be provided in a safe environment in which to play, learn and grow under the guidance of caring adult professionals acting as positive role models and mentors.
- b. To receive, invest and disburse funds, and to hold property for the Corporation.

Section 4. NON-PROFIT ORGANIZATION

- a. The Corporation shall have no capital stock. Its object and purpose shall be solely of a benevolent character, and not for individual pecuniary gain or profit to its members.
- b. No part of the income or assets of the Corporation shall inure to the benefit of any private individual or member.
- c. The purposes of the Corporation shall be served in accordance with the requirements of the applicable law of the State of New York relating to non-profit corporations and in such a manner as shall be consistent with the requirements of maintaining tax exempt status of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986; as amended, or any succeeding statute or governing regulation.
- d. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, member, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code as it now exists or may be amended.

(Article I, Section 4 Continued)

- e. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 5. DISSOLUTION

- a. The Corporation shall have perpetual existence, however, in the event of dissolution of the Corporation, all assets, real and personal, shall be distributed to organizations selected by the Board of Directors which are qualified under Section 501(c) (3) of the Internal Revenue Code. The selected organization or organizations must have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

Article II.

MEMBERSHIP

Section 1. NO MEMBERSHIP CLASSES

- a. The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

Section 2. NON-VOTING AFFILIATES

- a. The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation.
- b. The Board, a designated committee of the Board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.
- c. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent.
- d. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website.
- e. Affiliates have no voting rights, and are not members of the corporation.

Article III.

BOARD OF DIRECTORS

Section 1. POWERS

- a. 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 youth and formulate policies for the operation of the Boys & Girls Club of Massena.
- b. The Board shall have custody and management of the land, building, equipment, securities and all other property of the Corporation.
- c. The Board shall adopt the annual budget of the Corporation.
- d. The Board shall have authority to sell, buy and exchange properties and securities of the Corporation.
- e. The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.
- f. The Board shall have authority to designate officers authorized to sign documents on behalf of the Corporation and to enter into contracts.
- g. The Board shall appoint the Chief Professional Officer and fix the compensation of all employees of the Corporation.
- h. The Board shall have authority to perform all other duties and have such other powers as may be necessary to carry out the purpose of the Corporation.

Section 2. QUALIFICATIONS

- a. Individuals who are in sympathy with the purposes and objectives of the Corporation are eligible to become a member of the Board of Directors of the Corporation. Board Members shall be selected by the Board of Directors from nominees proposed by the Governance & Board Development Committee.

Section 3. TERM

- a. All Board Directorships shall carry a three year term commencing at the first meeting of the Board of Directors held after the Directors were elected and expiring on the date of the Annual Meeting of the Board of Directors in June. Initially, at the first Annual Meeting, Directors will be randomly appointed for 1, 2 and 3 year terms. There shall be no limit on the number of consecutive terms of Board directorship.
- b. The total number of Directors shall not be less than twelve (12) nor more than thirty-five (35).
- c. Any community individual, because of their expertise, may be asked to serve as a non-voting committee member of the Board of Directors.
- d. At a regular meeting of the Board of Directors held not less than thirty (30), nor more than ninety (90), days prior to the next Annual Meeting, the Secretary shall furnish the Governance and Board Development Committee with names of Directors whose terms will expire before the next Annual Meeting. Said list shall also include the names of Directors appointed on an interim basis to fill vacancies since the previous Annual Meeting.

(Article III, Section 3 Continued)

- e. If at any time the total number of Directors is less than 35, the Board of Directors may, by majority vote, appoint a new Director proposed by the Governance & Board Development Committee whose term shall expire at the next Annual Meeting. Such appointments may be made at a regularly scheduled meeting or a special meeting called in accordance with these bylaws. If a Director resigns or is removed prior to the expiration of his or her elected term of office, the Board of Directors may select an individual to fill the vacancy to serve the remainder, if any, of the resigned or removed Director's term of office.
- f. In the event that these Bylaws are amended to provide for a greater or lesser number of elected Directors, the Board of Directors shall implement the change by increasing or decreasing the number of Directors elected. No Director shall be removed prior to the expiration of his or her term of office in order to effectuate a reduction in the number of Directors.

Section 4. QUORUM

- a. One-third of the Directors then in office shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors and all actions may be taken by a majority vote of the Directors present at a meeting with a quorum, except as otherwise specifically provided in these Bylaws, the Articles of Incorporation or the laws of the State of New York.

Section 5. MEETINGS

- a. Regular meetings of the Board of Directors shall be held monthly from September through May at such time and place as the Board of Directors shall determine.
- b. The Annual Meeting of the Board of Directors shall be held the first Thursday in June at a time and place to be determined by the Board. The Annual Meeting shall serve as the Corporation's annual organizational meeting for the election of officers, State of the Corporation reports from the Chief Professional Officer and Treasurer and such other business as the Board of Directors deems necessary.
- c. Special Meetings of the Board of Directors may be called by the President, if necessary, or upon written petition of five (5) or more Directors. A written petition shall be presented to the board no fewer than five (5) days prior to the Special Board of Directors Meeting. The petition shall be signed by all petitioners including the five (5) Directors. The time, location, and date of the Special Board of Directors Meeting shall be determined by the President or designee and shall be announced to all Directors and interested parties.
- d. The presence of one-third (1/3) or more of the serving Board Directors shall be required to constitute a quorum except for Emergency Meetings.
- e. Emergency Meetings of the Board of Directors may be called by the President in extraordinary circumstances. The time, location, and date of the Emergency Board of Directors Meeting shall be determined by the President or designee. The President shall use his or her best efforts to provide at least 24 hours actual advance notice of an emergency meeting to all Directors. The presence of five or more of the serving Board Directors shall be required to constitute a quorum for Emergency Meetings. All actions taken at an Emergency Meeting shall be confirmed at the next Regular or Special Board of Directors meeting by majority vote.

(Article III, Section 5 Continued)

- f. Committee meetings will be called by the Committee Chair or President as needed.
- g. When an action is to be taken by a vote of the Directors, it may be authorized by a majority vote of Board Directors present at a meeting with a quorum, except as otherwise provided in these Bylaws, the Articles of Incorporation of the laws of the State of New York.

Section 6. RULES OF ORDER

- a. Meetings will be governed by “Roberts Rules of Order” (latest edition) unless specifically covered herein. A Board Director (with the exception of the President or Acting Chairperson) shall assume the responsibilities of parliamentarian and the Parliamentarian shall enforce the Roberts Rules of Order (or set of abbreviated rules) at all Regular, Special and Emergency meetings. The Parliamentarian shall establish predetermined time limits and rules for conduct.

Section 7. REGULAR ORDER OF BUSINESS

The following shall be the regular order of business at all meetings.

- Roll Call
- Reading of the Minutes
- Treasurer’s Report
- Chief Professional Officer’s Report
- Committee Reports
- Old Business
- New Business
- Adjournment

Section 8. BOARD DIRECTOR REQUIREMENTS

- a. All Directors shall: (a) Remain Board Directors in good standing; (b) Attend regular meetings of the Board of Directors and standing committees to which they are assigned; and (c) Make an annual financial contribution to Boys & Girls Club of Massena, Inc.
- b. If a Director fails to attend three (3) consecutive meetings of the Board of Directors, or otherwise fails to perform his/her duties, his/her office may be declared vacant by a majority vote of the Board of Directors, after his/her having been notified in writing of the action to be taken at the next regular meeting and the opportunity afforded him/her of being granted a hearing before the Executive Committee. Prior to any vote being taken, no delay may be given except for grievous reasons approved by the President.
- c. Any Director of the Corporation may be removed from office for good cause shown by the affirmative vote of two-thirds (2/3) of the Board of Directors present at a special meeting held for that purpose, but only after an opportunity to be heard by the Executive Committee has been given the individual concerned.
- d. Any Director of the Corporation may be excused from a meeting of the Board for good and sufficient reason being given to the President. The President must be contacted by the Director prior to the meeting. In place of the President, the Vice President may permit a Director to be excused. Directors who are excused will not be considered to have missed that meeting. The use of the excused status will not interrupt the chain of missed meetings for action as required by paragraph (b).

(Article III, Section 8 Continued)

- e. Under just and sufficient reason, a Director may be placed in a non-attendance status only if he/she satisfies the Executive Committee that he/she in fact is still functioning as a Director in all categories except for attending the monthly meetings. The length of this non-attendance status is to be determined by the Executive Committee and reviewed each three (3) months.

Article IV.

EXECUTIVE OFFICERS AND DUTIES

Section 1. EXECUTIVE OFFICERS

- a. The Executive Officers of the Corporation shall be President, Vice-President, Treasurer, and Secretary, all of whom shall be elected by the Board of Directors, from their own body. Officers shall be elected at the Annual Meeting of the Board of Directors in June and shall hold office for a term of one (1) year.
- b. No person shall hold more than one (1) office at one (1) time.
- c. In addition to the specific enumerated duties of officers as prescribed herein, any officer shall perform such other duties as customarily appertain to his/her office or as he/she may be directed to perform by resolution of the Board of Directors not inconsistent with these Bylaws or existing statutes.
- d. When any officer is absent, disqualified or otherwise unable to perform the duties of his/her office, the Board of Directors may designate another Director of the Board to act temporarily in his/her place.
- e. All Executive Officers of the Corporation shall serve without compensation.

Section 2. PRESIDENT

The President Shall:

- a. Preside at all meetings of the Board of Directors.
- b. Act as contracting officer for the Corporation in connection with all business authorized by the Board of Directors and, together with the Recording Secretary, sign all official contracts, agreements, authorizations and applications pertaining to the Corporation's business.
- c. Direct and supervise all employees of the Corporation. This authority may be delegated to one of the standing committees by the President.
- d. Sign checks, for the disbursement of funds for the Corporation.
- e. Appoint the members of all committees and the Committee Chair.
- f. Make such reports and recommendations to the Board of Directors concerning the work and affairs of the Corporation as may be necessary for their information and guidance.
- g. Require such reports from the other officers and the Chief Professional Officer as are necessary.

(Article IV Continued)

Section 3. VICE-PRESIDENT

The Vice-President Shall:

- a. Have and exercise all the powers, authority and duties of the President during the absence or disability of the latter, and shall have such powers and perform such duties as may be delegated to him by the President.
- b. The Vice-President is authorized to sign checks for disbursement of the funds of the Corporation.

Section 4. TREASURER

The Treasurer Shall:

- a. Have custody of all funds, securities, valuable papers and other assets of the Corporation, subject to such limitations and control as may be imposed by the Board of Directors.
- b. Deposit all funds within a reasonable period of their receipt in a federally insured institution designated by the Board of Directors in the name of the Boys & Girls Club of Massena, Inc.
- c. Have authority to sign checks for the disbursement of the Corporation's funds.
- d. Collect the Corporation's revenues.
- e. Provide and maintain full and complete records of all the assets and liabilities of the Corporation and submit same for audit as directed by the President.
- f. Give an accounting of funds at the regular meeting of the Board of Directors.
- g. Give an annual accounting of funds at the Annual Meeting in June.
- h. Prepare, or cause to prepare, such financial reports and tax returns as are required by law.
- i. The Board of Directors may require the Treasurer to give such fidelity and surety bonds as the Directors shall determine necessary, the cost of which will be paid by the Corporation.

Section 5. SECRETARY

The Secretary Shall:

- a. Prepare and maintain full records of all meetings of the Board of Directors including complete returns of all elections conducted in such meetings. He/she shall give or cause to be given, in the manner herein prescribed, proper notice of all meetings to the Directors. Together with the President he/she shall sign all official contracts, agreements, authorizations, and applications pertaining to the Corporation's business.
- b. Prepare and cause to be mailed or distributed all correspondence of the Corporation and shall maintain a file of all such correspondence.
- c. Oversee the Records Retention Policy as adopted by the Board of Directors.

Article V.

CHIEF PROFESSIONAL OFFICER

Section 1. APPOINTMENT

- a. The Board of Directors shall be empowered to appoint or remove the Chief Professional Officer (a.k.a. Executive Director) of the Corporation, fix the compensation for that position and prescribe the duties and terms of employment.

Section 2. DUTIES

- a. The Chief Professional Officer shall manage the business of the Corporation, formulate administrative procedures to implement the policies adopted by the Board of Directors, direct the employees of the Corporation, prepare budgets for review by the Finance Committee and Board of Directors, incur expenses in accordance with the approved budget or as directed by the Board of Directors and, with the assistance of the Secretary, maintain current lists of Board Directors and Officers. The Chief Professional Officer shall further perform such other duties as may be directed by the Board of Directors and shall act at all times subject to, and in accordance with, the directions of the Board of Directors.
- b. The Chief Professional Officer shall be a non-voting ex-officio member of the Board of Directors, but shall not be counted as a Director for purposes of determining the number of Directors required for a quorum. The Chief Professional Officer shall also be a non-voting ex-officio member of all standing committees and of ad hoc committees on appointment by the President.
- c. The Chief Professional Officer shall attend all meetings of the Board of Directors and the appropriate committees.
- d. The Chief Professional Officer shall prepare and review annually, a policy manual which sets forth regulations for the operation of the daily activities of the Boys & Girls Club of Massena. The policy manual will be approved yearly at the Annual Meeting and may be modified or amended as needed at any time by majority vote of the Board of Directors.
- e. At the direction of the President, and at least annually, the Chief Professional Officer shall prepare reports on the status of the Corporation for presentation to the President, Board of Directors, and to the General Public at their Annual Meeting or special meetings.
- f. The Chief Professional Officer, after consultation with the Executive Committee, shall employ all staff members in accordance with the position and salary range established by the board. The Chief Professional Officer shall have the power to dismiss an employee after consultation with the Executive Committee.

Article VI.

COMMITTEES

The President shall be a member, ex officio, of all committees. The Board of Directors is responsible for approving and adopting any committee recommendations.

Section 1. APPOINTMENT

- a. In addition to the committees authorized by these Bylaws, the Board of Directors may create or terminate such standing and ad hoc committees as it shall deem proper and shall prescribe the duties of each committee and the number of committee members.
- b. Any member of the Board of Directors shall be eligible for the appointment to a committee.
- c. Individuals in the community having specific expertise in reference to the charge of the committee can also be committee members.
- d. The President shall have the power to appoint from time to time, with the approval of the Board of Directors, the Chairperson and those committee members deemed necessary to carry out the activities of the Corporation.
- e. The President shall be a non-voting ex-officio member of all committees, except that the President shall be entitled to vote in the Executive Committee. The Vice President shall be an ex-officio member of such committees and with such powers as specified in Article IV, Section 3 of these Bylaws.
- f. All committees shall operate under the supervision of the Board of Directors.
- g. Minutes of committee meetings shall be kept and written reports filed with the Board of Directors by the committee chairperson, upon completion of the activity.

Section 2. STANDING COMMITTEES

- a. The following shall be standing committees and shall have the duties and sub- committees determined by the Board of Directors:
 - Executive Committee
 - Governance and Board Development Committee
 - Facility Committee
 - Finance Committee
 - Capital Campaign Committee
 - Public Relations/Marketing Committee
 - Fundraising/Special Events Committee
- b. A majority of the committee members shall constitute a quorum for purposes of conducting all committee business and all actions may be taken by a majority vote of the Directors present at a meeting with a quorum.
- c. All committees shall operate with rules adopted by the Board Directors and consistent with these Bylaws.

(Article VI Continued)

Section 3. EXECUTIVE COMMITTEE

- a. The Executive Committee shall consist of the elected officers of the Corporation and the committee chairs. The President shall serve as chairperson of the Executive Committee.
- b. The Executive Committee shall meet when called by the President and shall assume such duties and powers as are delegated to it by the Board of Directors, but shall not assume the authority of the Board of Directors unless so authorized.
- c. At each meeting of the Board of Directors, the President shall report to the Board on all actions taken by the Executive Committee since the previous Board of Directors meeting.
- d. The Executive Committee is responsible for developing personnel policies to govern all employees of the Corporation.

Section 4. GOVERNANCE AND BOARD DEVELOPMENT COMMITTEE

- a. The Governance and Board Development Committee shall consist of the President, the immediate Past President and three (3) Directors nominated by the President and approved by the Board of Directors. The Committee shall regularly nominate individuals for election as Directors at the Annual Meeting, and shall also present at the Annual Meeting a proposed slate of officers to be presented for election. Any Board Director may, with the consent of the proposed nominee at the Annual Meeting, nominate additional candidates for membership on the Board of Directors.
- b. Responsible for general affairs of the Board of Directors.
- c. Evaluates Board of Directors performance.
- d. Conducts orientation sessions for new Board Directors.
- e. Organizes training sessions for Board of Director members.
- f. Recommends non-board individuals for Committee Assignments.
- g. The Committee shall further be responsible for recommending persons for election as officers or Directors on an interim basis to fill vacancies created between Annual Meetings. The names of all persons to be presented at the Annual meeting as nominees for the Board of Directors or Officers shall be provided by the Governance and Board Development Committee to all Directors at least fifteen (15) days prior to said Annual Meeting.
- h. The Committee shall recommend to the Board of Directors, individuals who are deserving recipients for awards authorized by the Boys & Girls Clubs of America. It may also recommend to the Chief Professional Officer the presentation of special recognition awards to deserving Directors.

Section 5. FACILITY COMMITTEE

- a. The Facility Committee oversees the maintenance and repair of the Corporation's buildings and equipment.
- b. Makes recommendations to the Board of Directors for capital purchases.

(Article VI Continued)

Section 6. FINANCE COMMITTEE

- a. The Finance Committee is responsible for directing the monetary and investment affairs of the Corporation.
- b. Together with the Chief Professional Officer, the Finance Committee is responsible for preparing the Corporation's annual budget covering anticipated receipts and expenses for the coming year and presenting said budget to the Board of Directors. The Finance Committee will review monthly/quarterly financial reports for budget compliance and report abnormalities to the Board.
- c. Funds needed for the day-to-day operations of the organization shall be kept on deposit in a checking account. Additional funds to be invested by the Treasurer, with the approval of the Board of Directors, are to be maintained in insured, interest bearing securities or accounts.
- d. The President shall appoint three (3) qualified persons to audit the Treasurer's records each year.

Section 7. CAPITAL CAMPAIGN COMMITTEE

- a. The Capital Campaign Committee formulates plans for extending and proving the Corporation's long range financial plans through an endowment and planned giving program.
- b. Initially, the Campaign Committee is responsible for raising funds to purchase and rehabilitate a building for the Club and to provide five (5) years operating expenses.
- c. All monies received by, solicited for, or donated to the Corporation for a specified activity or function must be approved by the Board of Directors prior to any such action being taken.

Section 8. PUBLIC RELATIONS/MARKETING COMMITTEE

- a. The Public Relations Committee develops and implements an ongoing public relations program to publicize fundraising events and programs of the Boys & Girls Club of Massena.
- b. This committee will provide a single point of contact for the public for issues dealing with the Boys & Girls Club of Massena.

Section 9. FUNDRAISING/SPECIAL EVENTS COMMITTEE

- a. The Fundraising/Special Events Committee is responsible for the yearly fundraising events run by the Corporation and is charged with meeting the goals set forth in the Annual Budget adopted by the Board of Directors.

Article VII.

FISCAL YEAR

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

Article VIII.

BYLAW AMENDMENTS

These Bylaws shall become effective upon approval by the Directors and shall remain in effect until amended in accordance with provisions:

- a. These Bylaws may be amended at any regular or special meeting of the Board of Directors at which a quorum is present upon the affirmative vote of two-thirds (2/3) of the voting members present, provided that notice of the proposed change is given at the preceding meeting of the Board of Directors.
- b. Voting on proposed amendments to the Bylaws may be conducted by mail when the Board of Directors so authorizes provided that notice of the proposed change is given at the preceding meeting of the Board of Directors.
- c. Amendments to these Bylaws become effective immediately upon adoption by a vote of the Board of Directors.
- d. All amendments through the effective date noted on the first page hereof are incorporated into these Bylaws.