

**BYLAWS OF
BOYS & GIRLS CLUB OF ST. LUCIE COUNTY, INC.,
a Florida Nonprofit Corporation**

ARTICLE 1 - NAME

Incorporated on August 5, 1994, the name of this corporation shall be the Boys & Girls Club of St. Lucie County, Inc. (the “Corporation”).

ARTICLE 2 – PURPOSE

Section 1- 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 2 – The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future law of the United States.

Section 3 – 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 or the corresponding provision of any future law of the United States.

Section 4 – No part of the income or assets of this Corporation shall inure to the benefits of any private individual or member.

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

ARTICLE 3 – 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 and assets 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; enter into and approve contracts; appoint a chief executive officer and appoint or delegate the power to the other employees of the Corporation; perform all other duties and have such other powers as may be necessary to carry out the goals of the Corporation.

Section 2 – The Board of Directors shall consist of not more than 25 and not less than 12 members (hereinafter “Board Members”).

Section 3- The Board Members shall each serve a three year term. The terms of the Board Members will be staggered such that each year, one-third (1/3) of the Board Members' terms will expire. When a Board Member's term expires, election for an additional term must be approved by a majority vote of the Board Members at the annual meeting, provided there is a quorum.

Section 4 – New Board Members shall be selected to fill those vacancies created by expired terms. The Board Members will make the selections at the annual meeting of the Board of Directors by a majority vote of the Board Members. The Board Members shall have the power to fill vacancies that occur during the term of office of any Board Member who is unable to fulfill his/her obligation for any reason. Candidates should be provided by the Board Development & Governance Committee and shall be approved by a majority vote of the Board Members.

Section 5 – Regular meetings of the Board of Directors shall be at a minimum of six times per year at such places and times as the Board of Directors shall designate. Special meetings may be held at the call of the President or of one-third (1/3) of the members of the Board of Directors provided that a notice of the time and purpose of the meeting is sent to each Board Member with reasonable notice.

Section 6 – Fifty-one percent (51%) of the members of the Board of Directors present in person shall constitute a quorum at any meeting of the corporation. However, 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 7 – If a vote needs to be taken at a time other than a regular or special meeting where a quorum is present, the President may call for a vote electronically.

Section 8 – Each Board Member shall consent to and cause a complete background check to be performed on him/her including fingerprinting within 30 days after becoming a Board Member. The cost of the background check will be paid by the Corporation. Each Board Member shall also consent to and cause to be completed a follow-up background check every two years or however often as required by the Board of Directors. The cost of all follow-up background checks will be paid by the Corporation.

Section 9 – At the annual meeting each year, every Board Member must complete all necessary and required paperwork in order to remain on the Board.

Section 10 – A Board Member may be removed upon a majority vote of the Executive Board and the Board Development & Governance Committee Chairperson.

ARTICLE 4 – OFFICERS/EXECUTIVE BOARD

Section 1 – The officers/executive board of the corporation shall be a President, President-Elect, Vice President of Operations, Secretary and Treasurer. The Board of Directors shall elect the officers by a majority vote of the Board Members at the annual meeting. Each officer shall serve for a term of two years or until their successors are elected.

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.

Section 3 – The President shall: preside at all meetings of 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 and at any regular or special meetings concerning the work and affairs of the Corporation, as in 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; oversee and direct an annual written evaluation of the Chief Executive Officer; and perform such other duties as may be incidental to the office.

Section 4 – The President-Elect shall: exercise the functions of the President during the absence or disability of the President; be responsible for the oversight of the support services of the Corporation including board development, budget & finance, and planning; be responsible for oversight of resource development for the Corporation including PR/marketing, special events, endowment and development; and perform such other duties as from time to time may be assigned to that office by the President or by the Board of Directors. The President-Elect shall assume the responsibilities of the President in the event that the President is unable to complete his/her term of office, a new President-Elect shall be elected at the earliest opportunity in a regular or special meeting of the Board of Directors. The office of the President-Elect is a four year commitment with the second and third years serving as President. The President-Elect shall assume the office of the President at the expiration of the term of the office for this position. In the event the President-Elect is not able to fulfill his/her duties as President, then the position of President will go before the Board of Directors for a special vote.

Section 5 – The Vice President of Operations shall: be responsible for oversight of the operations of the Corporation including programs, facilities, human resources and legal & insurance, and perform such other duties as from time to time may be assigned to that office by the President or Board of Directors.

Section 6 – The Secretary shall: issue in writing all notices of meetings of the Board of Directors; notify individuals elected to office or the Board of Directors; keep complete records of the meetings of the Board of Directors, including an accurate record of attendance; notify the Board Development & Governance Committee of persons removed by the Executive Board; furnish the Board Development & Governance Committee with a list of officers and Board Members whose terms shall expire at the next annual meeting; deliver such other notices as may be directed by the Board of Directors; be custodian of all records of the corporation; accept 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; prepare official correspondence as directed by the President or Board of Directors; and perform such other duties as may be incidental to the office or assigned from time to time by the President or Board of Directors.

Section 7 – The Treasurer shall: keep a full account of all monies received and paid out, and make such reports thereof to the President and Board of Directors at each board meeting and as otherwise may be required; keep a full account of all deeds, securities, notes and financial papers of the Corporation and make such reports thereof to the President and the Board of Directors as they may require; cause the books of account of the Corporation to be audited at least once annually by a public accountant approved by the Board of Directors; cause to be prepared and presented at each annual meeting of the Board of Directors a comprehensive financial statement; hold finance committee meetings as needed; 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 this office or assigned from time to time by the President or Board of Directors. The Treasurer may be required by the Board of Directors to give such bonds as they shall determine for the faithful performance of his/her duties.

ARTICLE 5 – CHIEF EXECUTIVE OFFICER

Section 1 – The Board of Directors shall appoint a Chief Executive Officer of the Corporation by a majority vote of all Board Members, fix his/her compensation, prescribe his/her duties and the terms of his/her employment, supervise his/her job performance, and conduct a written evaluation of his/her job performance annually.

Section 2 – 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 expenses for the approval of the finance committee; and be authorized to incur expenses in accordance with the approved budget, or as directed by the Board of Directors. The Chief Executive Officer and an Officer of the Corporation have to jointly sign any check or payment of the Corporation’s funds in excess of one thousand dollars (\$1,000.00). The Chief Executive Officer can enter into supply and service contracts and agreements on behalf of the Corporation that are within the approved budget or as otherwise set forth by the Board of Directors. The Chief Executive Officer may not enter into contracts for the purchase, lease or rental of real property on behalf of the Corporation without the approval of the Board of Directors.

Section 3 – The Chief Executive Officer will also attend all Board Meetings, the Annual Meeting and any other meetings so designated by the President. The Chief Executive Officer may act as an advisor to the Executive Committee of the Board, but shall not have voting privileges. The Chief Executive Officer shall be an ex officio member of all committees.

Section 4 – The Chief Executive Officer shall make a report of the work and affairs of the Corporation to the President and the Board of Directors at all regular Board Meetings, annual and special meetings, or as otherwise directed by the President or Board of Directors.

ARTICLE 6 – COMMITTEES

Section 1 – There shall be an executive committee, board development & governance committee, budget & finance committee, human resource committee, facilities & program committee, legal

& insurance committee, resource development committee and such other committees as shall be necessary for the conduct of the Corporation's business and to carry out its objects and purposes.

Section 2 – The Executive Committee shall consist of the officers of the Corporation, and the past presidents of the corporation who are current Board Members. The committee shall meet as needed between regular meetings of the Board of Directors and assume such duties and powers as are delegated to it by the Board of Directors, and to provide recommendations and guidance to the Chief Executive Officer as necessary. Actions voted on by the Executive Committee and requiring Board approval will be ratified at the next meeting of the Board of Directors. The Executive Committee shall make recommendations for the removal of any Board Member who is not fulfilling his/her obligations as outlined in the Board of Directors' Commitment Agreement.

Section 3 – The Board Development & Governance Committee shall consist of at least three (3) members, exclusive of ex officio members. The chairperson shall be a Board Member. The Secretary of the Corporation is a standing member of this committee. It shall be the duty of the Board Development & Governance Committee to review the Corporation's bylaws, amendments and other governing documents on an ongoing basis, but no less than annually. Policies governing Board ethics and conflict of interest for both Board and staff operations will be developed, implemented and monitored on an ongoing basis. It shall further be the duty of the Board Development & Governance Committee to present at the annual meeting of the Board of Directors nominations for members of the Board of Directors, to create and implement orientation and training of new Board Members, and to facilitate growth of Board Members. The committee shall make recommendations for members of the Board of Directors as necessary throughout the year as openings occur. The committee shall also serve as the Nominating Committee for Officers of the Corporation.

Section 4 – The Budget & Finance Committee shall consist of at least three (3) members, exclusive of ex officio members, and shall include the Treasurer. The chairperson shall be a Board Member. It shall be the duty of the Budget & Finance Committee to report and make recommendations to the Board of Directors concerning all of the financial affairs of the Corporation and to carry out the decisions of the Board in matters of fiscal policy, budget and management. The Budget & Finance Committee shall prepare a proposed budget for the next fiscal year and shall present the budget to the Board for final approval. The committee shall select, with the approval of the Board, an outside accounting firm to review all financial records, conduct an annual audit and to certify the financial statements and findings for Board approval.

Section 5 – The Human Resource Committee shall consist of at least three (3) members, exclusive of ex officio members. The Chairperson shall be a member of the Board of Directors. It shall be the duty of the Human Resources Committee to report and make recommendations to the Board of Directors concerning development of and adherence to human resource policies and procedures.

Section 6 – The Facilities & Program Committee shall consist of at least three (3) members, exclusive of ex officio members. The Chairperson shall be a member of the Board of Directors. It shall be the duty of the Facilities & Program Committee to report and make recommendations

to the Board of Directors concerning the facilities of the Corporation, including the retention of adequate limits of property insurance, the provision of safety and loss prevention programs for the guidance of staff, and a schedule for needed improvements and maintenance. It shall also be the duty of the committee to report and make recommendations to the Board of Directors concerning the programs of the Corporation, their relative healthfulness, safety and adequacy of supervision, and the costs and benefits of programs and activities.

Section 7 – The Legal & Insurance Committee shall be chaired by an attorney (who may or may not be a member of the Board of Directors). It shall be the duty of the Legal & Insurance Committee to report and make recommendations to the Board of Directors concerning all legal matters pertaining to the Corporation, including compliance with local, state and federal legislation and regulations. The committee shall also make recommendations to the Board of Directors concerning all insurance obligations, coverages and requirements to ensure adequate and proper insurance coverage for the Corporation.

Section 8 – The Resource Development Committee shall consist of at least three (3) members, exclusive of ex officio members. 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 on the planning and implementation of both short and long term objectives that include: an annual area-wide fundraising residential campaign, the development of annual fund raising special events, and leadership giving through Board giving, Planned Giving, and Major Gift Development.

ARTICLE 7 – TRUSTEES

Former members of the Board of Directors and other interested individuals may serve as Trustees to the Corporation. Trustees must be approved by the Board of Directors by a majority vote, and will remain as Trustees for a period of three (3) years unless otherwise removed by a majority vote of the Board of Directors. Trustees will not have the authority to act on behalf of the Corporation or to vote. Trustees will serve the organization in the community to promote the Corporation.

ARTICLE 8 – INSURANCE

The Corporation shall maintain officer and director insurance at all times.

ARTICLE 9 – FISCAL YEAR

The fiscal year of the Corporation shall be October 1 to September 30.

ARTICLE 10 – SEAL

The seal of the Corporation shall be a circular impression of the word and figures: Incorporated - 1994, surrounded by the name of the corporation, or of such other design as may be approved by the Board of Directors.

ARTICLE 11 – AMENDMENTS

These bylaws may be amended or repealed, or new bylaws adopted, by a majority vote of the members of the Board of Directors at any regular or special meeting called for the purpose, provided that notice of the proposed action is given at least ten (10) days prior to the meeting.

ARTICLE 12 – AFFILIATION WITH THE BOYS & GIRLS CLUBS OF AMERICA

The Corporation shall be affiliated with the Boys & Girls Clubs of America, corporation chartered by the Congress of the United States and pay such dues as may be required by the national organization.

ARTICLE 13 – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors, after paying, or making provisions for the payment of all of the liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization recognized under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future law of the United States, as the Board shall determine.

ARTICLE 14 – EFFECTIVE DATE

The bylaws shall become effective immediately upon adoption by a majority vote of the Board of Directors.

The foregoing bylaws were adopted at a meeting of the Board of Directors of the Boys & Girls Club of St. Lucie County, Inc. on the _____ day of _____, 2014.

Boys & Girls Club of St. Lucie County, Inc.

By: _____
President

Attest: _____
Secretary