

*The **Positive** Place For Kids*



BOYS & GIRLS CLUBS
OF EL CAMINO REAL

BY-LAWS

REVISED MAY 14, 2008

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Effective Date: 5/14/08

BY-LAWS

BOYS & GIRLS CLUBS OF NATCHITOCHEs

ARTICLE I

NAME

1. The name of the Corporation shall be the Boys & Girls Clubs of Natchitoches.

ARTICLE II

PURPOSE

I. The purpose of the Corporation shall be to provide behavior guidance and to promote the health, social, educational, vocational and character development of youth ages 6-18; to receive, invest and disburse funds, and to hold property for the purpose of the Corporation.

ARTICLE III

NON-PROFIT STATUS

1. 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.

2. No part of the income or assets of the Corporation shall inure to the benefit of any private individual or member.

3. In the event of dissolution of the Corporation, all assets, real and personal, shall be distributed to United Way of Northwest Louisiana, or its successor, on the condition that United Way of Northwest Louisiana, or its successor, is qualified under Section 501(c)(3) of the Internal Revenue Code. If, at the time of dissolution, United Way of Northwest Louisiana has ceased to be qualified under Section 501(c)(3) of the Internal Revenue Code, or to exist and there be no successor to it, then 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.

ARTICLE IV

DIRECTORSHIP

1. 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 Board Development Committee.

2. All Board Directorships shall carry a two year term expiring on the date of the Annual Meeting of the Board of Directors. There shall be no limit on the number of consecutive

terms of Board directorship. Any community individual, because of their expertise, may be asked to serve on as a non-voting committee member of the Board of Directors.

3. At the Annual Meeting of the Board of Directors, the Secretary shall furnish the Board Development Committee with an updated roster of all current Board Members.

ARTICLE V

MEETINGS

1. The Annual Meeting of the Board of Directors shall be held at a time and place determined by the Board. The purpose of the Annual Meeting shall be to receive reports from the officers of the Corporation, Committees and CVO; and to act on any other matters which may properly come before the members. The Secretary shall mail notice of such meetings to the Board Members at least thirty (30) days before the date of the Annual Meeting.

2. Special Meetings of Board Members may be called by a vote of the Board of Directors or by a written Petition signed by at least 20% of Board Members. The Secretary shall mail notices of such meetings to all Board Members at least ten (10) days before the date of the Special Meeting. Said notices shall contain a brief summary of the business to be discussed at said Special Meeting.

3. Board Members entitled to cast a majority of the votes at a meeting shall constitute a quorum for all purposes and all actions that may be taken at any Annual or Special Meeting. When an action is to be taken by a vote of the members, it may be authorized by a majority vote of Board Members 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 Louisiana.

4. For the purpose of determining Board Members entitled to notice of and to vote at a meeting of the Members, the Board of Directors may fix a record date which shall not precede the date on which the resolution fixing the record date is adopted by the Board. The date shall be not more than sixty (60) not less than ten (10) days before the date of the meeting. If a record date is not fixed, the record date for determination of Board Members shall be the close of business on the day which notice is given or, if no notice is given, the day following when the meeting was held. When a determination of Board Members of record entitled to notice of or to vote at a meeting of Board Members has been made as provided in this section, the determination applies to any adjournment of the meeting, unless the Board fixes a new record date under this section for the adjourned meeting.

ARTICLE VI

BOARD OF DIRECTORS

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 youth, formulate policies for the operation of the Boys & Girls Clubs of Natchitoches; have custody and management of the land, building, equipment, securities and

all other property of the Corporation; adopt the annual budget of the Corporation; sell, buy and exchange properties and securities of the Corporation; designate officers authorized to sign documents on behalf of the Corporation; make contracts; appoint the CVO; appoint, or delegate the power to appoint, employees of the Corporation; fix the compensation of all employees of the Corporation; and perform all other duties and have such other powers as may be necessary to carry out the purpose of the Corporation.

2. Only qualified and sympathetic individuals shall be eligible to become members of the Board of Directors. The total number of Directors shall not exceed thirty-five (35). In addition, the Advisory Council shall appoint one of its members to serve as a Director. Finally, if not otherwise an elected Director, the immediate past CVO of the Corporation shall be an ex-officio Director with full voting rights.

3. Elected Directors shall be elected for a two-year term of office. Terms of office shall commence at the first meeting of the Board of Directors held after the Directors were elected.

4. 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.

5. 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 a Board Member to fill the vacancy until the next meeting of the Board of Directors. At the next Annual Meeting, a Board Member shall be elected to serve the remainder, if any, of the resigned or removed Director's term of office.

6. 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 Louisiana. 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 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.

7. Regular meetings of the Board of Directors shall be held monthly at such time and place as the Board of Directors shall determine.

8. Special Meetings of the Board of Directors may be called by the Chairperson (CVO) of the Corporation or by a written petition signed by one-third of the Directors. Written notice of any such special meetings shall be mailed to all Directors not less than ten (10) days before any such special meeting. Said written notice shall contain a summary of the business to be discussed at the special meeting.

9. An emergency meeting of the Board of Directors may be called by the Chairperson (CVO), and shall be called by the Chairperson (CVO) upon receipt of written or oral request from one-third of the Directors. The Chairperson (CVO) shall use his or her best efforts to provide at least 24 hours actual advance notice of an emergency meeting to all Directors.

10. All Directors shall: (a) Remain Board Members in good standing; (b) Attend at least 60% of the regular meetings of the Board of Directors and at least 60% of the meetings of the standing committees to which they are assigned; and (c) Make an annual financial contribution to Boys & Girls Clubs of Natchitoches; provided, however, that the aforesaid financial contribution requirement shall apply only to Directors elected on or after the date on which these Bylaws are amended to include said requirement. Prior to the first regular meeting of the Board of Directors following the Annual Meeting, the Secretary shall provide the Chairperson (CVO) with a list of those Directors who have failed to meet any or all of these three stated requirements during the one-year period ending with said Annual Meeting. Any Directors who have failed to meet said requirements shall be removed from the Board of Directors effective as of the first regular meeting of the Board of Directors following the Annual Meeting; provided, however, that upon a showing of special circumstances, the Board of Directors may stay the operation of this removal provision as to any one or more Directors by passing a resolution to that effect. The resolution may further provide that the stay is conditioned upon the Director's fulfillment of any special conditions which may be stated in said resolution.

11. Directors shall disclose the nature of their interests and refrain from voting on any matter considered by the Board of Directors which involves payment of money by the Boys & Girls Clubs of Natchitoches to an abstaining Director or to any entity in which the Director holds a greater than 100/0 ownership interest.

ARTICLE VII

OFFICERS

1. The Officers of the Corporation shall include a Chairperson (CVO), a Vice Chairperson, a Second Vice Chairperson, a Treasurer, and a Secretary. Officers shall be elected by the Board of Directors at its first regular meeting following the Annual Meeting of Board Members. Officers shall be elected from among the membership of the Board of Directors. Officers shall serve for a term of one year or until their successors are elected. Vacancies created by the resignation or removal of officers may be filled by the Board of Directors at any regular or special meeting; and persons elected to fill said vacancies shall serve for the balance of their predecessor's unexpired term.

2. The Chairperson shall preside at all meetings of the Board of Directors; shall appoint the members of all committees; shall sign such documents as may be required to conduct the regular business of the Corporation and such special documents as may be authorized by the Board of Directors; shall 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; and shall require such reports from the other officers and the CPO as are

necessary; shall perform such other duties as may be necessarily incidental to the office of Chairperson (CVO).

3. The Vice Chairperson shall perform the duties of the Chairperson (CVO) in the event of the Chairperson's absence, resignation or inability to act, and shall be encouraged to attend the Annual SE Board Leadership Conference hosted by Boys & Girls Clubs of America.

4. The Second Vice Chairperson shall perform the duties of the Chairperson and the First Vice Chairperson in the event of their absence, resignation or inability to act, and shall be encouraged to attend the Annual SE Board Leadership Conference hosted by Boys & Girls Clubs of America.

5. The Secretary shall issue all required notices of meetings of the Board of Directors; shall notify individuals elected as Directors, or Officers; shall keep complete records of the meetings of the Board of Directors, including an accurate record of attendance; shall provide the Board Development Committee with current lists of all Directors and Officers, including a record of the term expiration dates for all Directors and Officers; shall provide such other notices as may be directed by the Board of Directors; shall be custodian of all records of the Corporation; except such records and papers as shall be kept by the Treasurer; shall sign such documents as may be authorized by the Board of Directors or necessarily incidental to performance of the Secretary's duties; and shall perform such other duties as may be necessarily incidental to the office Secretary.

6. The Treasurer shall receive all monies of the Corporation, have custody thereof, and deposit said monies in one or more banks selected by the Board of Directors, to be disbursed in accordance with the directions of the Board of Directors; shall keep a full account of all monies received and paid out and shall make such reports to the Chairperson (CVO) and Board of Directors as they may require; shall receive and have custody of all deeds, securities, notes, contracts and other financial papers of the Corporation and shall place them for safekeeping in the safe deposit vault of a bank designated by the Board of Directors under such rules of access as the Board of Directors shall determine; shall keep full account of deeds, securities notes and financial papers of the Corporation and shall make such reports thereof to the Chairperson (CVO) and the Directors as they may require; shall cause the books of account of said Corporation to be audited at least once annually by a certified public accountant approved by the Board of Directors, and shall cause to be prepared, and shall present at each Annual Meeting of the Board Members, a comprehensive financial statement including the audit prepared by the certified public accountant; shall sign such documents as may be authorized by the Board of Directors or as may be necessarily incidental to the performance of the Treasurer's duties; shall serve as an ex-officio voting member of the Finance Committee; and shall perform such other duties as may be incidental to the office of Treasurer. The Board of Directors may require the Treasurer to give such fidelity and surety bonds as the Directors shall determine necessary.

ARTICLE VIII

CHIEF PROFESSIONAL OFFICER

1. The Board of Directors shall appoint a Chief Professional Officer of the Corporation, fix the compensation for that position and prescribe the duties and terms of employment.

2. 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 Members 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.

3. 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 pursuant to Article VI, Section 2 of these Bylaws. 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 Chairperson (CVO); the Chief Professional Officer shall attend all meetings of the Board of Directors and the appropriate committees.

4. At the direction of the Chairperson (CVO), and at least annually, the Chief Professional Officer shall prepare reports on the status of the Corporation for presentation to the Chairperson (CVO), Board of Directors, and to the General Public at their Annual Meeting or special meetings.

ARTICLE IX

UNIT ADVISORY COUNCIL

1. The Unit Advisory Council shall be composed of people interested in that particular Unit of the Boys & Girls Clubs of Natchitoches. Each Council shall advise the Professional Staff, Chief Professional Officer, and the Board of Directors as to the needs and interests of the community and neighborhood served by its Unit.

ARTICLE X

COMMITTEES

1. 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. Any member of the Board of Directors shall be eligible for the appointment to a committee. Individuals in the community having specific expertise in reference to the charge of the committee can also be committee members. The Chairperson (CVO) shall appoint Directors to committees at the first regular meeting of the Board of Directors after the Annual Meeting.

2. The Chairperson (CVO) shall be a non-voting ex-officio member of all committees, except that the Chairperson (CVO) shall be entitled to vote in the Executive Committee. The Vice Chairperson and the Second Vice Chairperson shall be ex-officio members of such committees and with such powers as specified in Article VII, Section 3 and 4 of these Bylaws.

3. The following shall be standing committees and shall have the duties and sub- committees determined by the Board of Directors:

Executive Committee
Board Development Committee
Finance Committee
Resource Development Committee
Personnel Committee
Program Committee
Public Relations/Marketing Committee
Fundraising/Special Events Committee

4. 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.

5. The Executive Committee shall consist of the elected officers of the Corporation and the committee chairs. The Chairperson (CVO) shall serve as chairperson of the Executive Committee. The Executive Committee shall meet when called by the Chairperson (CVO) 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. At each meeting of the Board of Directors, the Chairperson (CVO) shall report to the Board on all actions taken by the Executive Committee since the previous Board of Directors meeting.

6. The Board Development Committee shall consist of the Chairperson (CVO), the immediate Past Chairperson and three (3) Directors nominated by the Chairperson and approved by the Board of Directors. The Committee shall regularly nominate Board Members 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 Member may, with the consent of the proposed nominee at the Annual Meeting, nominate additional candidates for membership on the Board of Directors. 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 Board Development Committee to all Directors at least fifteen (15) days prior to said Annual Meeting. 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.

7. The Building Committee oversees the maintenance and repair of the Corporation's buildings and equipment. This committee will only be created when BGCN purchases or is the recipient of a donation of a building and/or land to conduct the Corporation's business.

8. The Finance Committee is responsible for directing the monetary and investment affairs of the Corporation. Together with the Chief Professional Officer, the Committee is responsible for preparing the Corporation's annual budget and presenting said budget to the Board of Directors.

9. The Resource Development/Marketing Committee formulates plans for extending and proving the Corporation's long range financial plans through an endowment and planned giving program. This committee is also responsible for developing and implementing a well-rounded marketing plan for the Boys & Girls Clubs of Natchitoches.

10. The Personnel Committee is responsible for developing personnel policies to govern all employees of the Corporation.

11. The Program Committee, working with the President, evaluates the activities and events to be conducted for the members.

12. The Public Relations Committee (combined with Resource Development Committee objectives) develops and implements an ongoing public relations program to publicize fundraising events and programs of the Boys & Girls Clubs of Natchitoches.

13. The Fundraising/Special Events Committee is responsible for the yearly fundraising events run by the Corporation.

ARTICLE XI

FISCAL YEAR

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

ARTICLE XII

BYLAW AMENDMENTS

1. These Bylaws may be amended by a majority vote of Board Members present at any regular or special meeting with a quorum. Amendments may also be made at any regular or special meeting of the Board of Directors provided that a majority of the members of the Board then in office vote in favor of the amendment; provided, however, that written notice of the proposed amendments shall be given to all persons eligible to vote at such meeting at least fifteen (15) days in advance of the meeting at which the amendments will be proposed for adoption.

Amendments to these Bylaws become effective immediately upon adoption by a vote of the Board of Directors.

All amendments through the effective date noted on the first page hereof are incorporated into these Bylaws.

ACTION TO BE TAKEN FROM AUGUST 2006 – MAY 2008
BY THE DIRECTORS OF THE BOYS & GIRLS CLUBS
OF NATCHITOCHEES

Restatement of Articles of Incorporation

The Board of Directors of the Boys & Girls Clubs of Natchitoches has approved that the Organization's Articles of Incorporation be amended and restated, to make certain fundamental changes, some of which affect the rights of voting Board Members of the Organization. Amendments to the Articles of Incorporation of the Organization must be approved by a majority vote of the Organization's Directors who are present (either in person or by proxy) at a meeting of Board Members. The amendments to the Articles of Incorporation that the Board of Directors has approved are as follows:

1. The purpose clause of the Organization, which appears in Article II, section 1 of the Original Articles, adds to the end, " ...and to do such things and to perform such acts to accomplish its purposes as are not forbidden by Sections 501(c)(3) and 509(a) of the Internal Revenue Code 1986, as amended from time to time (hereinafter the "Code", with all the powers conferred on non-profit corporations by the laws of the State of Louisiana."
2. Article III of the Articles is amended to convert the Organization from a membership basis to a directorship basis. The effect of this amendment is to eliminate youth Members' right to vote. All matters relating to the management of the affairs of the Organization are handled by the Organization's Board of Directors. Therefore, the Board of Directors elects new Directors, is entitled to amend the Articles of Incorporation of the Organization, and is entitled to take all other actions formally reserved to the voting "Members" of the Organization. The Board believes that this structure is more pragmatic considering the past operations of the Organization, and is more in line with the modern trend in non-profit organizations in this area. The Organization would continue to have, and value, nonvoting Committee Members. This change would eliminate confusion in reference to the youth Members of the Organization who have never been entitled to vote on matters relating to the affairs of the Organization.
3. Article XI would be amended to add provisions required by the Internal Revenue Service to be included in the Articles of Incorporation of organizations exempt from federal income taxation under Section 501(c)(3) of the Code of 1986.
4. A proposed new Article XVI would be added for the purpose of limiting the liability of the "Volunteer Directors" of the organization, as permitted by the Louisiana Non-profit Corporation Act, as amended. This Article will also protect "Volunteer Directors" from liability to any person, other than the Corporation, for all acts or omissions incurred in good faith performance of the Volunteer Directors' duties as such. In order to obtain this latter protection, the Corporation is required by the Louisiana Non-profit Corporation Act to assume the liability that would otherwise be asserted against the Volunteer Directors.
5. Article I is amended to change the name of the organization from Boys & Girls Clubs of Natchitoches to Boys & Girls Clubs of El Camino Real effective May 14, 2008 by quorum.