



**BOYS & GIRLS CLUBS  
OF THE PENINSULA**

## **BY-LAWS**

**December 2006**

**1. Name.** The name of this corporation is the Boys and Girls Clubs of the Peninsula (“the Club”).

**2. Offices and Affiliation.** The principal office of the Club shall be allocated at 401 Pierce Road, Menlo Park, San Mateo County, California. The Club Board may change the principal office from one location to another. A change of location of the principal office shall be noted by the Secretary on these Bylaws but shall not be considered an amendment of these Bylaws. The Club Board may at any time establish branch offices in any place or places where the corporation is qualified to conduct its activities. The Club shall be affiliated with the Boys and Girls Club of America.

**3. Purpose.** The Club shall be a nonprofit public benefit corporation organized under Internal Revenue Code Section 501(c)(3) and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable or public purposes.

**4. Mission.** The mission of the Clubs is to guide and inspire the youth of our community to develop the attitudes and life skills they need to achieve their potential.

**5. Members.**

(a) The Club shall have no members as defined in Section 5056 of the California Nonprofit Corporation Law.

(b) Any action which would otherwise require a vote of the members shall require only a vote by the Club Board, and no meeting of members shall be required. All rights which would otherwise vest in the members shall vest in the Club Board.

(c) Club membership shall be open to all persons who are at least age six (6) but who have not reached age nineteen (19) and who comply with the requirements for membership prescribed from time to time by the Club Board.

(d) No Board or Council Member now or hereafter designated shall be personally liable to Club creditors for any indebtedness or liability and any and all creditors shall look only to the assets of the Club for payment.

**6. Directors.**

(a) The Club Board of Directors (“the Club Board”) shall formulate and determine policies appropriate to complete the Club’s mission. An election shall be held annually to fill expired terms of directors. Directors shall serve without compensation for their services as directors, but they may be reimbursed for expenses paid while acting on behalf of the Club. Nothing herein shall be construed to preclude any director from serving in any other capacity as an agent or otherwise and receiving compensation therefore.

(b) The Club Board shall consist of at least twenty-five (25) but not more than fifty (50) directors until changed by an amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Club Board. No person serving on the Club Board may be an interested person within the meaning of Section 5227 of the California Nonprofit Corporation Law. Approximately one-half (1/2) of the directors shall be elected at each annual meeting of the Club Board to hold office for a two-year term; if any directors are not elected at any annual meeting, they may be elected at a special meeting the Club Board held for that purposes.

(c) Subject to limitations stated in the Articles of Incorporation, these Bylaws, and the California Nonprofit Corporation Law, and subject to the duties of the directors as prescribed by the California Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Club shall be managed by, the Club Board. Without prejudice to these powers, but subject to the same limitations, the Club Board shall have specific responsibility to:

- Elect the officers and directors of the Club
- Approve the employment and oversee the performance of the Executive Director
- Delegate authority for management of the Club to the Executive Director
- Approve and adopt policies and operating procedures
- Actively participate in the formulation and final authorization of the Club's long-range plans
- Establish and dissolve branches of the Club
- Approve major changes in the use of club facilities
- Interpret the Club's mission to the community and in doing so encourage financial support
- Approve the operating budget and fiscal management procedures
- Approve the solicitation and borrowing of funds
- Monitor requirements for Board and Council Members
- Delegate to the Executive Committee, the operational oversight and short-term matters
- Perform any and all duties imposed on it collectively or individually by law, by the articles of incorporation of the Club or by these bylaws.

## **7. Officers.**

(a) The officers of the Club shall be a President, the Past President, a President-Elect, a Treasurer, and a Secretary. The Club may also have at the discretion of the Club Board one or more Vice President. The Vice Presidents of the Club will be comprised of the chairs of each Club Committee or Council. The candidate for each chair will be recommended by the President, President Elect and the Executive Director after consultant with the respective Committee/Council Members. These recommendations will then be forwarded to the Executive Committee and ultimately the Board for approval. Officers of the Club shall be chosen from the membership of the Club Board.

(b) Officers, other than the President, who is elected bi-annually, and those appointed pursuant to subparagraphs 7(c) and 7(d) shall be elected annually by the Club Board at a meeting of the Club Board following the annual election of directors, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

(c) Any officer may be removed, either with or without cause, by a majority of the directors in office at the time, at any regular or special meeting of the Club Board and such officer shall be removed should he or she cease to be qualified for the office as required by these

Bylaws. Any officer may resign at any time by giving written notice to the Club Board, the Club's Executive Director, or the Club's President. Any such resignation shall take effect on the date of the receipt of such notice or at any later times specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

(d) Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled by the Club Board for the unexpired portion of the term.

(e) The Club President shall be the chief volunteer officer of the Club and shall: preside at all meetings of the Club Board and Executive Committee; preside over meetings of the President's Council and serve with the President-Elect as the Club Board representative to the National and Regional offices of the Boys and Girls Club of America; serve as member of all standing committees; select in conjunction with the President Elect and Executive Director, all committee chairs and President and Community council chairs; insure that the Club functions appropriately; represent the Club to the community; assist the Club in fund raising activities; work closely with the Executive Director on issues affecting the overall club management; work with selected members of the Club Board to evaluate the work of the Executive Director; and assume such other powers and perform such other duties as are prescribed by the Club Board from time to time.

(f) The President-Elect shall: succeed the President at the end of the President's term; and perform all of the duties of the President during any absence or disability of the President; serve with the President as the Club Board's representative to the National and Regional offices of the Boys and Girls Club of America; establish a close working relationship with the President's Council and Community Council, and assist the President as requested and assume such other powers and perform such other duties as are prescribed by the Club Board from time to time.

(g) The Treasurer shall: chair the Finance Committee, which is charged with coordinating the Club Board's financial oversight by recommending policy, to assure that all assets, receipts and disbursements are properly accounted for; assures the business manager gives the President and directors an accurate account of the transactions and reports on the financial condition of the Club on a periodic basis; ensure that the Club arranges for an annual fiscal audit; and ensure that the Club Board is trained in the areas of agency fiscal management; and assume such other powers and performs such other duties as are prescribed by the Club Board from time to time.

(h) The Secretary shall: take and maintain minutes of the proceedings of all meetings of the Club Board; be responsible for providing notification to the Club Board of all meetings; ensure that a master file is maintained in the Club's principal offices which include, but are not limited to, minutes of Board meetings, Articles of Incorporation, tax-exempt information, Bylaws, financial audits, approved budgets, signatory lists and all Club policies and procedures; and assume such other powers and perform such other duties as are prescribed by the Club Board from time to time.

(i) The Executive Director of the Club shall be: a compensated employee of the Club; responsible to the Club Board and Executive Committee for the personnel, program, and operations of the Club and for all administrative aspects of the Club; and an ex-officio, non-voting member of the Club Board and Executive Committee.

(j) The Director of Development shall be: a compensated employee of the Club; responsible to the Executive Director, the Club Board and Executive Committee for the development and implementation of all fund raising and marketing activities; and an ex-officio, non-voting member of the Club Board and Executive Committee.

(k) The Director of Operations shall be: a compensated employee of the Club and responsible to the Executive Director and the Club Board and Executive Committee for the

implementation of personnel, program and day-to-day operation policies and practices of the Club; and an ex-officio, non-voting member of the Club Board and Executive Committee.

(l) The Director of Finance shall be: a compensated employee of the Club and responsible to the Executive Director and Club Board and Executive Committee for managing and protecting the assets of the Club including finances, payroll records and property and assures that the Club meets all legal requirements of the Club; and an ex-officio, non-voting member of the Club Board and Executive Committee.

(m) The Director of Human Resources shall be: a compensated employee of the Club and responsible to the Executive Director and Club Board and Executive Committee for overseeing all personnel matters and setting appropriate human resource policies; and an ex-officio, non-voting member of the Club Board and Executive Committee.

## **8. Executive Committee**

(a) The Executive Committee shall operate at the delegation of the Club Board of Directors to oversee Club operations and short-term matters. Members of the Executive Committee will serve annually.

(b) The members of the Executive Committee shall include all Club officers (President, President-elect, Treasurer, Secretary and Past-President), plus three to five other directors recommended by the Executive Director and the Club officers. These additional members may or may not be committee chairs. The proposed Executive Committee members will be approved by the entire Board of Directors at the June Board meeting.

(c) The Executive Committee shall have specific responsibility to:

- recruit and submit for employment approval to the Club Board and provide periodic performance appraisals and salary review of the Executive Director;
- formulate and monitor policies and operating procedures;
- approve Committee and Council members;
- monitor and approve Committee and Council goals, actions and performance;
- develop and submit for Club Board approval the Club's long-range plans and monitor achievement of goals and objectives;
- formulate and monitor the Club's short-range plans and monitor of goals and objectives;
- acquire and dispose of Club facilities and oversee the design and construction of new facilities;
- adopt and monitor the operating budget and fiscal management procedures, programs of the Club, and financial development activities;
- establish requirements for Board and Council members;
- report to the Club Board about Executive Committee and Club activities and actions;
- develop and submit for Club Board approval, any changes (additions, resignations or removals) in the Directors of the Club; and
- perform any and all duties imposed on it collectively or individually by the Club Board.

## **9. Meetings.**

(a) The Club Board shall meet at least four times per year and as many additional times as is deemed appropriate by the Board President and Executive Director.

(b) Regular meetings of the Club Board may be held without notice at such time and place as the Club Board may fix from time to time. Special meetings may be called by the President or any two (2) members of the Club Board.

(c) A quorum shall consist of a majority of the Club Board physically in attendance at a board meeting or in attendance by signed proxy provided to the President prior to the start of the meeting or participating by phone. No business shall be considered by the Club Board at any meeting at which a quorum is not initially present and the only motion which the President shall entertain at such meeting is a motion to adjourn. A meeting at which a quorum is initially present may continue to transact business despite withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. Every action taken or decision made by a majority of the directors present or by proxy or participating by phone at a duly held meeting at which a quorum is present shall be the act of the Club Board subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial benefit; (b) approval of certain transactions between corporations having common directorship; (c) creation of and appointments to committees of the Club Board; and (d) indemnification of directors.

(d) Meetings of the Club Board shall be presided over by the President of the Club Board or in his or her absence by the President-Elect. The Secretary of the Club shall act as Secretary of the Club Board or Executive Committee.

(e) All meetings of Directors shall be governed by Robert's Rules of Order, as such Rules may be revised from time to time, insofar as such Rules are not inconsistent or in conflict with these Bylaws, with the Club's Articles of Incorporation, or with the California Nonprofit Corporation Law.

(f) Any action required or permitted to be taken by the Club Board under any provision of law may be taken without a meeting, if all members of the Club Board shall individually or collectively consent in writing or email to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Club Board. Such action by written consent shall have the same force and effect as the affirmative vote of such directors.

#### **10. Other Standing Committees.**

(a) The Club Board by resolution adopted by a majority of the Directors then in office, provided a quorum is present in person or by proxy, may create one or more advisory committees of the Board, each of which shall consist of at least one (1) Director who shall have the power to appoint other Directors, Council Members, and members of the community who support the Club to act as members of such committees. No such advisory committee shall have any power listed in Sections 5252 (1) (1) – (8) of the California Nonprofit Corporation Law.

(b) The other standing committees shall be Development, Investment, Finance, Program, Human Resources, Audit, and Leadership. These Committees shall not have any power to take any action on behalf of the Club Board but shall recommend to the Club Board action that is considered important to implement in accordance with the policies and procedures established by the Club Board for each such committee.

**11. President's Advisory Council.** The President's Council is an advisory committee comprised of not more than twenty (20) members who commit to serve for a minimum of three (3) years. The purposes of the President's Council are to advise the President and Executive Director on current issues and to assist in the long range planning and promotion of the Club. The president's council will be appointed by the president, the president elect and the Executive Director. The president will chair the President's Council

**12. Community Council.** The Community Council is a group of Club supporters selected by the Executive Director. The purposes of the Community Council are to provide volunteers to serve on advisory committees of the Club Board and to interpret the Club's mission to the community and in doing so encourage financial support. The Community Council shall not have any power to take action on behalf of the Club Board.

**13. Indemnification.**

(a) To the fullest extent permitted by law the Club corporation shall indemnify its Directors, officers, employees and other persons describe in Section 5238(a) of the California Nonprofit Corporation Law including persons formerly occupying any such position against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in these Bylaws shall have the same meaning as in Section 5238(a) of the California Nonprofit Corporation Law.

(b) On written request to the Club Board or Executive Committee by any person seeking indemnification under Sections 5238 (b) or 5328(c) of the California Nonprofit Corporation Law, the Board shall promptly determine under Section 5238(e) of the California Nonprofit Corporation Law whether the applicable standard of conduct set forth in such sections have been met and if so, the Board shall authorize indemnification.

(c) To the fullest extent permitted by law and except as otherwise determined by the Club Board in this specific instance, expenses incurred by a person seeking indemnification under this section of these Bylaws in defending any proceeding covered by those sections shall be advance by the corporation before final disposition of the proceeding on receipt by the corporation of any undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person was entitled to be indemnified by the corporation for these expenses.

**14. Insurance.**

(a) The Club shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officers, directors, employees or agents status as such.

(b) The Club shall purchase and maintain a fidelity bond on its officers and employees who have authority over any assets or accounts of the Club in such amount as shall be determined to be reasonable by the Club Board or the Executive Committee from time to time.

**15. Records and Reports.**

(a) The corporation shall keep adequate books and records of accounts; and written minutes of the proceedings of the Board and all advisory committees.

(b) The corporation shall keep at its principal office the original or a copy of the articles of incorporation and bylaws, as amended to date.

(c) Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind and physical properties. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**16. Annual Report.** The Executive Committee shall cause an annual report to be sent to the directors within one hundred twenty (120) days after the end of the corporation's fiscal

year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities including trust funds of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities including trust funds.
- (c) The revenue or receipts of the corporation both unrestricted and restricted for particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) Any information required by these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants.

**17. Amendments.** Subject to the limitations contained in the Club's Articles of Incorporation and to any provisions of the California Nonprofit Corporation Law, these Bylaws may be altered, amended or repealed and new Bylaws adopted by the vote or written consent of a majority of the Club board, provided those changes shall have been proposed at a previous meeting and notice of its consideration shall have been sent to all members of the Club Board.