

LUDLOW BOYS & GIRLS CLUB BY-LAWS

ARTICLE I NAME AND PURPOSE

- Section 1** The name of this Corporation is the Ludlow Boys & Girls Club, Inc. D.B.A. The Ludlow Community Center/ Randall Boys & Girls Club
- Section 2** **Not for Profit Status.**
This Corporation is organized as a not-for-profit corporation and its activities shall be conducted in such matter that no part of its earnings inure to the benefit of any member, director or officer or individual.
- Section 3** **Purpose**
The Ludlow Community Center/ Randall Boys & Girls Club provides year-round youth & family services, programs and activities that are convenient, affordable and accessible to all ages and backgrounds through an effective partnership between the public and private sector. All programs focus on developing strong character and leadership skills and are conducted in a safe, nurturing environment by a well-trained and professional staff at a facility built by the community for the community.

ARTICLE II THE CORPORATION

- Section 1** **Membership**
All present Corporators shall hereafter be referred to as Ambassadors of the LBGC. Ambassadors are individuals who support the Club by volunteering their time and talents to the Club. Future additions to the Ambassadors will be reviewed by the Board Development and Governance Committee and presented to the Board of Directors for review.
- Section 2** **Role of Ambassador**
Ambassadors shall:
- Provide volunteer hours to support the Club and its needs at various events throughout the year or serve on a standing or special committee
 - Serve as an advocate for youth and promote the Club's mission & philosophies
 - Provide connections and/or networking opportunities to develop relationships with potential Club supporters
 - Support the Club's mission with a yearly contribution to the ONE Campaign.

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Section 3 Resignations

From time to time the Board of Directors may require Ambassadors to indicate in writing their intention to continue as Ambassadors of the Club. Any Ambassador who fails to respond to such a Board request shall be considered to have resigned from the Corporation. Ambassadors may resign at any other time by filing written notification with the Chairman of the Board of Directors.

Section 4 Annual Meeting

The annual meeting of the Corporation shall be held at any time within 300 days following the close of the fiscal year of the Corporation at the call of and at a place set by the Board of Directors. Said call shall be sent by mail addressed to such Ambassadors' addresses as they appear on the record of the Corporation not less than thirty (30) days in advance of the date for the meeting and shall state the time and place of the meeting and the purpose for which it is called.

Section 5 Special Meetings

Special meetings of the Corporation may be held at the call of the Chairman of the Board of the Corporation or at the call of not less than ten (10) members of the Board of Directors or twenty-five (25) members of the Corporation. Such call shall be sent by mail addressed to such Ambassadors' addresses as they appear on the record of the Corporation not less than ten (10) days in advance of the date of the meeting and shall state the time and place of the meeting and the purpose for which it is called. No business may be transacted at any special meeting of the Corporation except that announced in the call of the meeting.

Section 6 Quorum

Fifteen (15) Ambassadors shall constitute a quorum for the transaction of business at meetings of the Corporation. If less than a quorum is present at any meeting of the Corporation, said meeting will be adjourned without transaction of any business.

Section 7 Rules of Order

All meetings of the Corporation shall be conducted according to Robert's Rules of Order.

Section 8 Resignations.

From time to time the Board of Directors may require Ambassadors to indicate in writing their intention to continue as Ambassadors of the Corporation. Any Ambassador who fails to respond to such a Board request shall be considered to have resigned from the Corporation. Ambassadors may also resign at any other time by filing written notification with the Chairman.

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Section 9 Proxies

Ambassadors may vote either in person or by written proxy dated not more than six (6) months before the meeting named therein which proxies shall be filed before the meeting named therein which proxies shall be filed before being voted with the secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their times, such proxy shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

ARTICLE III **BOARD OF DIRECTORS**

Section 1 Composition and Term of Office

The Board of Directors shall consist of not less than fifteen (15) members nor more than twenty-five (25) members all of whom shall be voting Ambassadors of the Corporation, the number to be established by the Ambassadors at their annual meeting. Such Directors shall hold office for a term of three (3) years in such manner that one-third of the Board is elected annually. No Director shall serve more than two (2) consecutive terms unless such Director is slated for a sequential office which entitles him/her to be a Director. Such officer shall continue to be a Director until the expiration of his/her term as an Officer. A former Director may be elected to subsequent terms following a twelve (12) month rotation off the Board.

Section 2 Power and Authority

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 the boys and girls; have custody, management and power to dispose of land, buildings, equipment, securities and all other properties 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; make contracts; appoint the Chairman, President, and appoint or delegate the power to appoint, other employees of the Corporation; and perform all other duties and shall have such other powers as may be necessary to carry out the purpose of the Corporation.

Section 3 Directors' Meetings

The Board of Directors shall hold up to nine regular meetings, January through December. Special meetings may be called by the Chairman or shall be called by the written request of five (5) members of the Board of Directors. Notice of such meeting shall be in writing and mailed or hand delivered to each member of

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the Board of Directors and in such a manner that members shall be in receipt of such notice seven (7) days before such meetings. Notice of the special meeting shall state the business for which the special meeting is called. No business other than that stated shall be transacted at such special meetings.

Section 4 Quorum

Fifty-one per cent (51%) of elected Board Members shall constitute a quorum for the transaction of business at meetings of the Board of Directors. If less than a quorum is present at any meeting of the Board of Directors, said meeting shall be adjourned without transaction of any business.

Section 5 Rules of Order

All meetings of the Board of Directors and the committees of the Board of Directors shall be conducted according to Robert's Rules of Order.

Section 6 Duties

Members of the Board of Directors are committed to perform the following each year to support the Club:

A. Duties of the board are as outlined in the board participation plan as approved by the Board of Directors annually.

B. Attendance

Members of the board shall be required annually to attend a minimum of seventy-five (75%) of the regularly scheduled meetings of the Board in a program year from September to August.

Section 7 Honorary Board of Directors

The Honorary Board of Directors shall consist of those persons elected by the Board of Directors for exceptional and extraordinary service to the Boys & Girls Club of Ludlow. Honorary members will have the privileges of a board member without the voting rights or attendance restrictions.

Section 8 Board Emeritus

The Board of Directors will have the authority, upon completion of a full term, to elect or appoint members to the position of board emeritus who will have the privileges of a board member without the voting rights or attendance restrictions. A minimum of ten (10) years of service is required for election to this position.

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Section 9 Resignations

A. Directors may resign voluntarily at any time by filing written notification with the Chairman of the Board.

B. Upon approval of the executive committee, a Director whose term is expiring, and who has not fulfilled the duties of the position as outlined in Article III, Section 6 of the by-laws, shall receive formal written notification from the Chairman of the Board and Chairman of the Nominating Committee that his/her term as Director has officially expired.

C. Upon approval of the executive committee, a Director whose term is not expiring but who has not fulfilled the duties of the position as outlined in Article III, Section 6 of the by-laws, shall receive a formal letter signed by the Chairman of the Board and the Chairman of the Nominating Committee appropriately asking the director to reevaluate his/her commitment to serve and consider the following options:

1. Renewing his/her commitment and continuing to serve his/her term.
2. Resigning from the board and serving as a Ambassador.
3. Resigning from the board and corporation.

Failure to respond to the letter within thirty (30) days shall be considered as a voluntary resignation.

Section 10 Vacancies.

The Board of Directors may fill vacancies in its membership resulting from death, resignation or other causes for the un-expired term involved.

ARTICLE IV **OFFICERS**

Section 1 Officers

The officers of the Corporation shall be a Chairman, a First Vice Chairman, a Second Vice Chairman, a President, a Treasurer and a Secretary, and such other officers as the Board of Directors may authorize, all of whom shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the Corporation. All officers, except the President, must be members of the Board of Directors. The President shall hold office at the will of the Board of Directors

Section 2 Terms of Office

The Chairman, the First Vice Chairman and the Second Vice Chairman shall serve two one year terms. The Treasurer and Secretary will serve one-year terms with no restriction on the number of consecutive terms.

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Section 3 Past Chairman

The immediate Past Chairman shall serve in an advisory capacity to the Chairman and Board of Directors for a term of one year.

Section 4 Duties of the Chairman

The Chairman shall call and preside at all meetings of the Corporation and the Board of Directors, prepare the agenda for all meetings of the Corporation and the Board of Directors, chair the Executive Committee, assures that all policies established by the Board of Directors and provisions of the organization's by-laws are carried out, appoints all standing and special committees and serves as an ex-officio member of each, shall oversee the development and/or the implementation of a strategic plan for the Corporation, assures that the treasurer, secretary, committee chairpersons, president/executive director perform their duties and provide timely reports as determined necessary, attends and or assures board representation at Area Council meetings, the National Conference and other conferences designed for board volunteers, sign such documents as authorized by the Board of Directors and/or required by his/her office and chair the annual performance review of the President. He/She is an unpaid volunteer.

Section 5 Duties of the Vice Chairmen

Paragraph 1. The Vice Chairmen, in the order of their seniority, shall perform the duties of Chairman in case of absence, resignation or inability of the Chairman to perform the required duties of that office. The First Vice Chairman shall succeed to the chairmanship upon expiration of the Chairman's term of office. The Second Vice Chairman shall succeed to the office of First Vice Chairman upon expiration of the First Vice Chairman's term of office. They shall be unpaid volunteers.

Paragraph 2. The Vice Chairmen shall assist the chairman in furtherance of the aims and purposes of the corporation. They shall oversee and coordinate the activities of the various standing committees and fund-raising committees and shall perform such other duties as shall from time to time be assigned to them by the Board of Directors. The committee responsibilities for each Vice Chairman, subject to change as committees are developed or eliminated, are: (a.) First Vice Chairman-Operations (b.) Second Vice Chairman- Board Development & Planning.

Section 6 President

The President shall be the Chief Executive Officer of the Corporation subject to the direction of the Board of Directors. The President shall be the paid Executive Director of the Corporation. The Board of Directors shall appoint the Executive Director of the Corporation, fix his compensation and prescribe his duties.

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Section 7 Treasurer

The Treasurer shall have custody of all money, property, papers and documents of all kinds belonging to the Corporation, subject to the control of the Board of Directors; shall receive all money, property, papers and documents of all kinds belonging to the Corporation; make payment of the obligations of the Corporation under the direction of the Board of Directors; keep regular accounts of all monies received and disbursed; render an accounting at least once each year at the annual meeting and more often if required to do so by the Directors; and give bond if and in such amounts and with such surety of sureties as the Board of Directors may require. He/She shall be an unpaid volunteer.

Section 8 Check Authorization Policy

All payroll checks under \$1,000, federal payroll tax payments, and any normal and recurring business expenses not in excess of a \$2,000 shall require one signature of the following: Chairman, Treasurer, Assistant Treasurer or President/Executive Director. Any unusual or non-recurring expense or disbursement in excess of a \$2,000 or any payroll check in excess of \$1,000 shall require two signatures of the following: Chairman, Treasurer, or President/Executive Director. Any disbursement made to the President/Executive Director excluding normal weekly pay checks shall require one signature of the following: Chairman, Treasurer, or 1st Vice Chairman.

Section 9 Secretary

The Secretary shall record the minutes of the meetings of the Corporation, the Board of Directors and the Executive Committee and shall perform such other duties pertaining to the office as may be required by the President. A copy of these minutes shall be distributed to the Board members to be voted on at the next regular meeting. The original shall remain as a permanent record in the organization's place of business. He/She shall be an unpaid volunteer.

ARTICLE V **COMMITTEES**

Section 1 Standing Committees

The standing committees of the Corporation shall be the Executive Committee, Board Development and Governance Committee, Budget and Finance Committee, Fund Development Committee, Safety Committee and Operations Committee.

Section 2 Executive Committee

The Executive Committee shall consist of the Chairman, First Vice Chairman, Second Vice Chairman, Immediate Past Chairman, Treasurer and Secretary. The Chairman of the Board shall serve as chairperson of the Executive Committee. The President shall serve as an ex-officio member. The committee meets

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monthly or as often as necessary between regular Board meetings and formulates recommendations for full Board action. All recommendations must be voted and approved by the full Board. The committee will act on behalf of the full Board only in emergency situations.

Section 3 Other Committees

The Board of Directors may establish such other committees as they may deem advisable in the conduct of affairs of the Corporation.

ARTICLE VI **FISCAL YEAR**

Section 1 Fiscal Year

The Fiscal Year of the Corporation shall begin on January 1st and end on December 31st.

ARTICLE VII **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify, defend and save harmless any and all persons who may serve or who have served at any time as directors or officers of the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such directors or officers in connection with any proceeding in which they may become involved, by reason of their being directors or officers of the Corporation. The indemnification provided for in this article to any director or officer may extend, if the directors so determine, to any employee or other agent. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation.

The indemnification provided by this Article may include payment by the Corporation of expenses incurred in defending civil and criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the Corporation has received from the person so indemnified a written undertaking to repay any such payment if it shall be determined that he is not entitled to indemnification pursuant to this Article.

The terms "director" and "officer" as used herein shall include the heirs, executors and administrators of such directors and officers. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled.

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ARTICLE VIII **CONFLICT OF INTEREST**

Any potential conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other members of the Board and included in the record when the matter involving such interest comes before the Board for action. Any member of the Board of Directors who has any potential conflict of interest on any matter which comes before the Board shall not vote or use his personal influence on the matter, and shall not be counted in determining the quorum for the meeting.

The foregoing requirement shall not be construed as preventing a member of the Board after having made known the possible conflict, from briefly stating his position in the matter nor from answering pertinent questions of other Board members since his knowledge may be of great assistance. Thereafter, such Board member shall leave the meeting. The minutes shall reflect that the aforementioned disclosure was made and that a quorum of Board members remained after the disclosing member left the meeting.

ARTICLE IX **REQUIREMENT TO MAINTAIN CHARITABLE STATUS UNDER THE PROVISIONS OF THE UNITED STATES** **INTERNAL REVENUE CODE**

The Corporation is organized and shall be operated exclusively for the charitable, scientific and educational purposes, as said terms have been and shall be defined under and pursuant to Section 170(c) and 501(c)(3) of the United States Internal Revenue Code of 1954, as amended and as said sections may from time to time be amended or added to, or under any successor sections thereto. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said charitable, scientific and educational purposes, as so defined; it being the intention that this Corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said Sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistent with this intention.

The foregoing clause shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation; PROVIDED, HOWEVER, that the Corporation shall not engage in any transaction, do any act or possess any power which would, if engaged in, done or possessed, result, for purposes of any federal estate, inheritance, gift, or personal or fiduciary or corporate income tax laws now or hereafter existing, in denial or limitation of any deduction or exemption otherwise available based on charitable, scientific or educational nature of the purposes and activities of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying on propaganda or attempting to influence legislation or participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of the law), no part of the property or assets of the Corporation

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shall be distributed directly or indirectly to any individual, corporation or other organization, except to corporations or other organizations in the Commonwealth of Massachusetts, contributions to which are deductible under Section 170 (c), and which qualify as exempt from income tax under Section 501 (c) (3) of said Internal Revenue Code, as Said Sections may, from time to time, be amended or added to, or under any successor sections thereto.

The Corporation may in the discretion of the Board of Directors make contributions to any Corporation or Organization in the Commonwealth of Massachusetts if the contributions are deductible under Section 170(c), which qualify as exempt from income tax under Section 501 (c) (3) of said Internal Revenue Code, as Said Sections may, from time to time, be amended or added to, or under any successor sections thereto.

ARTICLE X **ALTERATIONS OR AMENDMENTS OF THE BY-LAWS**

These by-laws may be amended or repealed by affirmative vote of two thirds of the voting members present at the annual or any special meeting of the Corporation, provided that a statement of the proposed amendment or amendments is contained in the notice of call of the meeting or said notice provides that any proposed amendment will be available for inspection by members at the office of the Corporation prior to the meeting.