



# **BOYS & GIRLS CLUB**

## **OF WOBURN**

### **Constitution and By-Laws**

#### **Constitution**

##### **Article I- Name**

The name of the Corporation shall be Boys' Club of Woburn, Inc.

##### **Article II- Purpose**

The purpose of the corporation shall be to provide behavior guidance and to promote the health, social, educational, vocation and character development of boys; to receive, invest and disburse funds, and to hold property for the purposes of the corporation.

##### **Article III- Membership**

Section 1. Any adult interested in the Boys' Club of Woburn, regardless of nationality, religion, or political belief may become a member of the corporation.

Section 2. In the beginning, the membership of the corporation shall consist of those persons who have associated together to form the corporation.

Section 3. At the first meeting of the corporation and at any annual meeting thereafter, the members may elect additional members by a two-thirds vote of the members present and voting.

Section 4. Membership shall be for indefinite terms and until a member is automatically dropped for non-attendance.

Section 5. Any member who is absent from three consecutive annual meetings of the corporation shall be dropped from membership until re-elected. The secretary shall furnish the nominating committee with the names of persons who were dropped from membership subsequent to the last annual meeting, at least thirty (30) days before the date of the next annual meeting.

Section 6. Any member may be removed from membership on recommendation of the board of directors by a two-thirds vote of the members present and voting at any special or annual meeting.

Section 7. No person, sincerely interested in the Woburn Boys' Club philosophies and objectives, should be denied membership on the Board of Directors because he actively participates in Politics. BUT, if any member of the Board USES the Boys' Club as a means for furthering their political ambitions, he will be subject to immediate expulsion from the Board.

##### **Article IV- Meetings**

Section 1. The first meeting of the members of the corporation shall be held at a time and place to be fixed by those who have associated themselves together to form the corporation.

Section 2. The annual meeting of the members of the corporation shall be held in November of each year, at a time and place to be fixed by the board of directors, for the purpose of hearing reports of officers, committees and the executive director; to elect members of the board of directors, and members of the corporation; and to act on any matter which may properly come before the annual meeting. Notice of such meeting shall be mailed by the secretary to members of the corporation at least thirty (30) days before the date of the meeting.

Section 3. Special meetings of the corporation may be held at the call of the board of directors or of at least twenty-five (25) per cent of the members of the corporation. The secretary shall mail notices of such meeting at least ten (10) days before the date of the meeting which shall contain the purposes of the meeting.

Section 4. Twenty five (25) per cent of the members of the corporation present in person shall constitute a quorum at any meeting of the corporation but, in the absence of a quorum, a majority of those present at the time and place set for a meeting may take adjournment from time to time until a quorum shall be present.

#### **Article V- Nominating Committee**

Section 1. At each annual meeting of the members of the corporation, they shall elect, or authorize the appointment by the president of the nominating committee of at least three (3) members and not more than five (5) members whose duty shall be to present at the next annual meeting of the members of the corporation nominations for membership in the corporation and nominations for members of the board of directors. If appointment of the president is authorized, the appointment shall be made at least ninety (90) days before the date of the next annual meeting. Any member of the corporation, at any annual meeting, may nominate candidates for members of the corporation and members of the board of directors.

#### **Article 6- 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; have custody and management of land, buildings, equipment, securities and all other property of the corporation; adopt the annual budget of the corporation; borrow money; raise and disburse funds; invest and re-invest funds of the corporation; sell, buy and exchange, properties and securities of the corporation; make contracts; appoint the executive director; and appoint, or delegate power to appoint, other employees of the corporation; fix the compensation of all 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 2. The numbers of the members of the board of directors, who shall be members of the corporation, shall be fixed by the members of the corporation at their first meeting and this number may be changed at any annual meeting, provided however, there shall not be less than members of the board of directors, exclusive of the officers of the corporation who shall be ex-officio members of the board of directors.

Section 3. At the first meeting of the members of the corporation, one-third of the members of the board of directors shall be elected for one year, and one-third for two years, and one-third for three years from among the members of the corporation. At each annual meeting thereafter, one-third of the number of directors shall be elected for three year terms. If the number of the members of the board of directors is increased at any annual meeting, the additional members shall be elected in equal number for one, two and three year terms, and if the number of members is reduced at any annual meeting, the terms of the remaining members shall be adjusted as necessary to provide an equal number serving one, two and three year terms.

Section 4. All officers of the corporation shall be either elected or ex-officio members of the board of directors during their terms of office.

Section 5. The board of directors shall have power to fill vacancies in its own membership. Such new members shall hold office until the next manual meeting of the members of the corporation.

Section 6. Forty (40) per cent of the members of the board of directors shall constitute a quorum at any annual or special meeting of the board of directors.

Section 7. At least thirty (30) days before the date of the annual meeting, the secretary shall furnish the nominating committee with the names of the members of the board of directors whose terms will expire at such annual meeting.

#### **Article 7- Officers**

Section 1. The officers of the corporation shall be a president, one or more vice presidents, a treasurer, and a secretary who shall be elected annually by the board of directors. All officers shall serve for one year or until their successors are elected.

#### **Article 8- Executive Director**

Section 1. The board of directors shall appoint an executive director of the corporation, fix his compensation, prescribe his duties, and the terms of his employment.

#### **Article 9- By-Laws**

Section 1. The board of directors shall have power to adopt by-laws regulating the affairs and prescribing the duties of the officers and executive director of the corporation, which by-laws shall not be inconsistent with this constitution.

#### **Article 10- Amendments**

Section 1. This constitution may be amended upon a two-thirds vote of the members present and voting at any meeting of the corporation provided a copy of the proposed amendment shall have been mailed to each member of the corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon.

#### **Article 11- Effective Date**

Section 1. This constitution shall become effective immediately upon adoption by two-thirds vote of the members of the corporation present and voting.

### **By- Laws**

#### **Article 1- Board of Directors**

Section 1. Meetings of the board of directors shall be held monthly, excepting July and August in each year, at such places as it shall designate.

Section 2. Other meetings may be held at the call of the president or of one-third of the members of the board of directors providing a notice of the time and purpose of the meeting is given to each member.

#### **Article 2- Committees**

Section 1. The Executive Committee shall consist of at least seven (7) members, exclusive of ex-officio members of the corporation and board of directors, and shall include the Treasurer and chairman of the Personnel and Finance Committee. The chairman shall be a member of the board of directors. It shall be the duty of the Executive Committee, and shall have the authority, to direct and carry on the activities of the corporation during the interims of board meetings. The Executive Committee shall appoint a clerk from among its members who shall keep an accurate record of its meetings and report to the board of directors.

Section 2. There shall be a finance committee, a program and personnel committee, a camp committee, and a property maintenance committee. All committees and their chairmen shall be appointed by the president after each annual meeting.

Section 3. The finance committee shall consist of at least five (5) members, exclusive of ex-officio members, of the corporation and board of directors, and shall include the treasurer. The chairman shall be a member of the board of directors. It shall be the duty of the finance committee to report and make recommendations to the board of directors concerning all the financial affairs of the corporation. The finance committee shall appoint a clerk from among its members who shall keep an accurate record of its meetings.

Section 4. The program and personnel committee shall consist of at least five (5) members, exclusive of ex-officio members of the corporation and board of directors. The chairman shall be a member of the board of directors. It shall be the duty of the program and personnel committee to report and make recommendations to the board of directors concerning the programs and personnel of the corporation. The program and personnel committee shall appoint a clerk from among its members who shall keep an accurate record of its meetings.

Section 5. The camp committee shall consist of at least five (5) members, exclusive of ex-officio members of the corporation and board of directors. The chairman shall be a member of the board of directors. It shall be the duty of the Day Camp committee to report and make recommendations to the board of directors concerning all matters of camp property and operation. The camp committee shall appoint a clerk from among its members who shall keep an accurate record of its meetings.

Section 6. The property maintenance committee shall consist of at least five (5) members, exclusive of ex-officio members of the corporation and board of directors. The chairman shall be a member of the board of directors. It shall be the duty of the property maintenance committee to report and make recommendations to the board of directors

concerning the maintenance of the building and other properties of the corporation, except camp properties. The property maintenance committee shall appoint a clerk from among its members who shall keep an accurate record of its meetings.

Section 7. The board of directors may authorize the creation of and may create such other committees as may be found necessary to direct and carry on the activities of the corporation.

Section 8. The president and executive director of the corporation shall be ex-officio members of all committees.

#### **Article 3- President**

Section 1. The president shall preside at meetings of the members of the corporation and of the board of directors; shall appoint the members of all committees herein and which may be created as otherwise provided and shall be an ex-officio member of all such committees; shall sign such papers as required by his office or as instructed by the board of directors.; shall make such reports and recommendations to the board of directors and members of the corporation at any annual or special meetings concerning the work and affairs of the corporation, which in his judgment are desirable for their information and guidance; may require such reports from the treasurer, secretary and executive director as in his judgment are necessary, and shall perform other duties incident to that office.

#### **Article 4- Vice President**

Section 1. The vice presidents, in the order named, shall perform the duties of the president in the case of absence, resignation or inability of the latter to act.

#### **Article 5- Secretary**

Section 1. The secretary shall issue all notices of meetings of members of the corporation and board of directors; notify individuals elected to office or to membership of the corporation and to the board of directors; keep complete records of the meetings of the members of the corporation and of the board of directors including an accurate record of attendance of members; notify the nominating committee of persons dropped from membership in the corporation for non-attendance or other cause; furnish the nominating committee with the list of officers and members of the board of directors, whose terms shall expire at the annual meeting, with a record of their attendance at meetings of the board of directors during their term of office; shall mail other notices as instructed to by the board of directors, shall be the custodian of all records of the corporation, except such records and papers as shall be kept by the treasurer as herein provided; shall sign such papers as are required by his office or as instructed by the board of directors; and shall perform other duties incident to the office.

#### **Article 6- Treasurer**

Section 1. The treasurer shall receive all moneys of the corporation and have custody thereof. He shall cause the funds of the corporation to be deposited in one or more banks selected by the board of directors to be disbursed in accordance with the instructions of, and upon the signatures of persons designated by the board of directors. He shall cause to be kept a full account of all moneys received and paid out and shall give reports thereof to the president, board of directors and the executive director as they may require. He shall receive and have custody of all deeds, securities, notes and financial papers and shall make reports thereof to the president, board of directors and the executive director as they may require. He shall cause the books of account of the of the corporation to be audited at least once annually by a public accountant approved by the board of directors, and shall cause to be prepared, and shall present at each annual meeting of the members of the corporation, a comprehensive financial statement including the report of the accountant. He shall sign such papers as are required by his office or as instructed by the board of directors; and shall perform other duties incident to that office. He may be required by the board of directors and shall perform other duties incident to that office. He may be required by the board of directors to give such bonds as they shall determine for the faithful performance of his duties.

#### **Article 7- Executive Director**

Section 1. The executive director shall manage the affairs, direct the work and employees of the corporation, subject to and in accordance with, the instructions of the board of directors, shall prepare budgets of expense for approval of the finance committee; and shall be authorized to incur expense in accord with the approved budget, or as instructed by the board of directors.

Section 2. The executive director shall attend all meetings of the board of directors unless specifically otherwise instructed and shall be an ex-officio member of all committees.

Section 3. The executive director shall make reports of the work and affairs of the organization to the president, board of directors and corporation.

#### **Article 8- Fiscal Year**

The fiscal year of the corporation shall be November 1 through October 31.

**Article 9- Seal**

The seal of the corporation shall be a circular impression of the words and figures: Incorporated (March 7, 1959) and surrounded by the words: Boys' Club of Woburn, Inc., Woburn, Mass.

**Article 10- Amendments**

These by-laws may be amended by a majority vote of the members of the entire board of directors at any regular or special meeting called for the purpose, provided notice of the proposed change is given in the notice of the meeting thirty (30) days prior to the meeting.

## Amendments

### Amendment to the Articles of Organization of Boys' Club of Woburn, Inc.

Notwithstanding any provision of law imposing such liability, no Officer or Director of the Boys' Club of Woburn, Inc. shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty by such officer or Director as an Officer or Director; provided, however, that this Section shall not eliminate or limit the liability of an Officer or Director

- I. for any breach of the Officer's or Director's duty of loyalty to the corporation or its members,
- II. for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or
- III. for any transaction from which the Officer or Director derived an improper personal benefit.

No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any Officer or Director of the corporation for or with respect to any acts or omissions of such Officer or Director occurring prior to such amendment or repeal.

*This amendment was passed 94-0 by proxy or in person at a special meeting of the membership of the Boys' Club of Woburn, Inc. and its Board of Directors on November 18, 1987 at the Boys' Club of Woburn, Boys Club Lane, Woburn, Massachusetts.*

### Amendments to the Constitution

#### **Article 1- Name**

Delete the existing article and insert in place thereof the following: The name of the Corporation shall be the Boys and Girls Club of Woburn, Inc."

#### **Article 2- Purpose**

Delete the word "boy" and insert the word "youth" in accordance with the purpose as expressed in the Corporation's Articles of Organization as filed.

#### **Article 3- Membership**

Section 1. Delete the name "Boys' Club of Woburn" and insert in place thereof "Boys and Girls Club of Woburn, Inc."

Section 7. Delete all references to "Woburn Boys' Club" and "Boys' Club" and insert in place thereof "Boys and Girls Club of Woburn Inc."

#### **General**

To amend all existing references to "boys" and henceforth read "boys and girls".

*These amendments were passed 102-1 by proxy or in person at a special meeting of the membership of the Boys' Club of Woburn, Inc. and its Board of Directors on May 29, 1991 at the Boys' Club of Woburn, Boys Club Lane, Woburn, Massachusetts.*

### Amendments to the By-Laws

#### **Article 1- Board of Directors, Section 1**

Meetings of the Board of Directors shall be held quarterly, January, April, September and November with special meetings at the call of the President. The Executive Committee to meet monthly or more at the call of the President.

*This amendment to the by-laws was passed on January 14, 1974.*

#### **Amendment- Use of Assets and Dissolution and Use of Income**

Section 1. On the dissolution of the Corporation, the Board of Directors shall after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law) as

the Board of directors shall determine. Any of such assets not disposed of shall be disposed of by a court of competent jurisdiction, in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

Section 2. The corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and no part of any of the net earnings thereof shall inure to the benefit of any member or other individual.

*This amendment was passed by a majority vote of the entire Board of Directors. Done through mail and all returned postcards in on February 1, 1977.*

**Article 8- Fiscal Year**

The fiscal year of the corporation shall be January 1 through December 31.

*This amendment was passed by a majority vote of the entire Board of Directors. Done through mail and all returned post cards in on October 24, 1979.*

**Article 9- Seal**

Delete the words "Boys' Club of Woburn, Inc. " and insert in place thereof "Boys and Girls Club of Woburn, Inc.".

*This amendment was passed 102-1 by proxy or in person at a special meeting of the membership of the Boys' Club of Woburn, Inc. and its Board of Directors on May 29, 1991 at the Boys' Club of Woburn, Boys Club Lane, Woburn, Massachusetts.*