



Amended and Restated Bylaws

Boys & Girls Clubs of Greater Richmond

Article I **Offices**

The principal office of the Boys & Girls Clubs of Greater Richmond (the “*Organization*”) shall be in, and the Organization may conduct its business within or outside, the Commonwealth of Virginia as the Board of Directors deems advisable.

Article II **Members**

The Organization shall have no Members.

Article III **Directors**

3.1 **General Powers.** The Organization shall have a board of directors (the “*Board of Directors*”). All corporate powers shall be exercised by or under the authority of, and the business and affairs and governance of the Organization managed under the direction of, its Board of Directors, subject only to any limitations set forth in the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws (these “*Bylaws*”).

3.2 **Number.** The number of directors of the Organization shall be no less than twelve (12) and no more than twenty four (24). The number of directors may be increased or decreased from time to time by the Board of Directors.

3.3 **Election and Term.** The directors’ terms shall be staggered. Directors shall be divided into three classes with approximately one-third being elected to serve for a term of three years. No director shall be eligible to serve more than three consecutive terms of three years each. The person selected as President or Chief Executive Officer shall serve as a non-voting ex officio member of the board of directors. An officer, including the President or Chief Executive Officer, may continue additional years as an officer and director until the completion of the term of office. An individual may not be elected to a new term as a director after such individual’s 75th birthday. However, exemplary individuals may be invited to serve additional terms at the Board’s discretion after completion of their third consecutive term or after their 75th birthday. Any person who has not served on the Board of Directors for an intervening period of at least one year may be re-elected.

3.4 **Removal; Vacancies.** The Board of Directors may remove any director of the Organization, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. The removal of a director shall be effective only upon the affirmative vote of a majority of the remaining directors; provided that, in the event there are only two (2) directors, one director may not remove the other director. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director or an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

A director may resign at any time by delivering a written notice to the Organization, the Chairperson, or the Secretary. A resignation is effective upon actual delivery unless the resignation specifies a later effective date; in which case, if the Board accepts the future effective date, it may fill the pending vacancy before the effective date provided the successor does not take office until the effective date.

3.5 **Other Management Power and Authority.** The Board of Directors shall have such other corporate power and authority to manage the Organization, including, but not limited to, the power and authority:

(a) to enter into or sever relationships and agreements with other agencies or organizations when in its judgment such a relationship is desirable toward achieving the Organization's objectives;

(b) on behalf of and in the name of the Organization, to hold or dispose of such property, real or personal; to purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the Organization;

(c) to control and manage the property of the Organization, with the power to borrow money for corporate purposes;

(d) to hire and dismiss any and all officers.

3.6 **Meetings.**

(a) **Regular and Special Meetings.** The Board of Directors shall meet regularly, but no less than four times per year, at such time and place as it determines. The Board of Directors may hold regular or special meetings at such place, either within or outside of the Commonwealth of Virginia, telephonically or via teleconference as may be provided in the notice of the meeting and approved by the Chairperson or by petition of one-third of the directors then in office delivered to the Secretary. The call for a special meeting shall specify the object of the meeting. If no place is designated in the notice of a regular or special meeting, it shall be held at the principal office of the Organization.

(b) **Annual Meeting.** An Annual Meeting of the Organization shall be held at a time and place fixed by the Board of Directors.

(c) **Record of Meeting.** A written record of the attendance and business transacted at all regular and special meetings of the Organization shall be maintained and filed with the minutes of the Board of Directors.

(d) **Notice of Meetings.** Except for urgent meetings called by the Chairperson upon reasonable notice under the circumstances, notice of meetings of the Board of Directors shall be given to each director not less than three (3) days before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, email, messenger or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

(e) **Waiver of Notice.** A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next sentence, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

(f) **Quorum; Voting.** A majority of the Organization's directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) the director votes against, or abstains from, the action taken.

(g) **Telephonic and Teleconference Meetings.** The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

(h) **Action Without Meeting.** Action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

3.7 **Duties.** The Board of Directors is charged with two (2) primary duties: The Duty of Care and the Duty of Loyalty.

(a) **Duty of Care.** The Duty of Care requires directors to act (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director reasonably believes to be in the best interests of the Organization.

(b) **Duty of Loyalty.** The Duty of Loyalty requires directors to pursue the Organization's best interest, whether over money or politics. The Duty of Loyalty prohibits a director from engaging in self-dealing unless there is full disclosure to the Board of Directors, the transaction is clearly in the Organization's best interests, and the transaction does not endanger the Organization's tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV **Committees of Directors**

4.1 **Authority of Committees.** Any committee of the Board of Directors will operate under a charter specifying the committee's authority and responsibilities. Any committee of the Board shall have only such authority specifically granted to it by the Board of Directors and as reflected in the charter of the committee, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Organization; or (vi) approve revocation of voluntary dissolution proceedings. Any director who has been elected to a Committee shall cease to be a member of that Committee upon the expiration of their term on the Board of Directors. Any person appointed to a committee who is not a member of the Board of Directors shall be a non-voting member and shall not be counted for quorum purposes.

4.2 **Executive Committee.** The Executive Committee of the organization will be comprised of the Chairperson, Vice-Chairperson, Treasurer, Secretary and Committee Chairpersons. The Board of Directors may approve up to two additional members of the Board of Directors to serve on the Executive Committee. The Executive Committee shall have and is authorized to exercise the authority of the Board of Directors between meetings of the Board of Directors, to superintend and act upon all business and corporate governance matters requiring immediate attention during intervals between regular meetings of the Board of Directors and other responsibilities as reflected in its charter. A majority of the Executive Committee, which must include the Chairperson of the Board of Directors (who will also serve as Chairperson of the Executive Committee), shall constitute a quorum for the transaction of business. The creation of an Executive Committee and appointment of members to it shall be approved by a majority of directors in office when such action is taken.

4.3 **Board Development Committee.** There shall be a Board Development Committee comprised of at least four members of the Board of Directors. The creation of the Board Development Committee and appointment of members to it, as well as the appointment of Chairperson of the Committee, shall be approved by a majority of directors in office when such action is taken. A majority of the Board Development Committee shall constitute a quorum for the transaction of business. The Board Development Committee will be responsible for carrying out the responsibilities reflected in its charter, including, but not limited to, identifying and evaluating

potential candidates for the Board of Directors, prior to the Annual Meeting of the Organization, advising the Board of its nominations for Board vacancies and on an annual basis, evaluating the performance of Board members. Such directors shall be elected at the Annual Meeting by the affirmative vote of a majority of a quorum of Board of Directors present at its Annual Meeting. The Board Development Committee shall also identify a slate of officers for the next two-year term of service during the year in which the current officers' service terminates.

4.4 Finance and Audit Committee. There shall be a Finance and Audit Committee comprised of at least three members of the Board of Directors who will have interest, knowledge and expertise relative to basic finance, accounting and business practices. The creation of the Finance and Audit Committee and appointment of members to it shall be approved by a majority of directors in office when such action is taken. The Treasurer will serve as the Chairperson of the Finance and Audit Committee. A majority of the Finance and Audit Committee shall constitute a quorum for the transaction of business. The Finance and Audit Committee will be responsible for overseeing the financial and business affairs of the Organization in accordance with its charter including, but not limited to, oversight with respect to financial performance, budgeting, technology, compensation, human resources, investments, risk management, and properties, administration of the Organization's Conflict of Interest Policy, approval of the annual audited consolidated financial statements of the Organization, oversight of the annual external audit and the selection, engagement, evaluation, independence and performance of external auditors.

4.5 Advancement Committee. There shall be an Advancement Committee comprised of at least four members of the Board of Directors. The creation of the Advancement Committee and appointment of members to it, as well as the appointment of Chairperson of the Committee, shall be approved by a majority of directors in office when such action is taken. A majority of the Advancement Committee shall constitute a quorum for the transaction of business. The Advancement Committee will be responsible for carrying out the responsibilities reflected in its charter, including, but not limited to, overseeing the advancement affairs of the Organization in accordance with its Charter and assisting management in planning and executing fundraising initiatives and reporting to the Board the results of fundraising activities of the Organization.

4.6 Mission Committee. There shall be a Mission Committee comprised of at least four members of the Board of Directors. The creation of the Mission Committee and appointment of members to it, as well as the appointment of Chairperson of the Committee, shall be approved by a majority of directors in office when such action is taken. A majority of the Mission Committee shall constitute a quorum for the transaction of business. The Mission Committee will be responsible for carrying out the responsibilities reflected in its charter, including, but not limited to, oversight with respect to the programs offered to participants, the establishment of measurable outcomes of such programs and reporting to the Board the results achieved in relation to such measurements. The Committee will also oversee policies and procedures regarding the safety of program participants and compliance with Boys and Girls Clubs of America safety requirements.

4.7 Other Committees. The Board of Directors may create one or more additional committees, and may appoint any person, whether such person is a director or not, to serve on them. Each committee shall have two or more members who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it, as well as the

appointment of Chairperson of such Committees, shall be approved by a majority of directors in office when the action is taken. A majority of the members of such committees shall constitute a quorum for the transaction of business.

4.8 **Committee Meetings; Miscellaneous.** The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of directors and their members as well.

Article V **Officers**

5.1 **Officers.** The officers of the Organization shall be a Chairperson, Vice-Chairperson, Treasurer, Secretary, if applicable, President or Chief Executive Officer, and in the discretion of the Board of Directors, one or more Vice Presidents and other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Organization. Any two or more offices may be held by the same person, and it is not necessary that all offices be filled.

5.2 **Election; Term.** The Board of Directors shall elect from its own number, by affirmative vote of a majority of the members of the Board present at the Annual Meeting of the Organization, a Chairperson, Vice-Chairperson, Treasurer and Secretary of the Board of Directors. They shall hold office for a term of two years at which time the officer(s) must be re-elected to continue in their capacity as an Officer. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective.

5.3 **Removal of Officers.** The Board of Directors may remove any officer or assistant officer at any time, with or without cause.

5.4 **Duties of Officers-General.** The appropriate officers, as may be designated by the Board of Directors from time to time, shall have the authority to execute documents that require the signature of an officer of the Organization, such as legal documents, securities, contracts, or instruments ordered to be executed by the Board of Directors. Further, unless otherwise specified in these Bylaws, the officers shall have such powers and duties as generally pertain to their respective offices under Virginia law as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

5.5 **Chairperson.** The Chairperson shall preside at all meetings of the Board of Directors, Executive Committee, and Organization and assume all other duties usually associated with the office of the Chairperson.

5.6 **Vice-Chairperson.** The Vice-Chairperson shall assume all duties of the Chairperson in the absence of the Chairperson and such other responsibilities as directed by the Chairperson or the Board of Directors. In the event of the absence of both the Chairperson and the Vice-Chairperson, the Treasurer and Secretary (in that order) shall act in the role of Chairperson.

5.7 **Treasurer.** Except as may otherwise be specifically provided by the Board of Directors or the Executive Committee, the Treasurer is charged with oversight responsibility for the financial affairs of the Organization, as directed by the Board of Directors. The Treasurer shall

serve as Chairperson of the Finance Committee. The Treasurer shall provide oversight to ensure that accurate record is kept of all funds received and disbursed by the Organization and that all such funds are deposited or disbursed only in the manner approved by the Board of Directors. The Treasurer shall provide oversight to ensure that the accounting records of the Organization are complete and accurate and that timely reports of the financial affairs of the Organization, as directed by the Board of Directors, are prepared and presented.

5.8 **Secretary.** The Secretary shall be the ex officio clerk of the Board of Directors, shall give, or cause to be given, notices of all meetings and all other notices required by these Bylaws or by law. The Secretary shall record the proceedings of the meetings of the Board of Directors in a book kept for that purpose, record all resolutions adopted by the Board of Directors. The Secretary shall have responsibility for authenticating records of the Organization and shall perform such other duties as may be assigned from time to time by the Board of Directors. The Secretary shall also be responsible for seeing that the official records of the Organization, including minutes of board and committee meetings are prepared and maintained, filing and authenticating any reports required of the Organization and assuming other duties designated by the Chairperson or Board of Directors.

5.9 **President & Chief Executive Officer.** The Board of Directors may employ a President & Chief Executive Officer or its equivalent or other employees to assist in conducting the day-to-day business of the Organization. Subject to prior authorization by the Board of Directors, the President & Chief Executive Officer or such other employees shall take such necessary and proper actions to conduct the business of the Organization, including but not limited to the execution of legal documents; payment of funds; retention of independent advisors; and communication on behalf of the Organization. The President and/or Chief Executive Officer shall serve as a nonvoting ex officio member of the Board of Directors.

Article VI

Limit on Liability and Indemnification

6.1 **Generally.** The Organization shall indemnify individuals in accordance with the provisions of the Articles of Incorporation.

6.2 **Miscellaneous.** Indemnity hereunder shall continue as to a person who has ceased to have the capacity referred to above and shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Organization. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Organization, and indemnification under policies of insurance purchased and maintained by the Organization or others. However, no person shall be entitled to indemnification by the Organization to the extent he or she is indemnified by another, including an insurer. The Organization is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Organization or any other legal entity at the request of the Organization regardless of the Organization's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Organization from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any

provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

6.3 **Amendments.** No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

Article VII **Records and Reports**

7.1 **Generally.** The Organization shall keep as permanent records its Articles of Incorporation and Bylaws, annual reports filed with the Virginia State Corporation Commission, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting and a record of all actions taken by a committee of the Board of Directors on behalf of the Organization. The Organization shall maintain appropriate accounting records. The Organization shall maintain all of its records in written form or in another form capable of conversion into written form within a reasonable time.

7.2 **Checks and Notes.** Checks, notes, drafts and other orders for the payment of money by the Organization shall be signed by such person or persons as the Board of Directors may authorize.

7.3 **Notices.** Each director and officer shall furnish in writing to the Chairperson of the Organization the address to which notices of every kind may be delivered or mailed.

Article VIII **Miscellaneous Provisions**

8.1 **Registered Office and Agent.** The Organization shall at all times have a registered office and a registered agent.

8.2 **Conflicts of Interest and Contracts with Directors.** The Organization shall at all times have and follow a written Conflicts of Interest Policy approved by the Board of Directors. The Organization shall not enter into any conflict of interest transaction unless (i) such transaction has first been approved by an affirmative vote of a majority of the Board and (ii) such transaction is otherwise fair to, and in the best interests of, the Organization.

8.3 **General.** Any matters not specifically covered by these bylaws shall be governed by the applicable provisions of the Virginia Nonstock Corporation Act in force at the time.

8.4 **Fiscal Year.** The fiscal year of the Organization shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be for the 12-month period ending June 30 of each year.

8.5 **Interpretation.** For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

8.6 **Amendments.** These Bylaws may be amended or repealed, and new Amended and Restated Bylaws may be made at any meeting of the Board of Directors. The power to amend the Organization's Articles of Incorporation shall be vested in the Board of Directors. Amendment of the Bylaws shall require the affirmative votes of two-thirds in number of the directors then serving.

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The foregoing Amended and Restated Bylaws for Boys & Girls Clubs of Metro Richmond have been approved and adopted by the Board of Directors effective as of June 22, 2023.

REVISED: September 21, 2023

**BGCMR
RECORD OF CHANGE
BY-LAWS**

Date Approved by Board	Description of Change	Page #	Rational
6/22/2023	Amended and Restated By-laws approved	all	entire re-write of previous by-laws
9/21/2023	Combination of Finance Committee and Audit Committee into single Finance and Audit Committee	5	organization will not have two separate committees