

October 6, 2017

City of Lake Elsinore
Attn: Brendan Rafferty
130 S. Main Street
Lake Elsinore, CA 92530

Dear Mr. Rafferty,

On behalf of the Boys & Girls Club of Southwest County, please accept our Community Development Block Grant application in the amount of \$10,000 to provide scholarships for our Before and After-School program to low-moderate income youth ages 6-17 at our Club in Lake Elsinore.

The Boys & Girls Club of Southwest County has served youth and families for over 27 years. Our Before and After-School program is designed to ensure youth are academically successful, exhibit good character and citizenship, and live a healthy lifestyle.

Our youth development strategy promotes a sense of belonging, usefulness, influence and competence. Activities are offered in the following areas: Character and Leadership, the Arts, Health and Life skills, Education and Technology, and Sports and Recreation.

Please feel free to contact me should you have any further questions.

Sincerely,

Grant Anderson
Chief Executive Officer
Boys & Girls Club of Southwest County



**BOYS & GIRLS CLUB
OF SOUTHWEST COUNTY**

P.O. Box 892349
Temecula, CA 92589

**Old Town Temecula
Corporate Office**
28790 Pujol Street
Temecula, CA 92590
951-699-1526

Pechanga Great Oak Club
31465 Via Cordoba
Temecula, CA 92592
951-695-0181

Murrieta Club
40550 California Oaks Road
Murrieta, CA 92562
951-698-3838

Lake Elsinore Club
16275 Grand Avenue
Lake Elsinore, CA 92530
951-245-4499

BOARD OFFICERS

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Chairman

KIMBERLY FREIZE UHLER
First Vice Chairman

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JOAN SPARKMAN
Emeritus

The Positive Place For Kids

The Boys & Girls Clubs of Southwest County is a non-profit organization qualifying for tax-exempt status under Section 501(c) (3) of the Internal Revenue Code. Tax ID # 33-0475756

**GREAT FUTURES START
HERE!**

APPLICATION FOR CITY OF Lake Elsinore

Organization Web Address: www.bgcswc.org

Does your Organization expend \$750,000 or more a year in federal funds? Y ☐ or N ☐

Number of paid staff: 40

Number of volunteers: 200

Members/Board of Directors (*Attach*): 20

III. PROJECT ACTIVITY

A. Name of Project: BGC Before and After-School

B. Specific Location of Project

(Attach Project Map - include street address; if a street address has not been assigned provide APN)

Street or APN: 3711 Nichols Road

City: Lake Elsinore

Zip Code: 92530

C. CDBG Funds Requested: \$10,000 *(total amount for the project only)*

D. Where will the proposed activity occur (be specific as to the geographic boundaries)? If the project involves a new or existing facility, what is the proposed service/benefit area for the facility?

The proposed activity will occur at our Alberhill Ranch Clubhouse and services youth and families from throughout Lake Elsinore.

E. In which City (ies)/Communities does the activity occur?

City (ies): Lake Elsinore

Community (ies):

NOTE: EDA will make the final determination of the appropriate service area of all proposals.

F. If this project benefits residents of more than one community or jurisdiction, have requests been submitted to those other entitlement jurisdictions? (i.e., County district(s) 1st, 2nd, 3rd, 4th, and/or 5th, City of Palm Springs, City of Moreno Valley, City of Riverside, etc.)

N/A

G. Check **ONLY** the applicable category your application represents.

- ☒ Public Service
- ☐ Homeless Activities
- ☐ Real Property Acquisition (Must consult with EDA prior to submitting application)
- ☐ Housing
- ☐ Rehabilitation/Preservation (please provide picture of structure)
- ☐ Public Facilities (construction)
- ☐ Infrastructure (i.e. Streets, Sewer, Sidewalk, etc.)
- ☐ Other: (provide description) _____

H. Respond to A & B only if this application is for a public service project.

(a) Is this a NEW service provided by your agency? Yes ☐ No ☒

(b) If service is not new, will the existing public service activity level be substantially increased or improved?

The service will be increased because there is a need and request by parents for more scholarships.

IV. PROJECT NARRATIVE

A. Provide a detailed Project Description. The description should only address or discuss the specific activities, services, or project that is to be assisted with CDBG funds. If CDBG funds will assist the entire program or activity, then provide a description of the entire program or activity:

The Boys & Girls Club of Southwest County has a 27 year history working with young people, ages 6-18, from all socio-economic backgrounds and family circumstances. CDBG funds will provide scholarships to 20 youth from low-moderate income households, enabling them to participate in the Boys & Girls Club (BGC) Before and After-School program. BGC Before and After-School has a formula for success that is instilled in every member. Academic Success+Healthy Lifestyles+Character and Leadership=Great Futures. To meet these priority outcomes, trained, professional staff members, supervise, encourage, and implement activities in the following areas: (1) Health & Life Skills (2) Sports, Fitness, & Recreation (3) Cultural & Artistic (4) Academic & Career (5) Service Learning. BGC Before & After-School runs 36 weeks every school day from 6:30am to 6:30pm. Additionally, the Boys & Girls Club provides transportation to and from 9 Lake Elsinore schools and offers a healthy meal and snack every afternoon. BGC Before and After-School empowers youth towards a great future by surrounding them with the opportunities and resources needed to succeed.

- B. Provide a detailed description of the proposed use of the CDBG funds only (e.g. client scholarships, purchase of specific equipment, rent, supplies, utilities, salaries, etc.):

CDBG funds will be used for 20 scholarships for children from low-moderate income households to help offset the cost of the Before and After-School program. The full fee for the program is \$91.25/week (\$365/month) per child; however, to ensure that no child is left home alone before or after school, the Boys & Girls Club offers scholarships for up to 75% off the normal fee to families who qualify. For a family receiving a scholarship, the fee may be as little as \$22.81/week (\$91.25/month). The average scholarship will be \$500 per youth.

- C. What are the goals and objectives of the project, service, or activity? How will you measure and evaluate the success of the project to meet these goals and objectives (measures should be qualitative)?

BGCSWC services were developed to assist youth by providing a safe and supervised environment for children who might otherwise be left home alone. The goals of the program are to ensure all youth who walk through our doors are academically successful, exhibit good character and citizenship and are living a healthy lifestyle. Our objective is to provide an average of 150 visits to 20 youth from low-moderate income households with CDBG fund assistance.

Each spring a survey is administered to Boys & Girls Club members to measure the impact of Club's across the county in a consistent manner using a common set of research informed indicators and outcomes.

BGCSWC uses a data management system recommended by Boys & Girls Clubs of America to track program usage, scholarships, income, age, ethnicity, school, etc. Firsthand accounts from Club kids and parents can also be provided to show how individuals and families benefited from BGC Before and After-School. The above will be used to evaluate the success of the project.

- D. Please identify the project milestones using an Estimated Timeline for Project Implementation:

July 2018-August 2018: Begin recruitment of members and identify 20 youth to receive scholarships for BGC Before and After-School program.

August 2018-May 2019: Provide BGC Before and After-School programming to 20 youth receiving scholarships.

V. PROJECT BENEFIT

- A. Indicate the number of people or households that will directly benefit from your proposal using CDBG funds: *Note: This is based on the expected number of clients to be served if the County funds your project for the requested amount.*

20 youth and their families

- B. Indicate the number of unduplicated clients that will be served (*An unduplicated client is counted only once, no matter how many direct services the client receives during a funding year*):

20 youth and their families

- C. Length of proposed CDBG-funded activities or service (weeks, months, year):

36 weeks

- D. Service will be provided to (check one or more):

☐ Men

☐ Women

☒ Children (Range of children's ages : _____ 6-17)

☐ Homeless (Number of beds at facility : _____)

☐ Seniors

☐ Severely Disabled Adults

☐ Migrant Farm Workers

☐ Families

- E. What methods will be used for community involvement to assure that all who might benefit from the project are provided an opportunity to participate?

BGCSWC works closely with the Lake Elsinore Unified School District and other non-profits and community organizations to publicize and recruit members through flyers, print media, group presentations, online newsletters, Facebook, Twitter, the BGCSWC website, etc. BGCSWC sends out information regarding the BGC Before & After-School program in Spanish and English to all parents of the 9 Lake Elsinore schools the organization provides transportation to and from..

- F. What evidence is there of a long-term commitment to the proposal? Describe how you plan to continue the work (project) after the CDBG funds are expended?

BGCSWC has been providing direct service to youth in Southwest Riverside County for 27 years. The Lake Elsinore facility opened its doors in 2006 and has served 275 youth so far in 2017. 59% of these youth are from families earning less than \$53,850/year. Due to the microburst storm in August 2017, the Alberhill Clubhouse experienced significant water damage and has temporarily been closed for repairs. BGCSWC continued to serve Lake Elsinore families without disruption of services by temporarily relocating to the Lakeland Village Community Center. BGCSWC remains committed to area youth and families and will continue to provide needed services once CDBG funds are expended through ongoing fundraising efforts, grants, and events.

VI. National Objective

All CDBG-funded activities must meet at least one of the following National Objectives of the CDBG program. Indicate the category of National Objective to be met by your activity.

CATEGORY A: Benefit to low-moderate income persons (must be documented). Please choose either subcategory 1 or 2:

1. Limited Clientele:

The project serves clientele that will provide documentation of their family size, income, and ethnicity. Identify the procedure you currently have in place to document that at least 51% of the clientele you serve are low-moderate income persons.

BGCSWC requires income verification at the time of application for a scholarship. Required documentation includes copies of the last two current pay stubs and bank statements, as well as a copy of the previous year's federal tax return, verification of social services benefits and a letter of need. BGCSWC will use the County of Riverside's financial guidelines for the CDBG program (as prescribed through the EDA) and require current CDBG paperwork to be completed at the time of application. This information will be updated at least annually for all participants.

2. Clientele presumed to be principally low- and moderate-income persons:

The following groups are presumed by HUD to meet this criterion. You will be required to submit a certification from the client (s) that they fall into one of the following presumed categories.

The activity will benefit (check one or more)

☐ Abused children

☐ Battered spouses

☐ Elderly persons

☐ Severely disabled adults

☐ Homeless persons

☐ Illiterate adults

☐ Persons living with AIDS

☐ Migrant Farm workers

a. Describe the clientele above to be served by this activity:

b. Discuss how this project directly benefits low- and moderate- income residents:

CATEGORY B: Area Benefit - The project or facility serves, or is available to, ALL persons located within an area where at least 51% of the residents are low/moderate-income. (Applicant is welcome to contact a County of Riverside, EDA CDBG Program Manager for Census Information)

2010 Census Tract and Block Group numbers:

Total population in Census Tract(s) / block group(s): _____

Total percentage of low-moderate population in Census Tract(s) / block group(s): _____

CATEGORY C: Activities undertaken to create or retain permanent jobs, at least 51% of which will be made available to or held by low/moderate-income persons.

Proposed Job Creation/Retention

Total Jobs Expected to Create: _____

Total Jobs Expected to Retain: _____

CATEGORY D: Activities that provide assistance to micro-enterprise owners/developers who are low/moderate-income.

Proposed Assistance to Businesses

New Businesses expected to assist: _____

Existing Businesses expected to assist: _____

Enter Total Businesses expected to assist: _____

VII. FINANCIAL INFORMATION

A. Proposed Project Budget

Complete the following annual program budget to begin July 1, 2017. If your proposed CDBG-funded activity will start on a date other than July 1, 2017, please indicate starting date. Provide total Budget information and distribution of CDBG funds in the proposed budget.

The budgeted items are for the specific activity for which you are requesting CDBG funding - NOT for the budget of the "entire" organization or agency. (Note: CDBG funds requested must match amount requested in Project Activity, C above.)

(EXAMPLE: The Valley Senior Center is requesting funding for a new Senior Nutritional Program. The total cost of the program is \$15,000 and \$10,000 in CDBG funds is being requested for operating expenses associated with the proposed activity. The total Activity/Project Budget will include \$5,000 of other non-CDBG funding and \$10,000 in CDBG funds for a Grand Total of \$15,000).

	TOTAL ACTIVITY/ PROJECT BUDGET <u>(Include non-CDBG Funds and CDBG Funds)</u>	CDBG FUNDS REQUESTED-Only
I. Personnel		
A. Salaries & Wages	\$ _____	\$ _____
B. Fringe Benefits	\$ _____	\$ _____
C. Consultants & Contract Services	\$ _____	\$ _____
PERSONNEL SUB-TOTAL	\$ _____	\$ _____

II. Non-Personnel

A. Space Costs	\$ _____	\$ _____
B. Rental, Lease or Purchase of Equipment	\$ _____	\$ _____
C. Consumable Supplies	\$ _____	\$ _____
D. Travel	\$ _____	\$ _____
E. Telephone	\$ _____	\$ _____
F. Utilities	\$ _____	\$ _____
G. Other Costs	\$ _____	\$ _____
NON-PERSONNEL SUB-TOTAL:	\$ _____	\$ _____

III. Other

A. Architectural/Engineering Design	\$ _____	\$ _____
B. Acquisition of Real Property	\$ _____	\$ _____
C. Construction/Rehabilitation	\$ _____	\$ _____
D. Indirect Costs	\$ _____	\$ _____
E. Other	\$ 30,000	\$ 10,000
OTHER SUB-TOTAL:	\$ 30,000	\$ 10,000
GRAND TOTAL:	\$ 30,000	\$ 10,000

B. Leveraging

List other funding sources and amounts (commitments or applications) which will assist in the implementation of this activity. Current and pending evidence of leveraging commitments/applications must be submitted with application. (Attach)

Federal:

State/Local:

Private:

Fees: \$20,000

Donations:

Other:

- C. What type of long-term financial commitment is there to the proposal? Describe how you plan to continue the work (project) after the CDBG funds are expended?

BGCSWC has been providing direct service to youth in Southwest Riverside County for 27 years. The Lake Elsinore facility opened its doors in 2006 and has served 275 youth so far in 2017. BGCSWC Board and staff are committed to raising funds through ongoing fundraising efforts, grants, and events to assist families in need.

- D. Provide a summary by line item of your organization's previous year's income and expense statement. (Attach)

- E. Does this project benefit residents of more than one community or jurisdiction, have requests been submitted to those other jurisdictions? Yes ☐ No ☒

If yes, identify sources and indicate outcome.

If no, please explain.

Project benefits only Lake Elsinore residents.

- F. Was this project or activity previously funded with CDBG? Yes ☒ No ☐

If yes, when?

FY 2010-11, 2016-17, 2017-18

Is this activity a continuation of a previously funded (CDBG) project? Yes ☒ No ☐

If yes, explain:

Each year we seek funding to help offset the cost of youth programming for our neediest families.

VIII. MANAGEMENT CAPACITY

- A. Describe your organization's experience in managing and operating project or activities funded with CDBG or other Federal funds.

The organization has managed CDBG funds in at least one of its service areas (Temecula, Murrieta, Lake Elsinore) and currently manages CDBG funds in the cities of Temecula and Lake Elsinore. In addition, BGCSWC currently and for many years has managed Federal Office of Justice Programs grants.

B. Management Systems

Does your organization have written and adopted management systems (i.e., policies and procedures) including personnel, procurement, property management, record keeping, financial management, etc.?

BGCSWC has developed policies as described above. These policies have been reviewed and adopted by the Board of Directors.

C. Capacity

Please provide the names and qualifications of the person(s) that will be primarily responsible for the implementation and completion of the proposed project.

Grant Anderson, CEO- Served as the CEO of the Boys & Girls Clubs of Bloomington-Normal, IL from July 2013-August 2016. In this capacity, Grant managed over \$500,000 in federal grants. Grant joined the Boys & Girls Club of Southwest County in September 2016.

Daniqua Paul, Director of Programs & HR-has been with BGCSWC since June 2015. During her tenure, Daniqua has managed CDBG and Federal Office of Justice Programs.

Matty McCasland, Lake Elsinore Unit Director- An Army Veteran, Matty joined BGCSWC in 2017 after working for the Boys & Girls Club in Carlsbad, CA. After significantly increasing teen membership at BGCSWC's Great Oak Clubhouse in Temecula, Matty was promoted to Unit Director in Lake Elsinore.

IX. APPLICATION CERTIFICATION

Undersigned hereby certifies that (check box after reading each statement and digitally sign the document):

1. The information contained in the project application is complete and accurate. ✓
2. The applicant agrees to comply with all Federal and County policies and requirements imposed upon the project or activity funded by the CDBG program. ✓
3. The applicant acknowledges that the Federal assistance made available through the CDBG program funding will not be used to substantially reduce prior levels of local, (NON-CDBG) financial support for community development activities. ✓
4. The applicant fully understands that any facility built or equipment purchased with CDBG funds shall be maintained and/or operated for the approved use throughout its economic life, pursuant to CDBG regulation. ✓
5. If CDBG funds are approved, the applicant acknowledges that sufficient non-CDBG funds are available or will be available to complete the project as described within a reasonable timeframe. ✓
6. On behalf of the applying organization, I have obtained authorization to submit this application for CDBG funding. **(DOCUMENTATION ATTACHED Minute Action and/or written Board Approval signed by the Board President)** ✓

DATE: 10/6/17

Signature

A large black rectangular box redacting the signature of the undersigned.

Print Name/Title Grant Anderson, President/CEO

Authorized Representative: _____

CHECK-LIST:

The following required documents listed below have been attached. Any missing documentation to the application will be cause for the application to be reviewed as INELIGIBLE.

Yes	No	ATTACHMENT
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Members/Board of Directors
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Articles of Incorporation and Bylaws
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Project Activity Map
<input type="checkbox"/>	<input checked="" type="checkbox"/>	4. Project Benefit, Category B, Low Mod Area Maps (Attach if applicable)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Leveraging (Current evidence of commitment)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Income and Expense Statement
<input checked="" type="checkbox"/>	<input type="checkbox"/>	7. Management Capacity (Detailed organizational chart)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	8. Board Written Authorization approving submission of application

**AMENDED AND RESTATED
BYLAWS**

of

**BOYS AND GIRLS CLUBS OF
SOUTHWEST COUNTY**

a California nonprofit public benefit corporation

1. ARTICLE I. NAME AND OFFICE

1.1. Name. The name of the Corporation (the "Corporation") shall be the "BOYS AND GIRLS CLUBS OF SOUTHWEST COUNTY" (whose individual clubs may be referred to herein individually, as a "Club" or collectively as the "Clubs").

1.2. Office.

A. The principal executive office of the Corporation for the transaction of business shall be located at 28790 Pujol Street, in the City of Temecula, County of Riverside, and State of California.

B. The Board of Directors (which may also be referred to herein as the "Governing Board") may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

2. ARTICLE II. PURPOSE AND LIMITATIONS

2.1. Purpose.

A. Organized in 1990 as a nonprofit public benefit Corporation, the specific and primary purpose of the Corporation is to operate and conduct clubhouses for the education, recreation and enrichment of the youth of Southwest County.

B. To meet at all times the Requirements for Membership of the Boys & Girls Clubs of America, incorporated under federal law.

2.2. Limitations. The Corporation is formed solely and exclusively for nonprofit purposes, and not for monetary gain or profit, and no monetary gain or profit shall ever inure from its business to any Director or member of the Corporation. Earnings, if any, shall be used exclusively for the purpose for which the Corporation is formed.

3. ARTICLE III. MISSION

3.1. Mission. The mission of the Boys and Girls Clubs of Southwest County is to inspire and enable all youth to realize their full potential as productive, responsible, and caring citizens by providing stimulating and challenging programs through interaction with dedicated caring people.

4. ARTICLE IV. MEMBERSHIP

- 4.1. Membership. There shall be no voting “members” of the Corporation and all voting and other rights ordinarily vested in a corporate membership shall be vested in the Board of Directors, in accordance with the California Nonprofit Public Benefit Corporation Law. Non-voting youth and other club memberships may be created granting privileges that are subject to terms and conditions as specified by the Board of Directors.

5. ARTICLE V. ELECTION OF DIRECTORS

5.1. Nominations.

- A. The Nominating Committee shall select qualified candidates for election to the Board of Directors, as prescribed in these By-Laws, Section 6.2 and 6.3 and Article X, Section 10.1(d)(ii). In April of each year, the Nominating Committee will contact each Board member whose term expires on June 30 of that year and inquire as to whether or not those members wish to continue to serve on the Board.
- B. The Nominating Committee shall make its report at the regularly scheduled May Board meeting of each calendar year. At that time, any Director present may nominate additional persons for nomination to the Board and may speak to the issue of any name in nomination. Notice of the Board Member election meeting will be provided to all Board members 7 days prior to the meeting. Notice will include the slate of candidates.
- C. The election of Directors is an action item on the agenda of the regular meeting held in May of each calendar year.

5.2. Election.

- A. The election of Directors will be conducted by secret ballot at the regularly scheduled May Board meeting. A Director is permitted to submit a written statement regarding his/her vote, which shall be added as an exhibit to the minutes. Secret ballots, with a provision for write-in candidates, shall be available for inspection, in order to comply with fundamental fairness rules inherent in the law.
- B. Before adjournment of the election meeting of the Board of Directors, the members of the Nominating Committee will confidentially tabulate the ballots and report the results, in random order, to the Board.
- C. Members of the Nominating Committee will contact the approved candidates for the Board starting with the candidate who received the most votes to the candidate who received the least votes until all seats are filled.

- 5.3. Seating of Directors. All elected Directors shall be seated at the July meeting of the Board of Directors and shall be participating members as of July 1. Retiring Directors shall continue to serve until June 30.

6. ARTICLE VI. BOARD OF DIRECTORS

6.1. Powers.

- A. General corporate powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.
- B. Specific powers. Without prejudice to these general powers, the Directors shall have the power to:
- (1) Select and remove all Directors, officers, agents and employees of the Corporation; prescribe any powers and duties for them that are consistent with the law, Articles of Incorporation, and these By-Laws; and fix their compensation.
 - (2) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California, for holding any Directors' meeting or meetings.
 - (3) Adopt, make and use a corporate seal and alter the form of the seal.
 - (4) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgage, pledges, hypothecations, and other evidences of debt and securities.

6.2. Number and Qualification.

- A. The authorized number of Directors at this time shall be not less than eleven (11) or more than fifty (50). The exact number of authorized Directors shall be fixed, within the limits specified, by act of the Board. Directors need not be residents of Southwest Riverside County, California, and may be any natural person eighteen years of age or older, of good character, and dedicated to the purpose of the Corporation.
- B. Voting power. All voting power in the Corporation shall be vested in the Board of Directors, each Director to have one vote.

6.3. Election and Term of Office.

- A. As long as a quorum is present, Directors may be elected at the May Board meeting, elected to fill a Board vacancy at any time during the year, or elected onto the Board as an additional member at any time during the year, provided the Board size complies with Section 6.2.
- B. Unless sooner removed, Directors shall serve for a two (2) year term, with all terms ending on June 30 of the applicable year. Persons elected as Director may be nominated for re-election as a Director for an unlimited number of consecutive terms.
- C. For Directors elected at the May board meeting, who are filling a vacancy created by another board member's expiring term, their terms shall begin on the July 1 of that year, and expire on June 30 two (2) years later.
- D. If a Director is elected for an initial term at any time to fill a current or upcoming Board vacancy, their term shall begin no sooner than the month following the vacating Board members last attended meeting, and shall end on the date the vacating Board member's term was to end. For Directors elected during the remainder of the year, their initial terms will be prorated either as shorter or longer than two years, and their subsequent terms, if any, shall run for two (2) years as stated above.
- E. If a Director is elected as an additional Board member, their term shall begin on the date they are elected to the Board. If the new additional Director is elected between August and December of any year, their term shall begin on the date elected and end on June 30 of the 2nd year (thus the initial term shall be between 19 and 23 months). If the new additional Director is elected between January and June of any year, their term shall begin on the date elected and end on June 30 of the 2nd year (thus the initial term shall be between 25 and 29 months).

- 6.4. Assessments. The Board of Directors may impose, from time to time, an amount which shall constitute an assessment against voting Directors to fund the general operation of the Board. The assessment shall be voluntary and in no way affect the ability of the Director to serve the Board.

6.5. Vacancies.

- A. Filling a Vacancy. The initial term of a Board member elected to fill a current or upcoming Board vacancy shall be as stated in Section 6.3 above.
- B. Events causing vacancies. A vacancy or vacancies shall be deemed to exist in case of the death, incapacity, resignation or removal of any Director, or

(i) the minimum authorized number of Directors is increased, or (ii) if the members fail at any annual or special meeting of the Board at which any Director or Directors are elected, to elect the full authorized number of Directors, (iii) if a Director is absent three scheduled Board meetings within a one year term, he or she shall be eligible for removal. The removal of the Director who has had three absences may appeal to the Board to determine good cause and, should the absences be excused, the Director will be reinstated to continue his/her term. If determined unexcused, the removal will become effective and the Board shall have the power to elect a successor to take office at such time as the removal shall become effective.

- C. Resignations. A vacancy caused by resignation shall become effective upon giving written notice to the Board, unless the notice specifies a later time for the resignation to become effective.

6.6. Removal.

- A. Events causing removal. A Director shall be removed on the occurrence of the following: (i) the declaration by resolution of the Board of removing a Director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order of judgment of any court to have breached a duty under California law, or (ii) the vote of a majority of the Directors to remove a Director.
- B. No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
- C. Interested Persons. No more than forty-nine percent (49%) of persons serving on the Board may be "interested persons". An interested person is (i) any person compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise (ii) any mother, father, brother, sister, son, daughter, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such a person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.
- D. Self-Dealing Transactions. No Director of the Corporation nor any other Corporation, firm, association, or other entity in which one or more of the Corporation's Directors are Directors or have a material financial interest shall be interested, directly or indirectly, in any contract or transaction so long as the material financial interest is fully disclosed in good faith to the Board of Directors at the meeting in which the transaction is authorized.

This Section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (ii) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Corporation.

7. ARTICLE VII. MEETINGS

7.1. Place of Meetings and Meetings by Telephone. All meetings of the Board of Directors shall be held at the principal executive office of the Corporation, or at any other place within or outside the State of California as may be designated at any time by resolution of the Board or by written consent of all voting members of the Board. If consents are given, they shall be filed with the minutes of the meeting. Any meeting may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present, in person, at such meeting.

7.2. Annual Meeting/Organizational Meeting.

A. The annual meeting of the Board of Directors of the Corporation shall be held during the month of June of each calendar year at the place designated in Section 7.01. The annual meeting will be to handle financial matters, committee reports, the election of officers of the Corporation and the transaction of other business.

B. Immediately following each annual meeting of the Board of Directors, the Board shall hold a regular meeting for the purpose of organization.

7.3. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, which includes the meetings outlined in Section 7.02, during the calendar year at the location stated in Section 7.01. The Board shall fix a date and time for all regular meetings and communicate such date and time to the members of the Board. Further notice of regular meetings, if established, shall not be required. If the day adopted for regular meetings falls on a legal holiday, the meeting shall be rescheduled with proper notice as prescribed in these By-Laws.

7.4. Special Meetings. Special meetings of the Board of Directors may be called for any purpose, or purposes, by the Chairman/Chief Volunteer Officer, any Vice Chairman, Secretary, Treasurer, or any two Directors.

7.5. Notice of Meetings.

A. Unless not required under provisions of these By-Laws, notice of time and place of meetings shall be given to each Director by one of the following

methods: (i) by personal delivery or written notice; (ii) by first class mail, postage prepaid; (iii) by telephone or electronic communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (iv) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address, telephone or e-mail address as shown on the records of the Corporation.

- B. Notices sent by first class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices must be given by personal delivery, telephone, e-mail, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.
- C. The notices shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of meeting, if it is to be held at the principal executive office of the Corporation.

- 7.6. Quorum. One-half of the current number of Directors shall constitute a quorum for the transaction of any business except adjournment as provided in Section 7.08. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board of Directors, subject to other provisions of the By-Laws and to the provisions of the California Nonprofit Corporation Law; (i) especially those provisions in which a Director has direct or indirect material financial interest; (ii) appoint committees; and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.
- 7.7. Waiver of Notice. The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to hold the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.
- 7.8. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.
- 7.9. Notice of Cancellation. Notice of the time and place of holding a cancelled or rescheduled meeting need not be given unless the meeting is rescheduled for more than 24 hours, in which case personal notice of the time and place shall be given

before the time of the cancelled meeting to the Directors who were not present at the time of cancellation.

- 7.10. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.
- 7.11. Compensation of Directors and Committee Members. Directors and members of committees shall not receive any compensation for their duties as Directors or members of committees.
- 7.12. Confidentiality. Any confidential information pertaining to employee matters, member information, legal issues, strategic decisions and general business operations obtained while serving the Corporation, and in the course of discharging their duties, Directors, officers and personnel directly serving the Corporation are bound by an "Oath of Confidentiality". Other confidential information, not presently foreseeable, may also be discussed while in service to the Board. Held to the "Oath of Confidentiality", Directors, officers and personnel serving the Corporation shall not misuse, misappropriate or disclose any such confidential information directly or indirectly to any other person, or use the information in any way, either during the term of their service or at any time thereafter, except as is required in the course of performing their duties or unless otherwise required by law. All records, files, communications or other records related to the Clubs shall remain exclusively the property of the Clubs and shall not be removed unless necessary in the performance of one's duties, and must be returned to the Clubs in the event the subject individual is no longer a Director, officer or personnel serving the Corporation.

8. ARTICLE VIII. OFFICERS

- 8.1. Officers. The officers of the Corporation shall be Chairman/Chief Volunteer Officer, hereinafter referred to as the Chairman, First Vice Chairman, Second Vice Chairman, Third Vice Chairman, Secretary, Treasurer and such other officers, as the Board of Directors shall appoint. Each officer of the Corporation must be a member of the Board of Directors one year prior to election as an officer, and shall become a member of the Executive Committee of the Board of Directors.
- 8.2. Nominations. The Nominating Committee shall select its recommended slate of Officers from the body of continuing Directors and present its report at the regularly scheduled May Board meeting of each calendar year. At the same meeting, any Director present may place names in nomination and may speak to the issue of any name in nomination. No nomination of a candidate for a position

as an Officer will be accepted unless the candidate first agrees to fulfill the responsibility as an Officer if elected. As provided in Article V, Nominations, Section 5.1(b), the Secretary shall immediately forward to each Director with the notice of meeting, a report listing the candidates nominated for each of the elected offices.

- 8.3. Election. The Board of Directors shall elect all officers of the Corporation for a term of two years, or until their successors shall be qualified and elected. The election shall occur as follows:

- A. The election of officers will be held at the regularly scheduled June meeting of the Board of Directors. As provided in Article V, Election, Section 5.02(b), the election of officers shall be conducted by secret ballot. Should only one candidate be nominated for each elected office and no nominations are made from the floor, the secret ballot may be dispensed with and the motion to accept the presented slate of officers can be voted on. Officers shall be elected by a majority vote of the Directors present.
- B. The election of officers is an action item on the regularly scheduled June agenda. At the organizational meeting any Director present may place names in nomination and may speak to the issue of any name in nomination. No nomination of a candidate for a position as an officer will be accepted unless the candidate first agrees to fulfill the responsibility as an officer if elected.

- 8.4. Seating of Officers. Elected officers of the Board of Directors shall assume responsibility of their respective office July 1. Retiring officers shall continue to serve until June 30.

- 8.5. Removal and Resignation. Being first elected Directors, all elected officers of the Board of Directors are bound by the provisions of these By-Laws, Article VI, Resignation, Section 6.5 (b) and Removal, Section 6.6 (a).

- 8.6. Vacancies. A vacancy in any office because of the death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors.

- 8.7. Chairman/Chief Volunteer Officer (CVO). The Chairman shall be the Chief Volunteer Officer of the Corporation and shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the Corporation. In addition, the Chairman/CVO shall have the following powers and responsibilities:

- A. Preside at all meetings of the Board of Directors and the Executive Committee.

- B. Supervise the President/Chief Professional Officer of the Corporation in the day-to-day operation of the Clubs in a manner consistent with the wishes of the Board of Directors.
 - C. Appoint all committee chairpersons and four Directors to the Nominating Committee with approval of the Board of Directors, and coordinate and manage the efforts of all committees with exception of the Nominating Committee.
 - D. Represent the Corporation in any communication with other Corporations, entities or the public in general.
- 8.8. First Vice Chairman. In the absence of the Chairman/Chief Volunteer Officer, the First Vice Chairman shall perform all the duties of the Chairman, and when so acting shall have all the power of, and be subject to all the restrictions upon the Chairman. The First Vice Chairman shall have such other powers and perform such other duties as may be prescribed for the office respectively by these By-Laws, Board of Directors or the Chairman.
- 8.9. Second Vice Chairman. In the absence of the Chairman/Chief Volunteer Officer and the First Vice Chairman, the Second Vice Chairman shall perform the duties of the Chairman, and when so acting shall have all the power of, and be subject to all the restrictions upon the Chairman. The Second Vice Chairman shall have such other powers and perform such other duties as may be prescribed for the office respectively by these By-Laws, Board of Directors or the Chairman.
- 8.10. Third Vice Chairman. In the absence of the Chairman/Chief Volunteer Officer and the First and Second Vice Chairmen, the Third Vice Chairman shall perform the duties of the Chairman, and when so acting shall have all the power of, and be subject to all the restrictions upon the Chairman. The Second Vice Chairman shall have such other powers and perform such other duties as may be prescribed for the office respectively by these By-Laws, Board of Directors or the Chairman.
- 8.11. Secretary.
- A. The Secretary shall keep and maintain, or cause to be kept and maintained, the book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Directors, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those present at the meeting on signed attendance sheet, and the proceedings thereof.
 - B. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by these By-Laws or by law to be given, and shall keep the seal of the Corporation in safe custody, and handle all incoming or outgoing correspondence of the Board of Directors.

- C. The Secretary shall have such other powers and perform such other duties as may be prescribed for the office respectively by these By-Laws, Board of Directors or the Chairman.

8.12. Treasurer.

- A. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct amounts of the properties and business transactions of the Corporation including, but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books and records of the Corporation shall be maintained at the principal office, and are at all times open to inspection by any Director at any reasonable time, see Article XVI, Fiscal Matters, Section 16.6.
- B. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be ordered by the Board of Directors.
- C. The Treasurer shall disburse, or cause to be disbursed, funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.
- D. The Treasurer shall render to the Chairman and the Board of Directors at the regular meetings of the Board, or when they request it, an accounting of all the transactions as Treasurer and of the financial condition of the Corporation.
- E. The Treasurer shall have such other powers and perform such other duties as may be prescribed for the office respectively by these By-Laws, Board of Directors or Chairman.

- 8.13. Immediate Past Chairman. The Immediate Past Chairman shall serve on the Executive Committee and shall perform such other duties as may be prescribed for the office respectively by these By-Laws, Board of Directors or Chairman. The Immediate Past Chairman shall serve until the subsequent successor's term of office expires and his/her successor is elected.

9. ARTICLE IX. EXECUTIVE COMMITTEE

9.1. Number and Tenure.

- A. The Executive Committee shall consist of the following elected officers:
 - (1) Chairman/Chief Volunteer Officer;

- (2) First Vice Chairman;
- (3) Second Vice Chairman;
- (4) Third Vice Chairman;
- (5) Secretary;
- (6) Treasurer; and
- (7) Immediate Past Chairman.

- B. The term of the Executive Committee shall be two years unless elected by the Board to fill a vacancy.

9.2. Duties and Responsibilities.

- A. The Executive Committee shall exercise the authority of the Board of Directors in management of the Corporation in connection with ordinary business to be carried on between meetings of the Board of Directors, which include, but are not limited to, reports and recommendations.
- B. The Executive Committee evaluates each Board Member annually to qualify them for continuing to serve on the Board. The Executive Committee will make the appropriate recommendations to the Board of Directors. The Board of Directors shall determine the removal of Board Members as prescribed in Article VI, Board of Directors, Section 6.6 (a) (ii).
- C. The Executive Committee shall not have the authority of the Board of Directors with regard to the following:
 - (1) Hiring, terminating, or fixing compensation of the President/Chief Professional Officer;
 - (2) Approval of the annual budget;
 - (3) Approval of expenditures exceeding the annual budget by more than three percent (3%) per individual meeting with a cumulative maximum of ten percent (10%) per fiscal year;
 - (4) Amend or repeal corporate By-Laws or adopt new By-Laws;
 - (5) Election, appointment, or termination of directors or officers;
 - (6) Fill vacancies on the Board or any committee of the Board;

- (7) Amend or repeal any resolution of the Board that by its express terms are not so amendable or repealable;
- (8) Create any other committees of the Board;
- (9) Elimination of any program authorized by the Directors;
- (10) Elimination of any fundraising drive or event authorized by the Directors;
- (11) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of the members;
- (12) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided in the Corporation Codes Section 5233(d)(3).

9.3. Quorum. A simple majority shall constitute a quorum for the transaction of business of the Executive Committee.

9.4. Meetings. Meetings shall be held monthly. They shall be posted and conducted in a manner consistent with Article VII, Sections 7.1, 7.3, 7.6, 7.8 and 7.9.

10. ARTICLE X. COMMITTEES

10.1. Committees. The Board of Directors may, by resolution and adopted by a majority of the Board at the annual organizational meeting, designate one or more standing committees each of which shall consist of two or more Directors. To the extent provided in said resolution, the committees named shall have and exercise the authority of the Board of Directors in the management of the Corporation. Further, the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him/her by these By-Laws or by law.

- A. The Chairman of the Board shall appoint all committee chairpersons subject to approval of the Board.
- B. All committees shall serve at the pleasure of the Board. No committee shall adopt By-Laws or maintain funds of its own. All committees may have a separate mission statement approved by the Board. Persons appointed in charge of committees shall be recognized as "Chairperson" and by no other title.

- C. The Board of Directors shall authorize and define the specific powers and duties of all standing committees in accordance with the Strategic Plan.
- D. Standing Committees may include, but are not limited to:
- (1) Board Development Committee. The duties and responsibilities of the Board Development Committee are not limited to but shall include: being responsible for the identification, recruitment, , orientation, ongoing education, and recognition of Board members. The board development process will be systematic and provide clearly defined steps to achieve optimum results. Further, the Board Development Committee is responsible for awards and recognition for Board members, including nominations for the Boys & Girls Clubs of America Service Recognition Awards, as well as other awards appropriate for local presentation.
 - (2) Nominating Committee. The duties and responsibilities of the Nominating Committee are limited to overseeing the nominations and conducting the elections of the Board of Directors and the Officers. At the regularly scheduled Board meeting in March, the Chairman shall appoint four Directors to serve as the Nominating Committee.
 - (3) Budget and Resource Development Committee. The duties and responsibilities of the Budget and Resource Development Committee are not limited to but shall include: working with the President/Chief Professional Officer and Treasurer in preparing the annual budget for approval by the Board of Directors; works to provide cost effective income streams; establish and implement well-planned and aggressively promoted planned giving programs; and support and actively participate in ad hoc committees formed for the annual auction, golf tournament, and like fundraising activities
 - (4) Facilities Committee. The duties and responsibilities of the Facilities Committee are not limited to but shall include: assuring the overall satisfactory condition of the facilities, furnishings and grounds of the Boys & Girls Clubs. The Facilities Committee shall develop and maintain an overall strategy for the maintenance of property and equipment, utilizing expert advice concerning technical building and maintenance problems. The Facilities Committee shall support and actively participate in ad hoc committees formed for refurbishing, remodeling and new construction of buildings.

- (5) Marketing Committee. The duties and responsibilities of the Marketing Committee are not limited to but shall include: developing and carrying out a year-round marketing program that interprets the activities, purpose and needs of the Boys & Girls Clubs and makes use of available media speakers, exhibits, press, radio and television. It cultivates the interest and support of all local newspapers, radio and television stations, invites their representatives to public events of the Boys and Girls Clubs and supplies news items and articles to magazines and other publications. The Committee works with the Chief Professional Officer and the development and marketing staff in preparing news releases, the annual report, pamphlets, flyers and other publicity material. Working with the President/Chief Professional Officer, the committee shall periodically evaluate the effectiveness of all promotional materials offered by the Corporation and make recommendations to the Board of Directors on their effectiveness. The Committee annually handles the localization and placement of public service television, radio and print ads provided by Boys & Girls Clubs of America. The Committee determines the Corporation's primary media spokesperson in conjunction with the Club's Crisis Management Plan and acquaints Board members with their own personal public relations responsibilities, obtains biographical information on all Board members from the Board Development Committee, and utilizes the new value of activities performed by Board and staff members. It conducts an annual public relations forum for Board members.
- (6) Program Committee/Technology Committee. The duties and responsibilities of the Program Committee and the Technology Committee are not limited to but shall include: assisting the President/Chief Professional Officer and staff in ensuring that effective positive program services are in place. The Program Committee approves the yearly program goals and assesses and recommends new programs. It assures the Corporation's participation in the Commitment to Quality process and national's Outcome Measurement program; assists in obtaining needed volunteers and program materials, and supplies; and it interprets program services to the Board and the community. It ensures that the Corporation tracks and maintains members and other youth served data through the use of computer software and the latest technology. The Technology Committee provides for the establishment and implementation of an annual review and/or audit of the Corporation's technology needs and systems; secures external resources and technical assistance to meet the technology needs of the Corporation to the Board of Directors; assures that all

appropriate staff receives training in Club technologies and can demonstrate needed competencies to use them.

- (7) Auxiliary Boards. The duties and responsibilities of any Auxiliary Board (as defined in Article XI below) are to assist the President and staff in making policy-related decisions by recommending certain courses of action for the Club that they are associated with. Specifically, each Auxiliary Board Member should recommend objectives for its Club. The recommended objectives should be consistent with those of the Corporation and should be based on the resources and needs in the specific Club's community. The Auxiliary Board should also assist the President in the periodic evaluation of its Club in relation to stated objectives. Furthermore, the Auxiliary Board is responsible for identifying and securing community resources to help carry out activities and services. Notwithstanding the duties and responsibilities of the Auxiliary Board, as set forth in this Section, the management of any Club is the responsibility of the President, acting under the direction of the Governing Board. The Auxiliary Board shall have no management rights or responsibilities. Each Auxiliary Board Member shall be required to serve on at least one fund raising committee. Each Auxiliary Board Member may also serve on a standing committee or committees.

- E. In the event that any committee is deemed inactive or suspended, the Executive Committee will assume the duties and responsibilities of that respective committee.

- 10.2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors at which a quorum is present. Except as otherwise provided in such resolution, the Chairman of the Corporation shall appoint as many members as are deemed appropriate.
- 10.3. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VII, Meetings, Section 7.03 of these By-Laws, concerning meetings of Directors, with such changes in the context of those By-Laws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for meetings of Committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Meetings of committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these By-Laws.

- 10.4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors, and/or until his/her successor is appointed, unless such member shall cease to qualify as a member thereof.
- 10.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.
- 10.6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

11. ARTICLE XI. AUXILIARY BOARDS

- 11.1. Auxiliary Boards (which may also be referred to herein individually as a "Community Board" or collectively, the "Community Boards"). The Board of Directors may from time to time elect to form an Auxiliary Board for any of the Clubs. Any Auxiliary Board formed by the Board of Directors shall function as a standing committee, as set forth in Section 10.1.D above, but members of an Auxiliary Board are not members of the Board of Directors, shall have no voting authority and shall not be considered a subdivision of the Board of Directors. Any Auxiliary Board formed by the Board of Directors shall serve at the pleasure of the Board of Directors and shall have no authority or responsibility to manage the business, property and affairs of the Corporation.

12. ARTICLE XII. ADVISORY COUNCIL

- 12.1. Advisory Council. The Board of Directors may create Advisory Council. The Advisory Council shall be composed of persons who are scholars and experts in the fields of interest to the Corporation or whose expertise and support may otherwise further or have furthered the work of the Corporation. The specific functions of the Council shall be as established by resolution of the Board of Directors. Persons serving on the Advisory Council may also serve on Board committees and attend Board of Directors meetings. The appointment of Advisory Council members, and the term of such appointment, shall be as determined by the Board of Directors.

13. ARTICLE XIII. CHAIRMAN'S CIRCLE

- 13.1. Chairman's Circle. The Board of Directors may appoint Chairman's Circle Directors to the Board of Directors. Chairman's Circle Directors have the right to participate at meetings of the Board of Directors and shall have the right to vote on all matters presented to the Board of Directors. Chairman's Circle Directors shall not be considered for purposes of determining a quorum. The qualifications

and tenure of Chairman's Circle Directors may be established by resolution of the Board of Directors at any time. Chairman's Circle Directors shall be persons recognized for outstanding contributions to the Corporation.

14. ARTICLE XIV. PRESIDENT/CEO/CPO

14.1. Employment. The Board of Directors shall employ a President/Chief Executive Officer/Chief Professional Officer of the Corporation, fix compensation and prescribe the terms of employment.

- A. In January of each calendar year, the Chairman/Chief Volunteer Officer and all other elected officers holding office at year-end shall meet with the "President" for an annual review and evaluation of his/her performance.
- B. The Executive Officer's review and recommendations, with respect to continued employment and salary increases, shall be presented to the Board of Directors at their next regular meeting.

14.2. Duties and Responsibilities. In accordance with the elements of competence established for Boys and Girls Club executive, the President/Chief Professional Officer is responsible for overseeing strategic planning and operation of the Clubs, in support of organizational mission and goals as set forth by the Board of Directors of the Corporation. The President/Chief Professional Officer provides leadership, direction and support to the Board of Directors in developing organizational goals, attaining/allocating resources, and establishing policies. He/She also provides leadership and direction to staff management in carrying out the key roles assigned to them. The President/Chief Professional Officer reports directly to the Board of Directors and shall be ex-officio member of all committees.

15. ARTICLE XV. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

15.1. Proceedings. To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and other persons formerly occupying any such positions, 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 this By-law, shall have the same meaning as in that section of the Corporation Code.

15.2. Board Authorization. On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly decide under Corporation Code section 5238(e) whether the applicable standard of conduct set forth in Corporation Code section 5238(b) or

section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

- 15.3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person, seeking indemnification under these By-laws in defending any proceeding, shall be advanced by the Corporation before final disposition of the proceeding. On receipt by the Corporation of an undertaking by or on behalf of that person the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

16. ARTICLE XVI. FISCAL MATTERS

16.1. Contracts or Contract Agreements.

The Board of Directors, except as in these By-Laws as otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

- 16.2. Purchases of \$5,000 or More. The President/Chief Professional Officer, on purchases of \$5,000 or more, shall secure a minimum of three (3) bids. The President/Chief Professional Officer may select the acceptable bid on purchases up to \$5,000, unless previously approved in the annual budget, or a special activities budget. For purchases in excess of \$5,000, the Board of Directors shall select the acceptable bid.

16.3. Payment by Check or Draft.

- A. All checks, drafts or other orders for payment of money, note or other evidence of indebtedness, issued in the name or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.
- B. Disbursement of funds exceeding \$5,000 shall be made by check with two signatures required: that of the President/Chief Professional Officer,

and/or the Director of Operations, and/or one (1) member of the Executive Committee or by two (2) members of the Executive Committee.

- 16.4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- 16.5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.
- 16.6. Books, Records and Inspection Rights. The Corporation shall keep at the principal office correct and complete books and records of accounting, minutes of the proceedings of its Board of Directors and Committees having any authority of the Board of Directors, a copy of the By-Laws as amended or otherwise altered to date, and a record giving the names and addresses of the Directors entitled to vote. A Director or his agent or attorney may inspect all books and records of the Corporation for any proper purpose at any reasonable time.
- 16.7. Fiscal Year. The fiscal year of the Corporation shall be the calendar year ending December 31.
- 16.8. Annual Report. The annual report referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these By-Laws shall be interpreted as prohibiting the Board of Directors from issuing such annual or periodic reports to any person, as the Board considers appropriate. However, within 120 days of the close of its fiscal year, the Corporation shall provide to the Directors a report containing the following information in reasonable detail:
 - A. The assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year.
 - B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
 - C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
 - D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
 - E. Any information required by California Corporations Code Section 6322.

17. ARTICLE XVII. GENERAL PROVISIONS

17.1. Non-Partisan Activities.

- A. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for public benefit purpose described in Article II, Purpose, Section 2.1 (a), (b) and 2.2, and it shall be nonprofit and nonpartisan. No part of the activities of the Corporation shall consist of the publication or dissemination of material with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for vote.
 - B. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purpose described above.
- 17.2. Parliamentary Procedure. Proceedings of the Corporation meetings shall be governed and conducted in accordance with the latest edition of Roberts Rules of Order, except as otherwise provided herein.
 - 17.3. Amendments. These By-Laws may be amended and restated or repealed and new By-Laws adopted by the vote or written consent of a majority of the voting Directors at any regular or special meeting at which a quorum is present.
 - 17.4. Dedication of Assets. The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of the Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to the Boys & Girls Clubs of America. If for any reason, the Boys & Girls Clubs of America should not accept all property and assets and obligations, the Board of Directors of the Corporation may select such other nonprofit charitable Corporation or Corporations as shall at that time qualify as a tax-exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws so that the business properties and assets of the Corporation shall in such event be used for and devoted to the purpose of providing Boys & Girls Clubs of Southwest County activities.

CERTIFICATE OF SECRETARY

I, Adria Poindexter, hereby certify that I am the Secretary of Boys and Girls Clubs of Southwest County and the above Bylaws are the Bylaws of the Corporation adopted by the Board of Directors on _____, 2010.

Executed on _____, 2010, at Temecula, California.

Adria Poindexter, Secretary

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ENDORSED
FILED
In the office of the Secretary of State
of the State of California

AUG 27 1990

ARTICLES OF INCORPORATION

MARCH FONG EU, Secretary of State

I

The name of this corporation is BOYS & GIRLS CLUB OF TEMECULA

II

- A. This corporation is a non profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The specific purpose of this corporation is to organize and provide for a boys and girls club needed to allow the youth and young adults in the Temecula community to succeed and to have an alternative for young adults in the Temecula area, within the meaning of Section 501 (c) (3) provision of any future United States Internal Revenue law notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or Exercise any powers that are not in furtherance of the purpose of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United State Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

III

The name and address in California of this corporation's initial agent for service of process is:

Leigh Engdahl
41859 Corte Selva
Temecula, Ca. 92390

IV

- A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

- B. The property of this corporation is irrevocably dedicated to charitable purposes, as set forth in Article Two above. No part of the net earnings of this corporation shall inure to the benefit of its directors, trustees, officers, private shareholders or members, or too any individual.
- C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligation of the corporation, the remaining assets of this corporation shall be distributed to an organization organized and operated exclusively for charitable purposes and that is tax exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954.
- D. This corporation in organized and operated exclusively for Charitable and educational purposes within the meaning of Section 502 (c)(3) of the Internal Revenue Code.
- E. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

V

The names and addresses of the persons appointed to act as the initial directors of this corporation are:

Michael W. Donaldson
31240 Calle Felicidad
Temecula, Ca. 92390

Ronald Parks
30514 Colina Verde
Temecula, Ca. 92390

Timmy Daniels
28260 Via Princessa #C
Temecula, Ca. 92390

Leigh Engdahl
41859 Corte Selva
Temecula, Ca. 92390

Date: August 25, 1990

[REDACTED]

Michael W. Donaldson, Incorporator

[REDACTED]

Ronald Parks, Incorporator

[REDACTED]

Timmy Daniels, Incorporator

[REDACTED]

Leigh Engdahl, Incorporator

We, the above mentioned initial directors of this corporation,
hereby declare that we are the persons who executed the foregoing
Articles of Incorporation, which execution is our act and deed.

[REDACTED]

Michael W. Donaldson, Incorporator and Director
31240 Calle Felicidad
Temecula, Ca. 92390

[REDACTED]

Ronald Parks, Incorporator and Director
30514 Colina Verde
Temecula, Ca. 92390

[REDACTED]

Timmy Daniels, Incorporator and Director
28260 Via Princessa #C
Temecula, Ca. 92390

[REDACTED]

Leigh Engdahl, Incorporator and Director
41859 Corte Selva
Temecula, Ca. 92390

BYLAWS
OF
BOYS AND GIRLS CLUB OF TEMECULA

ARTICLE 1

Purposes and Limitations

Section 1. General Purposes. The objectives of this corporation shall be:

(a) To foster and promote the physical, social, educational, vocational and character development of boys and girls, especially those living in or near the Temecula Valley.

(b) To meet at all times the Requirements for Membership of the Boys and Girls Clubs of America, incorporated under federal law.

Section 2. Limitations. This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable purposes. The corporation is organized exclusively for such purposes and shall satisfy the requirements of:

(a) Section 501 (c) (3) of the Internal Revenue Code of the United States;

(b) Section 23702 (d) of the California Revenue and Taxation Code; and

(c) Section 214 of the California Revenue and Taxation Code.

In particular, no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or private person; no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. The property of the corporation is irrevocably dedicated to the above-stated purposes. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund foundation or corporation which is organized and operated for the specific and primary purpose set forth hereinabove and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code and Section 23701 (d) of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE IIOffices

Section 1. Principal Office. The principal office of the corporation is hereby located in the City of Temecula, County of Riverside, State of California. The exact location is to be determined by the Board of Directors.

Section 2. Other offices. The corporation may have such other offices, either within or without the State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

ARTICLE IIIMembership

There shall be no voting "members" of the corporation and all voting and other rights ordinarily vested in a corporate membership shall be vested in the Board of Directors in accordance with the California Non-profit Public Benefit Corporation Law. Non-voting youth and other club memberships may be created, granting privileges and subject to terms and conditions as specified by the Board of Directors.

ARTICLE IVBoard of Directors

Section 1. Powers. Subject to limitations imposed by law of the Articles of Incorporation, the affairs of the corporation shall be managed, and all corporate powers of the corporation shall be exercised, by the Board of Directors (hereinafter referred to as "the Board.") Such powers shall include, but shall not be

limited to, the powers to establish the policies of the corporation, have general control of all officers and committees, and to approve all financial transactions. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The authorized number of directors at any time shall be an odd number not less than nine (9) and not more than twenty-five (25). The exact number of authorized directors shall be fixed, within the limits specified, by act of the Board.

Section 3. Compensation; Limitation on Eligibility. No director may receive compensation for services as a director. No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An "interested person" is any person:

(a) Compensated by the corporation for services rendered to the corporation within the preceding twelve (12) months; or

(b) Related to such a compensated person as bother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, father-in-law, mother-in-law, son-in-law or daughter-in-law.

Section 4. Term of Office. Directors shall be elected by the Board at duly held annual meetings of the Board at which a quorum is present. The term of office for each such elected

director shall be two (2) years, commencing at the close of the election. One-half (1/2) of the authorized number of directors, or as near thereto as numerically possible, shall be elected each year. The candidate for each position receiving the highest number of votes is elected.

Vacancies in the Board, whether arising by way of death or incapacity, resignation, or removal of an existing director, or by failure to elect the full authorized number of directors, or by an increase i the authorized number of directors, or for any other cause, may be filled by election by the Board at a duly held meeting at which either a quorum or a majority of the directors then in office is present.

Each director so elected shall hold office until the end of his or her term and until his or her successor is elected, or until he or she resigns or is removed from the Board. A director may succeed himself or herself in office for a maximum of two years.

Section 5. Removal. Except as otherwise provided by law, a director may be removed from office, with or without cause, only by resolution of the Board approved by a majority of the number of directors then in office, at a duly held special meeting at which a quorum is present.

Section 6. Resignation. Any director may resign at any time by giving written notice to the President or First Vice President and, if the resigning director is the only director, to the Attorney General. Any such resignation shall take effect on the date of receipt of such notice or at any permissible later time

specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Regular Meetings. Regular meetings of the Board shall be held, without the necessity of notice, on the first Thursday of each month, at 12:00 p.m., or at such other time as the President may set by giving notice thereof. The "annual meeting" shall be such regular meeting for the month of September.

Section 8. Special Meetings. Special meetings of the Board, for any purpose or purposes, may be called at any time by the President, the First Vice-President, or any three (3) directors.

Section 9. Place of Meetings. Meetings of the Board may be held at any place designated from time to time by act of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 10. Notice of Meetings. Notice of the time and place of each meeting of the Board for which notice is or must be given shall be given to each director by one of the following methods:

- (a) By personal delivery of written notice;
- (b) By first-class mail, postage paid;
- (c) By telephone communication, either directly to the director or to a person who would reasonably be expected to communicate such notice promptly to the director; or
- (d) By telegram, charges prepaid.

All such notices shall be sent to the director's address or given at the director's telephone number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered at least forty-eight (48) hours before the time set for the meeting. The notice need not state the purpose of the meeting.

Section 11. Meetings by Telephone. Directors may participate in and thereby "attend" any meeting of the Board through the use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

Section 12. Quorum. The smaller whole number which is not less than one-half (1/2) of the ^{actual} ~~authorized~~ number of directors shall constitute a quorum of the Board.

Section 13. Acts of the Board. Except as otherwise stated in the Articles of Incorporation, these Bylaws, or the law, the following are the only valid exercises of the corporate authority vested in the Board:

(a) (Basic Rule) Every act, resolution, or decision approved by a majority of the directors present at a duly held meeting of the Board at which a quorum is present; and

(b) (Majority of Quorum Rule) Every act, resolution, or decision approved by at least a majority of a quorum at a duly held meeting at which a quorum is initially present, but as to which

the withdrawal of directors therefrom reduces the number present below a quorum.

Section 14. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to such action and such written consent or consents are filed with the minutes of the proceedings of the Board. Such action shall have the same force and effect as the unanimous vote of such directors at a duly held meeting.

ARTICLE V

Committees

Section 1. Executive Committee. At the discretion of the Board, there may be an Executive Committee of the Board which shall, subject to review by the Board, exercise all of the powers of the Board, except as hereafter stated. Each director of the corporation who is the President, First Vice President, Second Vice President, Secretary, Treasurer and the Immediate Past President shall be a member of the Executive Committee. One half (1/2) of the members of the committee shall constitute a quorum. Otherwise, meetings of the Executive Committee shall be held in accordance with rules stated in Section 8 through 16, inclusive of Article IV.

The Executive Committee of the Board shall not have authority with respect to any of the following matters:

(a) The election or removal of a director or executive committee member or the filling of vacancies on the Board;

(b) The fixing of compensation of a director as employee of the corporation;

(c) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(d) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;

(e) the amendment of the Article of Incorporation;

(f) The approval of a sale or contract of sale of substantially all the assets of the corporation not in the regular course of business;

(g) The election of the corporation voluntarily to dissolve.

Section 2. Additional Committees. The Board, Executive Board, or any officer may establish other committees for any specified purpose within the authority of the party establishing the committee and may appoint as members thereof such persons as are deemed appropriate. All such committees shall report their actions and recommendations to the party establishing the committee. Such other committees may not exercise the authority of the Board.

ARTICLE VI

Officers of the Corporation

Section 1. Officers. The corporation shall have a President, First Vice President, Second Vice President, Secretary and a Chief Financial Officer (the "Treasurer"). Each of such officers shall be a director, shall be appointed by the Board, and shall perform

the duties specified in these Bylaws.

I.B

Section 2. Appointment and Term of Office. Officers required to be appointed by the Board, shall be appointed at the annual meeting of the Board following the election of directors. If such a meeting is not held or if the officers are not appointed at such a meeting, such appointment may take place at a subsequent special meeting of the Board called for that purpose. Officer shall serve until the next annual meeting of the Board and until their successors are appointed, or until they resign or are removed or disqualified from serving as officers.

Section 3. Removal, Resignation and Vacancies . Shall be the same as Article IV, sections five (5) and six (6).

Section 4. President. Subject to the control of the Board, the President shall have general supervision, direction and control of the affairs of the corporation. The President shall preside at all meetings of the Executive Committee of the Board and all meetings of the Board. The President shall have such other powers and duties as may be directed by the Board.

Section 5. Vice Presidents. The First Vice President and the Second Vice President shall assist the President in the performance of the President's duties. In the absence of the President, the First Vice President (and in the absence of the First Vice President, the Second Vice President) shall perform all of the functions of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President shall not have such other powers and perform such other duties as

may be prescribed by the Board.

I.B

Section 6. Secretary. The Secretary shall attend all meetings of the Board, keep or cause to be kept the books and records of the corporation, and shall give, or cause to be given, notice to directors of all meetings of the Board. The Secretary shall have such other powers and perform such other duties as may be directed by the Board.

Section 7. Treasurer. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks designated by the Board and shall disburse the funds of the corporation only as authorized by the President or the Board and only upon checks of the corporation signed by any two officers, or such other person as the Board may specify by resolution. The Treasurer shall keep and maintain current books and records of account of the corporation, and shall render to the President and to the Board, upon request, an account of all transactions by the Treasurer and of the financial condition of the corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Bylaws and by act of the Board.

ARTICLE VII

Responsibilities of Management

Section 1. General Standard of Conduct for Directors.

Except as otherwise provided by law:

(a) A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such

director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

(2) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence.

Section 2. Self Dealing Transactions. A self-dealing transaction means a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest. Such self-dealing transactions are not permitted, unless, the transaction is for the benefit of the corporation and is fair and reasonable to the corporation. Executing the transaction must be by majority vote of the Board, in good faith, without the vote of the interested director and with full knowledge of the material facts concerning the transaction and the director's interest in the transaction.

Section 3. Compensation of Officers and Directors.

I.B

(a) The Board may, by regular act of the Board, fix just and reasonable compensation of a director as an employee or officer of the corporation.

(b) The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any subsidiary. The provisions of this section do not apply to the payment of premiums in whole or in part by the corporation on a life insurance policy on the life of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

Section 5. Investment Responsibilities.

(a) This section applies to all assets held by the corporation for investment. Assets which are directly related to the Corporation's public or charitable programs are not subject to this section.

(b) Except as provided in subsection (c), in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the corporation's investments, the Board shall do the following:

(1) Avoid speculation, looking instead to the permanent disposition of funds, considering the probable income, as well as the probable safety of the corporations's capital; and

(2) Comply with additional standards, if any, imposed by express terms of an instrument or agreement pursuant to which the assets were contributed to the corporation.

(c) No investment violates this section where it conforms to the provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation. No investment violates this section or Section 1 of this Article where it conforms to provisions requiring such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

Section 6. Indemnification of Directors, Officers, Employees and Other Agents.

(a) (Definitions) For the purpose of this section:

(1) "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise;

(2) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

1. "expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent and all attorney's fees, costs, and other expenses incurred in establishing a right to indemnification under this section.

(b) Successful Defense by Agent) To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this section, or in the defense of a claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settled any such claim or sustained a judgment rendered against him, then the provisions of subsections (c) through (e) shall determine whether the agent is entitled to indemnification.

(c) Actions Brought By Persons Other Than The Corporation) Subject to the required finding to be made pursuant to subsection (d) below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 2 of this Article, or by the Attorney General for any breach of a duty relating to the assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses,

judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding. ^{LB}

(d) (Action Brought by or on Behalf of the Corporation)

(1) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(2) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by subsection (e), below, is made in the manner provided for therein; and

(ii) Upon application, the court in which the action was brought determines that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred.

If the agent is found to be so entitled, the court shall

determine the appropriate amount of expenses to be reimbursed. ^{1.B}

(e) (Determination of Agent's Good Faith Conduct) The indemnification granted to an agent in subsections (c) and (d) above is conditioned on the following:

(1) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this corporation, and (in the case of a criminal proceeding) without reasonable cause to believe his conduct was unlawful, and (in the case of an action brought by or on behalf of the corporation) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by contenders or its equivalent shall not, of itself, create a presumption that the person did not act within these required standards.

(f) (Advance of Expenses) Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this section.

(g) (Limitations) No indemnification or advance shall be made under this section, except as provided in subsection (b) or (e) (2) (ii), in any circumstance when it appears:

(1) That the indemnification or advance would be

inconsistent with a provision of the Articles of Incorporation or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

(h) (Insurance) The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section, except for a liability based upon self-dealing within the meaning of Section 2 of this Article.

(j) (Fiduciaries or Corporate Employee Benefit Plan) This section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be the agent of the corporation as defined in subsection (a) of this section. Nothing contained in this section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

Miscellaneous

Section 1. Books and Records. The corporation shall keep at its principal office a minute book, containing minutes of meetings of the Board and committees, a copy of the Articles of Incorporation and all subsequent amendments thereto, certified by the Secretary of State, a copy of the Bylaws and all subsequent amendments, certified by the Secretary of the corporation, and a list of the directors of the corporation showing their names and addresses and a correct and complete books of account.

All books and records of the corporation may be inspected at any reasonable time by any director, or by the agent or attorney of such director.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year, unless changed by act of Board.

Section 3. Rules of Order. Except as otherwise provided in these Bylaws, the latest edition of Robert's "Rules of Order" shall govern all proceedings of the Board of Directors and committees thereof.

Section 4. Amendment of Articles or Bylaws. The Articles of Incorporation or Bylaws of the corporation may be amended, repealed or added to only by resolution of the Board, approved by a majority of the directors then in office, at a duly held meeting at which a quorum is present.



2017 Board Calendar

January 2017

27 Board Retreat

February 2017

22 Board of Directors Meeting

March 2017

18 Area Council Youth of the Year

22 Board of Directors Meeting

April 2017

24 Kids Cup Golf Tournament

26 Board of Directors Meeting

May 2017

24 Board of Directors Meeting

June 2017

28 Board of Directors Meeting

July 2017

26 Board of Directors Meeting

August 2017

2 Great Futures Breakfast

23 Board of Directors Meeting

25 Board Advance

27 BGC Idols Final

September 2017

12-14 BGCA Leadership Conference

27 Board of Directors Meeting

October 2017

7 Our Kids Rock

25 Board of Directors Meeting

November 2017

29 Board of Directors Meeting*

December 2017

TBD Board Holiday Party

20 Board of Directors Meeting*

*Board Meetings are held the 4th Wednesday of the Month at 8:30am unless indicated.

BOARD OF DIRECTORS

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(951) 294-8395; JeffKurtz@forestcity.net

Kimberly Freize Uhler 1st Vice Chair
(951) 294-4425; kimberly@clearbluepromotions.com

Ed Miller, Esq. 2nd Vice Chair
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Steve Amante
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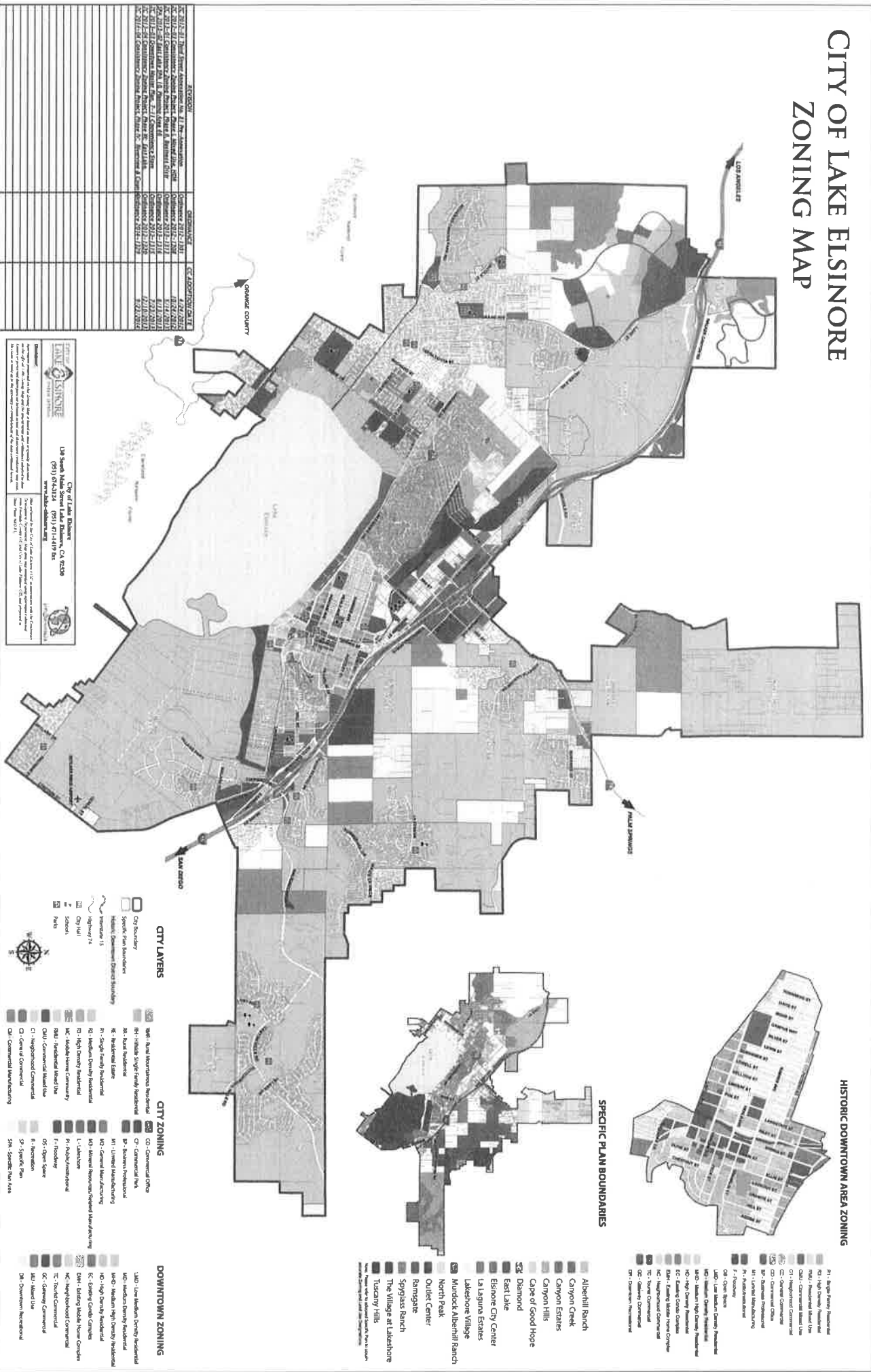
Raj Narayanan
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Al Rubio
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Alan Winkelstein, OD
(951) 265-1044; drwink@drwink.com



CITY OF LAKE ELSINORE ZONING MAP



Boys & Girls Clubs of Southwest County Profit & Loss

January through December 2016

Accrual Basis

	Jan - Dec 16
Ordinary Income/Expense	
Income	
Corporate Contributions	26,774.36
Foundations & Grants	253,329.13
Individual Contributions	41,398.56
Miscellaneous Income	5,960.00
Program Revenue	588,757.60
Rental Income	14,400.00
Special Events Income, net	165,238.17
Total Income	1,095,857.82
Gross Profit	1,095,857.82
Expense	
Automobile Expense	57,413.70
Background Check	1,611.52
Bank Service Charges	422.50
Board Expense	0.00
Community Events	217.96
Credit Card Discount Fees	16,218.21
Deposit Over/Short	-0.01
Drug Testing	2,427.00
Dues and Subscriptions	18,090.39
Employee Benefits	10,724.54
Equipment Rental	772.10
Fees Expense	4,946.57
Insurance Expense	109,277.61
Interest Expense	2,753.64
Internet Service	9,788.99
IT Expense	5,253.50
Janitorial Services	0.00
Late Fees	1,736.77
Licenses and Permits	176.00
Meals & Entertainment	505.87
Meetings & Conferences	2,184.78
Mileage	9,486.11
Miscellaneous	0.00
Office Supplies	5,253.71
Payroll Expenses	691,914.52
Postage and Delivery	-1,151.45
Printing and Reproduction	3,015.35
Professional Fees	60,006.10
Program Expense	19,900.29
Recruitment	3,481.93
Relocation Expense	2,000.00
Rent	141,575.88
Repairs and Maintenance	19,488.37
Security	4,831.93
Staff Training	2,315.00
Staff Uniforms	1,416.96
Storage Rental	0.00
Taxes	-3,735.99
Telephone	25,639.82
Travel & Lodging	9,219.40
Utilities	52,994.16
Total Expense	1,292,173.73

**Boys & Girls Clubs of Southwest County
Profit & Loss**

January through December 2016

Accrual Basis

	Jan - Dec 16
Net Ordinary Income	-196,315.91
Other Income/Expense	
Other Income	
Inkind Income	270,090.30
Other Income	0.00
Transfer in/out	0.00
Total Other Income	270,090.30
Other Expense	
Depreciation Expense	78,945.00
Inkind Expense	134,875.65
Penalties	765.98
Total Other Expense	214,586.63
Net Other Income	55,503.67
Net Income	-140,812.24



**BOYS & GIRLS CLUB
OF SOUTHWEST COUNTY**
Alberhill Lake Elsinore
3711 Nichols Road, Lake Elsinore, CA 92530
Phone: 951-245-4499
www.bgcswc.org

SUMMER-FALL 2017 Fee Schedule

Hours of Service: Monday – Friday
6:30AM-9:00AM & 1:30 PM to 6:30 PM
(After School Program & Office Hours)
6:30AM- 6:30PM
(Camp Hours)

Membership Ages: 6– 17 years old

SUMMER 2017
June 5-August 4
Summer Camp (9 weeks)

Fall 2017
August 16-December 22
Fall Semester (18 weeks)

November 20-22
Fall Camp (1 week)

December 26-January 16
Winter Camp (3 Weeks)

Schools we provide Transportation/Morning Care for:

- Canyon Lake Middle
- Cottonwood Canyon Elementary
- Earl Warren Elementary
- Lusieno k-8
- Machado Elementary
- Rice Canyon Elementary
- Terra Cotta Middle
- Tuscany Hills Elementary
- Withrow Elementary

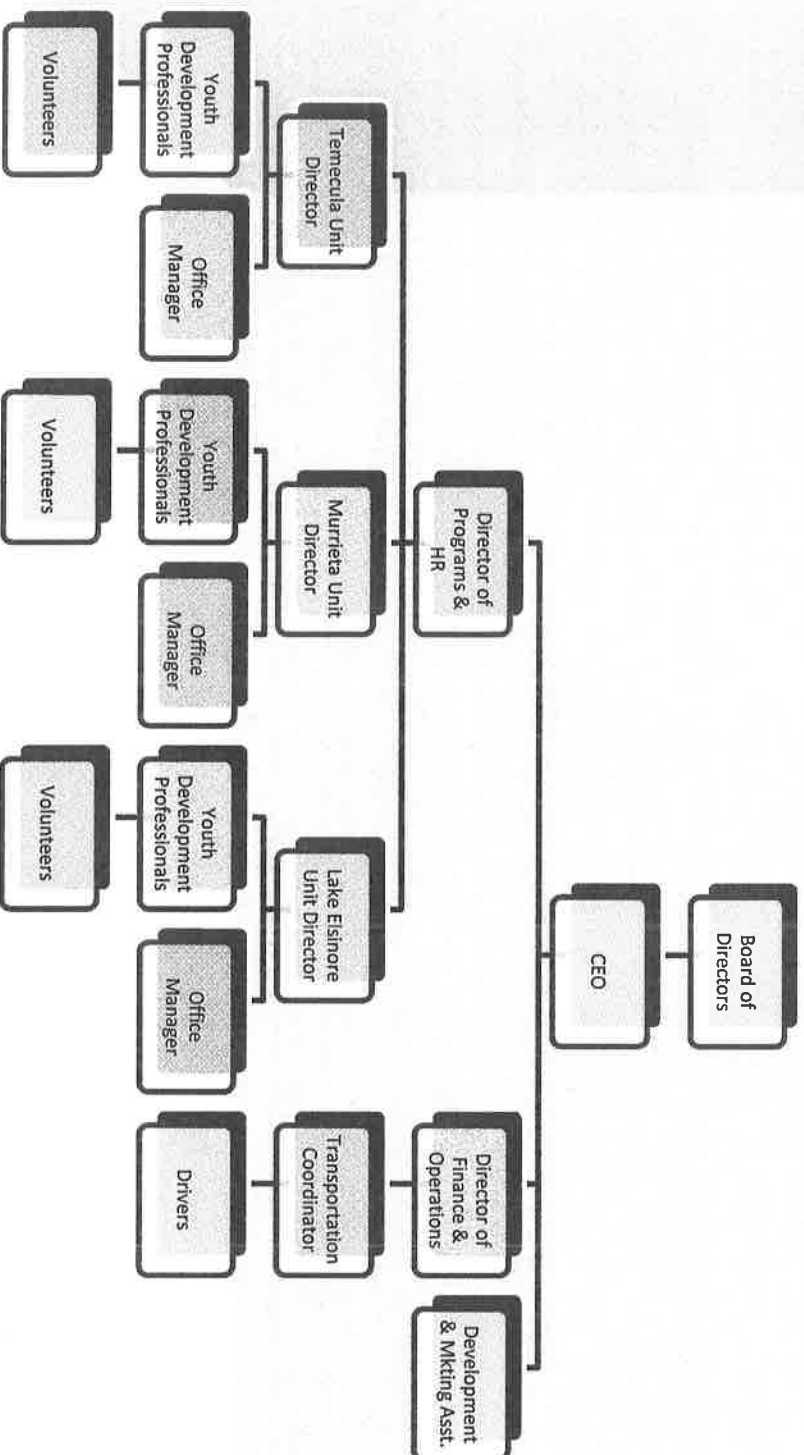
Schools are subject to change

School Year Membership (Valid Thru August 15th)	\$25 /Member
AM/PM (transportation program) to and/or from school	\$365/month/AM & PM \$180/month/AM or PM Drop-in: \$25/day Add One Way: \$15
Summer/Fall Camps *No credits, transfers, or refunds on all transportation and camp payments except in the event of camp cancellation. Payment must be paid before service is provided.* *Minimum of 15 youth registered and pre-paid at least one week before camp start date or camp will be cancelled.*	\$140/week \$35/day
Open Rec Fee (After 2:30pm-6:30pm)	\$20/Week

We also provide financial services and scholarships to families in need. Applications are available upon request

The Positive Place For Kids

BGCSWC Organizational Chart



October 6, 2017

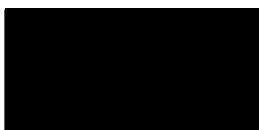
City of Lake Elsinore
Attn: Brendan Rafferty
130 S. Main Street
Lake Elsinore, CA 92530

Dear Mr. Rafferty,

On behalf of the Board of Directors of the Boys & Girls Club of Southwest County, I authorize the submission of our Community Development Block Grant application in the amount of \$10,000 to provide scholarships for our Before and After-School program to low-moderate income youth ages 6-17 at our Club in Lake Elsinore.

Please feel free to contact me at JeffKurtz@forestcity.net should you have any further questions.

Sincerely,



Jeff Kurtz
Board Chair
Boys & Girls Club of Southwest County



**BOYS & GIRLS CLUB
OF SOUTHWEST COUNTY**

P.O. Box 892349
Temecula, CA 92589

**Old Town Temecula
Corporate Office**
28790 Pujol Street
Temecula, CA 92590
951-699-1526

Pechanga Great Oak Club
31465 Via Cordoba
Temecula, CA 92592
951-695-0181

Murrieta Club
40550 California Oaks Road
Murrieta, CA 92562
951-698-3838

Lake Elsinore Club
16275 Grand Avenue
Lake Elsinore, CA 92530
951-245-4499

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Chairman

KIMBERLY FREIZE UHLER
First Vice Chairman

ED MILLER
Second Vice Chairman

MYRNA CROWTHER
Secretary

BILL CARY
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STEVE AMANTE
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Emeritus

WIM SELDERS
Emeritus

JOAN SPARKMAN
Emeritus

**GREAT FUTURES START
HERE!**

The Positive Place For Kids

The Boys & Girls Clubs of Southwest County is a non-profit organization qualifying for tax-exempt status under Section 501(c) (3) of the Internal Revenue Code. Tax ID # 33-0475756