



# City of Apache Junction

300 East Superstition Blvd • Apache Junction, AZ 85119 • [www.ajcity.net](http://www.ajcity.net) • (480) 982-8002



## HEALTH & HUMAN SERVICES COMMISSION

### Application for Financial Assistance

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The City of Apache Junction Health and Human Services accepts applications requesting financial assistance for the support of health and human service needs within the City of Apache Junction serving city residents. The following provides instructions and eligibility information regarding the request for non-profit funding.

Information on this program may be found at <http://www.ajcity.net/995/Health-Human-Services-Commission>.

The commission was formed under city code Article § 2-11.

This program is made possible under city code Article § 2-14 Request for Financial Assistance.

The city code is available at <http://www.ajcity.net/614/Read-the-City-Code>.

**Application Due Date:** **January 31, 2021**

Per city code, the request for financial assistance must be submitted to the city clerk's office during the month of January to be considered for the following fiscal year. All funding is subject to the execution of an agreement with the city, the approval of a budget allocating funds to the program, and the city council's approval.

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**Eligible Applicants:** **501 c(3)**

A valid, non-profit organization as qualified by the Internal Revenue Service and as registered with the Arizona Secretary of State, Arizona Corporation Commission or other appropriate state office.

The applicant must provide a service or perform work on behalf of the city and its residents and demonstrate a presence within the community.



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#### **Required Documentation per Ordinance No. 659:**

1. Most recent audit report (the City Clerk's office has discretion to accept a P&L report and IRS tax filings in lieu of an audit report for smaller nonprofits with an estimated \$250,000 or less gross revenue)
2. Most recent financial statement
3. Detailed expenditure statement to include detailed accounting for all previously received City funds (if applicable)
4. Source and amount of funding received from all other sources (non-governmental agencies; membership fees and dues; private contributions)
5. Client service information as applicable to City residents (may not apply in all cases)
6. Proof of non-profit status (IRS determination)
7. Proof of corporate status to include copies of by-laws and Articles of Incorporation
8. Source and amount of funding received from other governmental agencies
9. Names and addresses of all current board members of agency governing board

#### **Eligible Activities:**

Programs and services affording health, public health, and human services care to all people, especially, to individuals of underprivileged conditions.

#### **Populations Served:**

Elderly, handicapped, developmentally disabled, and other special populations.

#### **Priority Projects:**

The Commission reserves the right to identify priority projects for funding.



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#### Agency Information:

Name of Agency

Address

Website

Phone Number

Name of Agency Director

Email Address

Direct Line

Project Manager

Email Address

Direct Line

Secondary Contact

Email Address

Direct Line



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#### Organization Information:

Provide background information on your agency to include services currently being provided.

Provide target population and demographic information on your current clientele to include percentage located within the City of Apache Junction.



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Provide an example of a previous project success similar to what is being proposed and/or one that was successful with Health and Human Services funding support. Include how it was determined to be successful.

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Provide a detailed description of current partnerships within the community include the name of the project/activity and how your agency partnered to make it successful.

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Does your agency have adequate capacity to complete the project being requested?

Is the execution of this project dependent upon new staff funded through this program?

Are your board members listed on your website?

Does your website include your mission and vision statements?

Do you have a strategic plan?

Are you listed on the [www.211Arizona.org](http://www.211Arizona.org) website?

Have you participated in a Project Connect event in the past?

Have you participated in a Health and Wellness Expo in the past?

Have you participated in the Apache Junction Community Resource Center in the past?

Provide your 501c3 Identification number and renewal date.\*

Do you have current By Laws signed by the Board of Directors?\*

Do you have current Articles of Incorporation signed by the Board of Directors?\*

Are you filed with the Arizona Secretary of State or Arizona Corporation Commission?\*

\*These items shall be submitted every five years to be held on file at the city. Should any document change or be updated, a new copy shall be submitted to the city within 10 working days.



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#### Problem Statement:

What is the nature and extent of the problem to which you are trying to address?

To whom is this happening?

Why is this happening? What are the reasons or causes for the problem?



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How do you know this is a problem? Provide statistics that support your claim. If available, please use statistics collected from your agency data and/or local documentation.

What will happen if the problem is not addressed?

What are the gaps between what exists and the solution?





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Is there local documentation which identifies this as a problem?

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Has the city or the commission identified this as a problem?

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#### Project Proposal:

What is the proposed project to address the problem identified above? Please address the who, what, when, where, why, and how.

Is this a best practice or has it been proven successful in other places?

Is this a new or continuing project?

Why is this a need to be addressed?



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Who will you serve with this project?

How and will you sustain this project after the agreement has ended?

Are there any community partners on this project? If so, please list.



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**Please complete the chart below to answer the following questions for each component of your project.**

**Approach:** What are you going to do?

**Inputs/Resources:** What resources do you have to complete the project?

**Activities:** What specific actions will take place?

**Outputs:** What is the direct product of the activities?

**Outcomes:** What is the benefit or change as a result of the project?

**Goals:** What is the overall goal of the project?

| Project Component | Approach | Input | Activities | Outputs | Outcomes | Goals |
|-------------------|----------|-------|------------|---------|----------|-------|
|                   |          |       |            |         |          |       |
|                   |          |       |            |         |          |       |
|                   |          |       |            |         |          |       |
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#### Financial Information:

What is your Tax ID number?

What is your Arizona Tax Privilege License number?

Does your agency have internal financial controls in place to track, report, and account for all funds which promotes transparency?

Is a certified public accountant responsible for your daily financials?

Is a certified public accountant responsible for creating your monthly financial statements? Please provide most recent report.

Is a certified public accountant responsible for your filing your taxes?

When was your last 990 reported?

Where can it be found?

Have you had an audit completed and when?\*

Do you have an annual agency budget? Please provide.

Who is responsible for creating your annual budget?

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\*These items may be submitted every five years to be held on file at the city. Should any document change or be updated, a new copy shall be submitted to the city within 10 working days.

Provide a list of your annual fundraisers and average amount raised.

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Provide a list of your funding sources and the average amount received, including membership dues and private contributions.

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#### Project Budget:

Please provide a detailed budget by quarter for each itemized expense.

|       | Quarter 1 | Quarter 2 | Quarter 3 | Quarter 4 | Total |
|-------|-----------|-----------|-----------|-----------|-------|
| 1     |           |           |           |           | \$    |
| 2     |           |           |           |           | \$    |
| 3     |           |           |           |           | \$    |
| 4     |           |           |           |           | \$    |
| 5     |           |           |           |           | \$    |
| 6     |           |           |           |           | \$    |
| 7     |           |           |           |           | \$    |
| 8     |           |           |           |           | \$    |
| 9     |           |           |           |           | \$    |
| 10    |           |           |           |           | \$    |
| Total |           |           |           |           |       |

What percentage of the project budget is being requested? \$ \_\_\_\_\_

What percentage of your budget is the requested funding? \$ \_\_\_\_\_



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#### Narrative:

Please provide a detailed budget narrative for each itemized expense.

- 1
- 2
- 3
- 4
- 5
- 6
- 7
- 8
- 9
- 10

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#### Project Evaluation:

How will you determine your project was successful in reaching your goals and what methods will you use?

Project a minimum of two SMART Objectives by completing the chart below.

|   | Direction of change | What is changing | Target population | Degree of change | Timeframe | Measure |
|---|---------------------|------------------|-------------------|------------------|-----------|---------|
| 1 |                     |                  |                   |                  |           |         |
| 2 |                     |                  |                   |                  |           |         |
| 3 |                     |                  |                   |                  |           |         |
| 4 |                     |                  |                   |                  |           |         |

Completed applications and documents can be submitted in person to the City Clerk's Office or via e-mail to Jennifer Pena ([jpena@apachejunctionaz.gov](mailto:jpena@apachejunctionaz.gov)) and to Jill Bright ([jbright@apachejunctionaz.gov](mailto:jbright@apachejunctionaz.gov)).





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#### Scoring Rubric for Commissioners:

##### Eligibility Questions

Y/N

Application was submitted by the required due date.

Application was complete and provided adequate detail.

Applicant meets eligibility requirements.

Serves AJ residents

Has a presence in the community

Is a 501 c(3) non-profit

Provides a health and human services need

##### Proposal Review

1 to 5

Organization Review - 25 points total

Provided information on residents served

Demonstration of successful projects

Demonstration of agency partnerships

Demonstration of agency capacity

Provided all required documentation per Ordinance No. 659

Problem Statement Review - 15 points total

Adequately identified the problem

Adequately identified the gaps

Identified a documented problem

Proposal Review - 20 points total

Provided detailed project information

Demonstration of need

Demonstration of community partners

Provided a detailed project scope

Financial Review - 15 points total

Provided required documentation

Demonstrated a financial need

Provided detailed and eligible budget

Evaluation Review - 10 points total

Comprehensive evaluation plan

Provided a minimum of two SMART objectives

85 points total

0

1 = Did not address adequately

2 = Addressed somewhat

3 = Addressed

4 = Adequately addressed

5 = Exceeded expectation

**AMENDED AND RESTATED BY-LAWS  
OF  
BOYS & GIRLS CLUBS OF EAST VALLEY – METRO PHOENIX, INC.**

**An Arizona Non-Profit Corporation**

**ARTICLE I  
OFFICES AND CORPORATE SEAL**

**Section 1.01 Principal Office.** The principal office of Boys & Girls Clubs of East Valley – Metro Phoenix, Inc. (the “Corporation”) shall be located in Maricopa County, Arizona.

**Section 1.02 Other Offices.** The Corporation may also have offices at such other places, both in and out of the State of Arizona, as the Board of Directors of the Corporation (the “Board of Directors”) may from time to time determine or the business of the Corporation may require.

**Section 1.03 Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Arizona a registered office and a registered agent whose office is identical with such a registered office, as required by the Arizona State Corporation Commission. The registered office may, but need not, be identical with the principal office of the Corporation in the State of Arizona, and the Board of Directors may change the address of the registered office from time to time.

**ARTICLE II  
MEMBERS**

**Section 2.01 General.** The Corporation shall have no members.

**ARTICLE III  
BOARD OF DIRECTORS**

**Section 3.01 General Powers.** The Board of Directors shall manage the affairs of the Corporation.

**Section 3.02 Number and Terms.** The Board of Directors shall consist of no fewer than three directors and no more than 100 directors (each a “Director”). The number of Directors may from time to time be increased by an amendment to these By-Laws. The Directors shall be elected at the annual meeting and, except as provided in Section 3.04, each Director elected shall hold office for a three year term, with no limits on the number of terms. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at any meeting of Directors. The term of the Directors shall be so arranged that the term of approximately one-third of the Directors will expire at each annual meeting.

**Section 3.03 Nondiscrimination.** The officers, Directors, Committee members, employees and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender,

sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin.

**Section 3.04 Vacancies.** Vacancies may be filled by a majority vote of a quorum of the remaining Directors. The term of any replacement Director appointed pursuant to this Section 3.04 may take effect when the resignation of any resigning Director shall become effective (or such other time as determined by the Board of Directors). Each Director appointed pursuant to this Section 3.04 shall serve for the remainder of the term of office of the resigning Director or Directors for which he or she was appointed; provided, however, that terms of vacant directorships may be shortened or enlarged to fulfill the goal of staggered terms for Directors as set forth in Section 3.02.

**Section 3.05 Authority of Directors; Duties of the Directors.** The business of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation of the Corporation, as amended (the "Articles of Incorporation") or these By-Laws. The Board of Directors shall assume legal and fiduciary responsibility for the Corporation and govern the Corporation's business, oversight and affairs. The Board of Directors shall be responsible for revenue generation and resource development to help ensure that the Corporation has the resources to conduct business; provided that the Executive Committee shall be empowered to act on behalf of the Board of Directors in exercising such duties to the extent expanded to so act hereunder.

**Section 3.06 Directors' Meetings.** The Board of Directors may hold meetings, both regular and special, either in or out of the State of Arizona. To the extent permitted by law, members of the Board of Directors or any Committee thereof may participate in a meeting of the Board of Directors or such Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting, and participation in a meeting pursuant to this Section 3.06 shall constitute presence at such meeting.

**Section 3.07 Annual Meetings.** The annual meeting of the Board of Directors shall be held at such time and place as the Chairperson and Secretary shall designate in a written notice which shall be delivered by mail, facsimile transmission or electronic message, including through an electronic board portal, to each Director at least 30 days prior to such annual meeting. In no event shall more than 13 months elapse between successive annual.

**Section 3.08 Regular Meetings.** Regular meetings of the Board of Directors shall be held quarterly at such time and place as shall from time to time be determined by the Board of Directors. Written notice of the time and place of any such meeting of the Board of Directors shall be delivered by mail, facsimile transmission or electronic message, including through an electronic board portal, to each Director by the Secretary at least ten days prior to such meeting.

**Section 3.09 Special Meetings.** Special meetings of the Board of Directors may be called by the Chairperson, and shall be called by the Chairperson or Secretary on written request of at least one-third of the then-serving Directors. Written notice of the time and place of any such special meeting of the Board of Directors shall be delivered by mail, facsimile transmission or

electronic message, including through electronic board portal, to each Director by the Secretary at least 48 hours prior to such meeting.

**Section 3.10 Quorum.** At all meetings of the Board of Directors, one-third of the total number of then-serving Directors shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute, the Articles of Incorporation or these By-Laws. If a quorum is not present at a meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

**Section 3.11 Voting.** All Directors shall have equal voting rights and possess equal rights in all aspects. A Director vote on any matter may be conducted by mail, facsimile transmission, electronic message, electronic board portal or by any combination of those messages. All Directors shall be entitled to vote by proxy; provided, that no proxy shall be valid following the one month anniversary of its execution unless a different period is expressly provided on the face of the appointment form; and provided, further, that no proxy shall be valid until received by the Secretary of the Corporation. A Director may revoke any proxy by written notice to the Secretary of the Corporation; provided, that such revocation shall not affect any vote that occurred prior to the Secretary's receipt of such proxy.

**Section 3.12 Acts by Written Consent.** Any corporate action permitted to be taken by the Board of Directors by any provision of an applicable statute, these By-Laws or the Articles of Incorporation may be dispensed with if at least a majority of the Directors entitled to vote upon such action at a meeting of the Board of Directors consents in writing to such corporate action being taken. Such consent shall have the same force and effect as a majority vote at a regularly-called meeting, and may be stated as such in any document or instrument filed with the Secretary of State. Any such signed consent, or a signed copy thereof, shall be placed in the minute book of the Corporation.

**Section 3.13 Resignation.** Any Director may resign at any time by delivering a written resignation to the Chairperson or the Secretary of the Corporation. Such resignation shall be effective upon receipt unless otherwise provided by the terms thereof.

**Section 3.14 Removal.** Any Director may be removed either with or without cause at any meeting of the Board of Directors by the affirmative vote of the Board of Directors acting in accordance with this Article III, including Section 3.12 hereof.

**Section 3.15 Compensation.** The Directors shall serve without compensation. No such prohibition, however, shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

**Section 3.16 Dues of Directors.** Each Director shall pay such dues as may be established from time to time by the Board of Directors. The Executive Committee shall have the discretion to waive the payment of dues, or accept payment of dues in-kind or through the provision of services, by any Director under circumstances deemed appropriate by the Executive Committee.

Any waiver of dues for one Director shall not affect the obligation of the other members of the Board of Directors to pay their dues.

## **ARTICLE IV NOTICES**

**Section 4.01 Delivery.** Notices to Directors may be in writing and delivered personally, by electronic messaging, including through an electronic board portal, or mailed to the Directors at their addresses appearing on the books of the Secretary. Notice by mail shall be deemed to be given at the time when the same shall be deposited in a United States Post Office or mailbox. Notice to Directors may also be given orally, in person, by telephone or by electronic notice, including through an electronic board portal, and, if by electronic notice, shall be deemed to be given at the time when the same shall be delivered.

**Section 4.02 Waiver.** Whenever any notice is required to be given to Directors under any provision of an applicable statute, these By-Laws or the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto to the giving of such notice. All such waivers shall be filed with the minutes in the corporate record. Attendance of a Director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not duly called or convened.

## **ARTICLE V OFFICERS**

**Section 5.01 Necessary Officers.** The officers of the Corporation shall be appointed by the majority vote of a quorum of the Board of Directors and shall include a Chairperson, one or more Vice Chairperson(s), a Secretary and a Treasurer. Any Director may hold two or more offices, except for the offices of Chairperson and Secretary. All officers shall be members of the Board of Directors.

**Section 5.02 Additional Officers.** The Board of Directors may appoint additional Vice Chairmen and Assistant Secretaries and Assistant Treasurers and such other offices and agents, as it shall deem necessary. Such officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. All such additional officers shall also be members of the Board of Directors.

**Section 5.03 Terms of Office.** Unless otherwise stated herein, all officers of the Corporation shall hold office for a period of one year from the date of election or appointment, or until their successors are chosen and qualified; provided, that such term shall automatically renew for a successive one year term if no successor to such officer is elected or appointed within 30 days prior to the expiration of such officer's current term. The Chairperson may serve up to four consecutive one-year terms. Any officer appointed by the Board of Directors may be removed at any time with or without cause by the Board of Directors acting in accordance with Article III, including Section 3.12 thereof, whenever, in the Board of Directors' sole judgment, the best interests of the Corporation will be served thereby. Any vacancy occurring in any office of the

Corporation by death, resignation, retirement, removal or otherwise shall be filled by the Board of Directors and such newly-appointed officer shall fulfill the unexpired term of his predecessor and serve in such capacity until his successor is duly appointed and qualified.

**Section 5.04 Authority.** Officers and agents shall only have such authority and perform such duties in the management of the Corporation as provided in these By-Laws or as may be determined by resolution of the Board of Directors not inconsistent with these By-Laws.

**Section 5.05 The Chairperson.** The Chairperson may preside at meetings of the Board of Directors and shall have power to (a) call special meetings of the Board of Directors for any purpose or purposes, (b) appoint and discharge, subject to the approval or review by the Board of Directors, employees and agents of the Corporation and fix their compensation and (c) make and sign contracts and agreements in the name of and on behalf of the Corporation. The Chairperson shall, through the Chief Executive Officer, put into operation such business policies of the Corporation as shall be decided upon by the Board of Directors and communicated to the Chairperson. The Chairperson shall see the books, reports, statements and certificates required by the statutes under which the Corporation is organized or any other laws applicable thereto are properly kept, made and filed according to law; and shall generally do and perform all acts incident to the office of the Chairperson which are authorized or required by law.

**Section 5.06 The Vice Chairperson.** The Vice Chairperson(s), in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Chairperson, perform the duties and exercise the power of the Chairperson. The Vice Chairperson(s) shall also generally assist the Chairperson and exercise such other powers and perform such other duties as delegated by the Chairperson and as the Board of Directors shall prescribe.

**Section 5.07 The Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the meetings in the minutes of such meeting. The Secretary shall give, or cause to be given, notice of all annual, regular and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors, under whose supervision he or she shall be, or as delegated from time to time by the Chairperson. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board of Directors, affix the same to any instrument requiring it and, when so affixed, it shall be attested by the Secretary's signature or by the signature of the Treasurer or and Assistant Secretary.

**Section 5.08 The Treasurer.** The Treasurer shall be responsible for the oversight of all funds of the Corporation and shall have the general powers and duties usually vested in the office of Treasurer of a corporation and shall have such other powers and duties not inconsistent with these By-Laws as may be assigned to him or her from time to time by the Board of Directors, the Chairperson, or the President & CEO, including the powers and duties to chair the Finance Committee.

**Section 5.09 Counterterrorism.** In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Corporation shall stipulate how the funds will be used and shall require the recipient to provide the Corporation with detailed records and financial proof



of how the funds were utilized. Although adherence and compliance with the US Department of the Treasury's publication, the "Voluntary Best Practice for U.S.-Based Charities," is not mandatory, the Corporation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks. The Corporation shall also comply and put into practice the federal guidelines, suggestions, laws and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control in regard to its foreign activities.

## **ARTICLE VI CHIEF EXECUTIVE OFFICER**

**Section 6.01 Appointment.** The Board of Directors shall appoint a Chief Executive Officer of the Corporation, fix his or her compensation, prescribe his or her duties, and otherwise determine the terms of his or her employment. The Chief Executive Officer shall be a nonvoting member of the Board of Directors. The Chief Executive Officer shall:

- (a) Manage the affairs and direct the work and employees of the Corporation subject to, and, in accordance with, the direction of the Board of Directors;
- (b) Prepare budgets of expenses for the approval of the Finance Committee (as defined below); and
- (c) Be authorized to incur expenses in accordance with the approved budget, or as directed by the Board of Directors.

The Chief Executive Officer shall also carry out the business policies of the Board of Directors, shall have general management and control of the business and affairs of the Corporation and shall be the managing executive officer of the Corporation. The Chief Executive Officer, in carrying out such business policies, shall be given the necessary authority to discharge such responsibility.

**Section 6.02 Meetings of the Board of Directors.** The Chief Executive Officer shall attend all meetings of the Board of Directors unless otherwise directed by the Board of Directors and shall be an ex-officio member of all Committees.

**Section 6.03 Other Duties.** The Chief Executive Officer shall from time to time make reports of the work and affairs of the organization to the Chairperson and the Board of Directors at the annual, regular and special meetings of the Board of Directors.

## **ARTICLE VII COMMITTEES**

### **Section 7.01 Committees.**

- (a) The Board of Directors, having a resolution adopted by a majority vote of a quorum of the Board of Directors, may designate such committees as are deemed necessary

or advisable in the discretion of the Board of Directors (each a “Committee” and, collectively, the “Committees”). Each Committee shall consist of two or more persons, all of whom shall be Directors. Subject to Section 7.13, such Committees shall have and exercise only the authority delegated to them as provided herein or in such resolution of the Board of Directors and shall have no authority to act beyond the scope of such delegation. The Chairperson shall appoint all Committee members and the respective chairpersons within 30 days after each annual meeting of the Board of Directors.

(b) As of the date hereof, the Committees of the Corporation shall be as follows:

- (1) Executive Committee;
- (2) Finance Committee;
- (3) Audit Committee;
- (4) Board Development Committee; and
- (5) Safety Committee.

**Section 7.02 Term of Office.** Each member of a Committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the Committee shall be sooner terminated, or unless such member be removed from such Committee or unless such member shall cease to qualify as a member thereof.

**Section 7.03 Chairpersons.** The Chairperson shall appoint one member of each Committee as chairperson of such Committee.

**Section 7.04 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 appointments.

**Section 7.05 Quorum; Voting Rights.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the entire 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.

**Section 7.06 Rules.** Each Committee may adopt rules for its own governance not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

**Section 7.07 Executive Committee.** The Board of Directors shall convene and appoint members to an Executive Committee of the Corporation (the “Executive Committee”). The Executive Committee shall consist of all of the officers of the Corporation and at-large members as are assigned to the Executive Committee by the Board of Directors or as otherwise provided for in Article VIII hereof. The Chairperson shall be the chairperson of the Executive Committee. It shall be the duty of the Executive Committee (as defined below) to act for the Board of Directors in accordance with the policies and programs established by the Board of Directors, these By-Laws and the Articles of Incorporation. The Executive Committee shall have the authority to act during the intervals between meetings of the Board of Directors. Except as set forth in Section



7.13, the Executive Committee shall possess and may exercise the authority of the Board of Directors in the management of the ordinary business affairs of the Corporation, in addition to such other duties as are delegated to it by the Board of Directors. The Executive Committee shall direct the Secretary to keep an accurate record of its meetings.

**Section 7.08 Finance Committee.** The Board of Directors shall convene and appoint members to a Finance Committee of the Corporation (the “Finance Committee”). The Finance Committee shall be responsible for the oversight of all of the Corporation’s financial reporting requirements, which shall entail ensuring that (a) the financial accounts and records of the Corporation are maintained in accordance with United States generally accepted accounting principles and (b) that the Corporation be audited annually by an independent certified public accountant (“CPA”). The Finance Committee, together with the Audit Committee (as defined below), shall oversee the financial reporting process.

**Section 7.09 Audit Committee.** The Board of Directors shall convene and appoint members to an Audit Committee of the Corporation (the “Audit Committee”). The Audit Committee shall be responsible for overseeing the Corporation’s external audit process by managing the selection, appointment, compensation, oversight and retention of such independent CPA(s) as are selected, from time to time, to perform the Corporation’s external audit. The Audit Committee, together with the Finance Committee, shall oversee the financial reporting process. The Audit Committee shall oversee the risk assessment and risk management of the Corporation.

**Section 7.10 Board Development Committee.** The Board of Directors shall convene and appoint members to a Board Development Committee of the Corporation (the “Board Development Committee”). The Board Development Committee shall be responsible for nominating candidates for the Board of Directors and nominating officers of the Corporation. The Board Development Committee shall review and propose amendments to the Corporation’s By-Laws. The Board Development Committee shall be responsible for providing training and development opportunities to the Board of Directors.

**Section 7.11 Safety Committee.** The Board of Directors shall convene and appoint members to a Safety Committee of the Corporation (the “Safety Committee”). The Safety Committee shall provide oversight of strategic safety planning, organization prevention efforts and safety policies and procedures of the Corporation.

**Section 7.12 Ex-Officio Members.** The Chairperson and the Chief Executive Officer of the Corporation and/or their designees shall be the ex-officio members of all Committees.

**Section 7.13 Actions Requiring Approval of the Board of Directors.** Notwithstanding anything to the foregoing, a Committee (including the Executive Committee) is expressly prohibited from taking the following actions:

- (a) filling any vacancy of the Board of Directors or the Executive Committee;
- (b) adopting any amendments or repealing the (i) Articles of Incorporation of the Corporation or (ii) these By-Laws;

- (c) incurring any indebtedness or encumbering any of the assets of the Corporation;
- (d) making any loans of the funds of the Corporation;
- (e) approving the entry by the Corporation of any agreement or transaction between the Corporation, on the one hand, and any Director or officer of the Corporation, or any corporation, firm, association or other entity in which one or more of the Directors or officers are directors or officers, or have a financial interest (directly or indirectly through a relative), on the other hand;
- (f) approving the giving of any guarantees by the Corporation;
- (g) approving any plan of merger or consolidation of the Corporation;
- (h) approving the sale, lease, mortgage or other disposition of all, or substantially all of the assets of the Corporation;
- (i) approving the dissolution or liquidation of the Corporation; or
- (j) approving any fundamental change in the purpose, character or business of the Corporation.

## **ARTICLE VIII**

### **SUPPORT ORGANIZATIONS AND TRUSTEES OF THE CORPORATION**

**Section 8.01 Support Organizations.** The Board of Directors shall have the right to create one or more Support Organizations (each a “Support Organization”). The Support Organizations will be organized for the purpose of performing ancillary services for and on behalf of the Corporation. The current Support Organization of the Corporation is hereinafter set forth.

(a) Boys & Girls Clubs of Metropolitan Phoenix Foundation. The Boys & Girls Clubs of Metropolitan Phoenix Foundation (the “MP Foundation”) shall at all times have an independent board of directors, which shall consist of the then current Chief Executive Officer, Chairperson and the Treasurer of the Corporation and such other persons as shall be designated by the MP Foundation. The MP Foundation shall create its own governing rules and regulations, provided, however, that such rules and regulations shall not be inconsistent with the rules and regulations of the Corporation. The Executive Committee shall include a member of the MP Foundation designated by the MP Foundation to serve on the Executive Committee and on the Board of Directors.

**Section 8.02 School Governing Board.** The Board of Directors shall appoint a School Governing Board (“School Governing Board”), which shall consist of not less than three, nor more than ten members, at least one of whom shall be a member of the Board of Directors. A School Governing Board shall be created for each charter that is held by the Corporation (“Charter School”). Each member of the School Governing Board shall serve for a term of three years, unless removed earlier by the majority vote of the Board of Directors or by resignation. The School Governing Board shall have responsibility for managing both the financial and instructional

oversight of the Charter School. The School Governing Board shall have the duty to promulgate policies for the Charter School and shall operate in a manner consistent with Arizona law and in accordance with such rules and regulations as the Board of Directors may issue from time to time. Furthermore, the School Governing Board shall review, approve and ratify such other matters (such as the annual budget) as may be delegated by the Board of Directors from time to time. In no event, however, will the School Governing Board have the authority of the Board of Directors to: (1) fill vacancies on the Board of Directors or any committee of the Board of Directors, including the School Governing Board; (2) amend or repeal any organizational or governance documents of the Corporation; or (3) fix compensation of the Directors or any other officers of the Corporation. Any member of the School Governing Board may be removed, with or without cause, by the Board of Directors. If any vacancies occur on the School Governing Board, a majority of the members of the School Governing Board shall be entitled to nominate, from time to time, potential members to fill such vacancy; *provided*, that the Board of Directors may elect to confirm such a nomination, or elect any other qualified person to fill such vacancy, as the Board of Directors determines in its sole discretion. The Board of Directors, with or without cause, may dissolve the School Governing Board or remove any member thereof at any time. The School Governing Board shall meet not less than quarterly and all meetings of the School Governing Board shall be conducted in accordance with, and governed by, the applicable provisions of the Arizona Open Meeting Law, A.R.S. §§38-431 et. seq. (as may be amended from time to time). All members serving on the School Governing Board shall comply with any applicable laws or regulation necessary to serve on such School Governing Board.

**Section 8.03 Trustees.** Trustees of the Corporation (each a “Trustee”) shall provide counsel and assistance to the Chairperson and to the Board of Directors. The Trustees shall serve as ambassadors and advocates for the Corporation and use their personal and professional position to provide entrée to key stakeholders and potential investors and donors. Trustees shall not have the duties or obligations of members of the Board of Directors as set forth herein or under law. Trustees shall pay dues as the Board of Directors may, from time to time, establish, if any. Dues of the Trustees may be waived by the Board of Directors at its discretion.

**Section 8.04 General.** The Chairperson, subject to the approval of the Executive Committee, may create one or more committees or a special appointment to a committee. Except as provided otherwise in these By-Laws, the Chairperson jointly with the CEO and subject to the approval of a majority of the Executive Committee, will appoint one or more Directors to serve on each committee. In the discretion of the Chairperson, any person serving on a committee need not be a Director. These By-Laws or the resolution establishing a committee, as applicable, shall set forth its powers and duties. Members of any committee, shall serve at the pleasure of, and may be removed with or without cause at any time by, the Chairperson, subject to the approval of the Executive Committee. If a vacancy occurs on any committee, the vacancy may be filled by the Chairperson jointly with the CEO, subject to the approval of a majority of the Executive Committee. A committee may exercise the powers specifically granted to it by the Chairperson, which generally will include the delegated authority to take action on behalf of the Board of Directors.

## **ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 9.01 Indemnification.** To the greatest extent provided by law, as provided in Arizona Revised Statutes Section 10-3850 *et seq.* (as may be modified, supplemented or replaced from time to time), and except as provided in these By-Laws, the Corporation shall hold harmless and indemnify each of its current and former Directors and officers (hereinafter each is individually referred to as an “Indemnatee”) for, from and against any and all liability and expenses incurred by the Indemnatee in connection with any threatened or actual proceeding or legal action resulting from the Indemnatee’s service to the Corporation or to another entity at the Corporation’s request.

**Section 9.02 Exclusions.** Except insofar as permitted by law, the Corporation shall not indemnify the Indemnatee if indemnification is prohibited by Arizona Revised Statutes Section 10-3850 *et seq.* (Authority to Indemnify) (as may be modified, supplemented or replaced from time to time). In addition, the Corporation shall not indemnify the Indemnatee for the following:

- (a) The amount of a financial benefit received by an Indemnatee to which the Indemnatee is not entitled, whether or not that benefit resulted from action taken within the scope of the Indemnatee’s office;
- (b) An act or omission by the Indemnatee on the Corporation not taken in good faith or an act or omission by the Indemnatee on the Corporation involving the intentional infliction of harm, intentional misconduct or a knowing violation of the law;
- (c) A breach of the Indemnatee’s duty of loyalty to the Corporation;
- (d) An act or omission for which the liability of the Indemnatee is expressly provided for by Arizona Revised Statutes Section 10-3830 (General Standards for Directors), Arizona Revised Statutes Section 10-3833 (Liability for Unlawful Distributions) or any other statute that expressly provides for the liability of the Indemnatee (in each case, as may be modified, supplemented or replaced from time to time);
- (e) In connection with a proceeding by or in the right of the corporation in which the Director was adjudged liable to the corporation;
- (f) In connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in the Director’s official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director; or
- (g) An intentional violation by the Indemnatee of criminal laws.

**Section 9.03 Procedure.** The Indemnatee shall notify the Corporation promptly of the threat or commencement of any proceeding or legal action with respect to which the Indemnatee intends to seek indemnification and shall give the Corporation a reasonable opportunity to defend the same at its own expense and with counsel reasonably satisfactory to the Indemnatee. The Corporation shall be entitled to assume the Indemnatee’s defense with counsel reasonably satisfactory to the Indemnatee, unless the Indemnatee provides the Corporation with an opinion of counsel reasonably concluding that there may be a conflict of interest between the Indemnatee and

the Corporation in the defense of the proceeding or legal action, or that there may be legal defenses available to the Indemnitee which are different from or in addition to those available to the Corporation or if the Corporation shall, after receiving notice of the Corporation's indemnification obligation and within a period of time necessary to preserve any and all defenses to any claim asserted, fails to assume the defense or to employ counsel for that purpose satisfactory to the Indemnitee, the Indemnitee shall have the right, but not the obligation, to undertake the defense of, and to compromise or settle the claim or other matter on behalf of, for the account of, and at the risk of, the Corporation. The Corporation shall be responsible for the reasonable counsel fees, costs, and expenses of the Indemnitee in conducting its defense.

**Section 9.04 Expense Advances.** The Corporation shall advance expenses, including attorneys' fees, incurred or to be incurred by the Indemnitee in defending a proceeding or legal action upon receipt of notice and, if required by law, of an undertaking by or on behalf of the Indemnitee. The Indemnitee shall repay all amounts advanced if it is ultimately determined by final judicial decision (after expiration or exhaustion of any appeal rights) that the Indemnitee is not entitled to be indemnified for such expenses. In addition, whether the Corporation pays for the reasonable expenses or reimburses an Indemnitee, The Indemnitee must first provide the Corporation with a written affirmation of the Indemnitee's good faith belief that he or she has met the standard of conduct contained in Arizona Revised Statutes Section 10-3830 and/or Arizona Revised Statutes Section 10-851 (in each case, as may be modified, supplemented or replaced from time to time), or that the proceeding involves conduct for which liability has been eliminated pursuant to Arizona Revised Statutes Section 10-3202(B)(1) (Articles of Incorporation) (as may be modified, supplemented or replaced from time to time).

**Section 9.05 Settlement of Claims.** Neither the Corporation nor the Indemnitee will unreasonably withhold consent to any proposed settlement. The Corporation shall not be obligated to indemnify the Indemnitee for any amounts incurred in settlement, if settlement is made without the Corporation's prior written consent. The Corporation shall not enter into any settlement that would impose any penalty or limitation on the Indemnitee without the Indemnitee's prior written consent.

**Section 9.06 Insurance and Other Indemnification.** The Board of Directors shall have the power to cause the Corporation: (a) to purchase and maintain, at the Corporation's expense, insurance on behalf of the corporation and on behalf of others to the extent that power to do so has been or may be granted by statute; and (b) to give other indemnification to the extent permitted by law.

**Section 9.07 Effect of Repeal.** In order that officers and Directors may rely on the indemnification promised by this Article IX, no repeal or amendment of this Article IX shall reduce the right of the Indemnitee to payment of expenses or indemnification for acts of the Indemnitee taken before the date of repeal or amendment.

## **ARTICLE X CODE OF ETHICS AND WHISTLEBLOWER**

**Section 10.01 Standards.** The Corporation requires and encourages Directors, officers and employees to observe and practice high standards of business and personal ethics in the

conduct of their duties and responsibilities. The employees and representatives of the Corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of the Corporation to adhere to all laws and regulations that apply to the Corporation and the underlying purpose of this policy is to support the Corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

**Section 10.02 Reporting Violations.** If any Director, officer or employee reasonably believes that some policy, practice or activity of the Corporation is in violation of law, a written complaint must be filed by that person with the Chairperson or any Vice Chairperson.

**Section 10.03 Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of the Corporation's Code of Ethics (the "Code") must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

**Section 10.04 Retaliation.** The Corporation shall not retaliate against any Director, officer or employee who in good faith has made a protest or raised a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy. The Corporation shall not retaliate against any Director, officer or employee who discloses or threatens to disclose to a supervisor or a public body any activity, policy or practice of the Corporation that the individual reasonably believes is in violation of a law, rule or regulation mandated pursuant to law or reasonably believes is in violation of a clear mandate of public policy concerning the health, safety, welfare or protection of the environment. Said person is protected from retaliation only if he or she brings the alleged unlawful activity, policy or practice to the attention of the Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described in Section 10.05 is only available to individuals that comply with this requirement.

**Section 10.05 Confidentiality.** Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **ARTICLE XI DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation by duly authorized articles of dissolution adopted in accordance with Arizona Revised Statutes Section 10-11401 *et seq.* (as may be modified, supplemented or replaced from time to time), the Board of Directors, in its sole discretion, shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Tax Code or the corresponding provision



of any future United States federal tax code. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction, in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s) as the court shall determine that are organized and operated exclusively for such purposes. In the event of dissolution of the Corporation, no Director shall have any rights nor receive any assets of the Corporation.

## **ARTICLE XII GENERAL PROVISIONS**

**Section 12.01 Checks.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

**Section 12.02 Fiscal Year.** The fiscal year of the Corporation shall be July through June.

**Section 12.03 Seal.** The Corporation's seal shall have inscribed thereon the name of the Corporation.

**Section 12.04 Gender and Number.** Within these By-Laws, words of any gender include any other gender, and words in the singular number include the plural, unless the context otherwise requires.

## **ARTICLE XIII AMENDMENTS**

These By-Laws may be altered or repealed, in whole or in part, and new By-Laws adopted at any annual, regular or special meeting of the Board of Directors by the majority vote of a quorum of the Board of Directors; provided, however, that notwithstanding the provisions of Section 3.07 and Section 3.08, the proposed change is given in the notice of such meeting at least 30 days prior to the meeting.

*[Signature page follows]*

**THE UNDERSIGNED**, being the Chairperson and Secretary of the Corporation, **DO HEREBY CERTIFY** that the foregoing are the By-Laws of the Corporation, as adopted by the majority vote of a quorum of the Board of Directors on the 19th day of December, 2019, to become effective as of January 1, 2020.

By: 

Name:

Title: Chairperson

Christopher Owen



By: Nicole A. Venable  
Name: Nicole Bucho Venable  
Title: Secretary

## **Apache Junction Other Government Funding**

Source and amount of funding received from other governmental agencies

|  |             |
|--|-------------|
| City of Avondale                       | \$ 5,000    |
| City of Chandler                       | \$ 90,000   |
| Town of Gilbert                        | \$ 75,000   |
| City of Glendale                       | \$ 15,000   |
| City of Peoria                         | \$ 8,000    |
| City of Phoenix                        | \$ 10,000   |
| City of Tempe                          | \$ 50,000   |
| State of Arizona CARES Fund            | \$1,500,000 |
| State of Arizona CACFP<br>Food Program | \$ 300,176  |
| Arizona Department of Education        | \$ 146,332  |

**ARTICLES OF RESTATEMENT  
OF  
THE ARTICLES OF INCORPORATION  
(AS PREVIOUSLY AMENDED AND RESTATED)  
OF  
BOYS & GIRLS CLUBS OF THE EAST VALLEY**

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Pursuant to the provisions of Arizona Revised Statutes Section 10-11007, Boys & Girls Clubs of the East Valley (the “Corporation”) adopts the following Articles of Restatement (the “Articles of Restatement”) to its Restated Articles of Incorporation, dated September 2, 1986 (the “Original Articles”):

FIRST: The name of the Corporation is Boys & Girls Clubs of East Valley – Metro Phoenix, Inc.

SECOND: These Articles of Restatement were adopted by resolution of the Board of Directors of the Corporation on December 19, 2019, in accordance with the laws of the State of Arizona, to be effective as of January 1, 2020.

THIRD: The Corporation hereby adopts the following Second Amended and Restated Articles of Incorporation, which accurately copies its Articles of Incorporation and all amendments thereto that are in effect to date, as further amended by such Second Amended and Restated Articles of Incorporation as hereinafter set forth, and which contain no other change in any provision thereof.

FOURTH: The Original Articles are hereby superseded by the Second Amended and Restated Articles of Incorporation, which is adopted in its entirety as follows:

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BOYS & GIRLS CLUBS OF EAST VALLEY – METRO PHOENIX, INC.**

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**ARTICLE I  
NAME**

The name of the corporation (the “Corporation”) is Boys & Girls Clubs of East Valley – Metro Phoenix, Inc.

**ARTICLE II  
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Internal Revenue Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Within the scope of the foregoing purposes, the Corporation enables young people to reach their full potential as productive, caring, and responsible community members. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

**ARTICLE III  
AUTHORITY**

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities applicable to nonprofit corporations under the laws of the State of Arizona. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of Internal Revenue Code.

**ARTICLE IV  
PLACE OF BUSINESS**

The known place of business and business address of the Corporation shall be 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008. The Corporation may conduct its business and maintain offices for such purposes at such other place or places, within or outside the County of Maricopa or the State, as may from time to time be deemed advisable by the Board of Directors of the Corporation as set forth in the By-Laws of the Corporation.

**ARTICLE V**  
**MEMBERS**

The Corporation shall not have members.

**ARTICLE VI**  
**NONPROFIT**

No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual; *provided, however*, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

**ARTICLE VII**  
**ACTIVITIES**

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

**ARTICLE VIII**  
**DISSOLUTION**

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the Board of Directors shall adopt a plan for the distribution of the remaining assets of the Corporation to such organization or organizations selected by the Board of Directors that are organized and operated exclusively for charitable purposes as shall at that time have purposes similar to those of the Corporation, and which qualify as charitable or educational organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall hold harmless and indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, trustee, officer, partner, venturer, proprietor, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise (each an “Indemnitee”), to the fullest extent that a corporation may grant indemnification to a director under

the Arizona Revised Statutes Section 10-3850 *et seq.*, as the same exists or may hereafter be amended.

The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, by-law, resolution of directors, agreement or otherwise.

Except insofar as permitted by law, the Corporation shall not indemnify an Indemnitee if (i) indemnification is prohibited by Arizona Revised Statutes Section 10-3850 *et seq.*, or any successor thereto, (ii) the liability is for conduct described in clauses (a) through (d) of Arizona Revised Statutes Section 10-3202(B)(1), or any successor provision, or (iii) the liability is for violation of Arizona Revised Statutes Section 10-3830.

Unless limited by these Articles of Incorporation or the Corporation's By-Laws, the Corporation shall indemnify an outside director against liability. Unless limited by these Articles of Incorporation or the Corporation's By-Laws, the Corporation shall pay an outside director's expenses in advance of a final disposition of a proceeding, if the director furnishes the Corporation with a written affirmation of the director's good faith belief that the director has met the Corporation's standard of conduct and the director furnishes the Corporation with a written undertaking executed personally, or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct. The undertaking required by this subsection is an unlimited general obligation of the director but need not be secured and shall be accepted without reference to the director's financial ability to make repayment.

Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income or excise tax under the Internal Revenue Code.

To the greatest extent provided by law, the private property of the current and former directors, officers, employees, or agents of the Corporation shall be exempt from execution or other liability for any debts and obligations of any kind whatsoever of the Corporation, and no current and former directors, officers, employees, or agents of the Corporation shall be liable or responsibly for any debts or liabilities of the Corporation.

## **ARTICLE X**

### **POWER TO AMEND, ALTER, OR REPEAL**

The power to adopt, alter, amend or repeal the By-Laws of the Corporation and the power to amend or restate these Articles of Incorporation shall be vested exclusively in the Board of Directors of the Corporation.

**ARTICLE XI**  
STATUTORY AGENT

The name and address of the statutory agent of the Corporation is:

Corporation Service Company  
8825 N 23rd Avenue, Suite 100  
Phoenix, AZ 85021

**ARTICLE XII**  
BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be the governing body of the Corporation. The membership of the Board of Directors of the Corporation, until such time as their successors are duly elected and shall qualify, shall be those individuals listed on Exhibit A.

**ARTICLE XIII**  
INITIAL INCORPORATORS

The initial incorporators are:

Carol Royse  
1864 East Chrystal Way  
Tempe, Arizona 85284

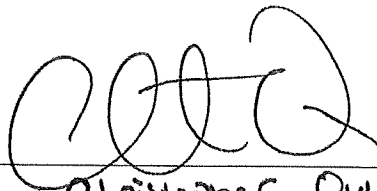
Larry Allen  
P.O. Box 886  
Chandler, Arizona 85224

**ARTICLE XIV**  
DURATION

The duration of the Corporation shall be perpetual.

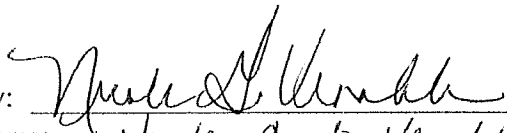
IN WITNESS WHEREOF, we have hereunto set our hands this 19th day of December, 2019, to be effective as of January 1, 2020.

By: \_\_\_\_\_

Name:  Christopher Owen

Title: Chairperson



By:   
Name: Mike Guido Verable  
Title: Secretary

## Exhibit A

The membership of the Board of Directors of the Corporation, until such time as their successors are duly elected and shall qualify, shall be the individuals listed on this Exhibit A.

| <u>Name</u>             | <u>Address</u>                                 |
|-------------------------|--|
| Adam C. Singer          | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| AJ Maestas              | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Alan Detata             | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Alfredo Dreyfus         | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Allan Allford           | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Amy E. Patel            | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Amy J. Gittler          | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Andrew Reese            | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Andrew R. Deschappelles | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Bart Patterson          | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Basil S. Zaidi          | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Charles W. Lotzar       | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Chris Owen              | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Clarissa Cerda          | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Cullen Maxey            | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Dale R. Adams           | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Darius A. Green         | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| David A. Bloss, Sr.     | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| David Crummey           | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| David W. Ralls          | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Diana L. Vowels         | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Dion Geary              | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Donna L. Tannatt        | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Freddie Dobbins         | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| George Spelius          | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Glenn A. Pahnke         | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Glynis A. Bryan         | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |
| Holly Linder            | 4309 E Bellevue St. Bldg. 14, Phoenix AZ 85008 |

**Exhibit A (cont'd)**

| <b><u>Name</u></b>   | <b><u>Address</u></b>                           |
|----------------------|---|
| Jake Ulrich          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| James Bosserman      | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| James C. Katzman     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| James F. Brewer      | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| James G. Bazlen      | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| James R. Moffett Jr. | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Jeffrey D. Lowe      | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Jeffrey S. Terrill   | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Jim C. Stabilito     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Jimmy Lindblom       | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Jody R. Sarchett     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| John G. Barry        | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Kami Hoskins         | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Kevin W. McHolland   | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Kimberly D. Shepard  | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Linda Little         | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Luke A. Stokebrand   | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Maria Brink          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Mark L. Joos         | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Mark S. El-Tawil     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Mark T. Peterson     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Mark W. Schouten     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Meg T. Sassaman      | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Michael S. Romano    | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Michael Vercio       | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Mike Barnhart        | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Mike Carney          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Neal S. Crapo        | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Pat Crowley          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Patrick O. Epum      | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Ralph Marchetta      | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |

**Exhibit A (cont'd)**

| <b><u>Name</u></b>   | <b><u>Address</u></b>                           |
|----------------------|---|
| Robert E. Dubberly   | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Robert J. Micera     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Robert M. Nawfel     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Ryan J. Murray       | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Scott Nance          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Sean R. Waltz        | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Seth Tucker          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Shelly L. Sexton     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Steve Ryan           | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Steven L. Ortega     | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Suzee Smith-Everhard | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Ted N. Geisler       | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Timothy Muehlhausen  | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Tom Connell          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Tom Wolf             | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Tracy Taylor         | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| Travis Anglin        | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |
| William Rau          | 4309 E Belleview St. Bldg. 14, Phoenix AZ 85008 |

# ARTICLES OF AMENDMENT

## NONPROFIT CORPORATION

### ENTITY INFORMATION

**ENTITY NAME:** Boys & Girls Clubs of the Valley, Inc.  
**ENTITY ID:** 01832075  
**ENTITY TYPE:** Domestic Nonprofit Corporation  
**PERIOD OF DURATION:** Perpetual  
**IS HOMEOWNERS ASSOCIATION:** NO  
**CHARACTER OF BUSINESS:** CHARITABLE

### STATUTORY AGENT INFORMATION

**STATUTORY AGENT NAME:** Charles W. Lotzar  
**PHYSICAL ADDRESS:** Lotzar Law Firm, P.C., 7150 E. Camelback Road, Suite 455,  
SCOTTSDALE, AZ 85251  
**MAILING ADDRESS:**

### KNOWN PLACE OF BUSINESS

Att: Swati Webb, 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ 85008

### PRINCIPAL INFORMATION

Director: ADAM C SINGER - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
12/24/2019

Director: AJ MAESTAS - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
12/24/2019

Director: ALAN DETATA - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
12/24/2019

Director: ALFREDO DREYFUS - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
12/24/2019

Director: ALLAN ALLFORD - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
12/24/2019

Director: AMY E PATEL - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
12/24/2019

Director: AMY J GITTNER - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
12/24/2019

Director: ANDREW REESE - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
09/01/2010

Director: DAVID CRUMMEY - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
01/01/2019

Director: FREDDIE DOBBINS - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
08/01/2000

Director: JAKE ULRICH - 4309 E BELLEVIEW ST BLDG 14, PHOENIX, AZ, 85008, USA - - Date of Taking Office:  
11/01/2018

### ADOPTION AND VOTE

**ADOPTION DATE:**

03/06/2020

|   |
|---|
| The restated Articles were approved by the board of directors without member or third person action, and the approval members or any other persons was not. |
|---|

The restated Articles contain one or more amendments that required approval by members and/or other persons

|  |
|--|
| The Amendment was duly adopted by act of the Board of Directors. |
|--|

YES

|   |
|---|
| The Amendment was duly adopted by act of the Members. |
|---|

NO

|   |
|---|
| The Amendment was approved by the person or persons required by the Articles of |
|---|

NO

Incorporation

**SIGNATURE**

Chairman of the Board of Directors: Kevin W. McHolland - 03/25/2020

**TEXT OF THE  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
BOYS & GIRLS CLUBS OF EAST VALLEY – METRO PHOENIX, INC.  
an Arizona nonprofit corporation**

- FIRST: The name of the nonprofit corporation is Boys & Girls Clubs of East Valley – Metro Phoenix, Inc.
- SECOND: The Arizona Corporation Commission file number is 01832075.
- THIRD: The amendment was adopted March 6, 2020.
- FOURTH: The amendment was duly approved by the Board of Directors.
- FIFTH: The Articles of Incorporation are hereby amended as follows:

Article 1 of the Articles of Incorporation is amended to read as follows:

The name of the corporation (the “Corporation”) is Boys & Girls Clubs of the Valley, Inc.

**BOYS & GIRLS CLUBS OF THE VALLEY, INC.**  
**REVENUE AND EXPENSE REPORT**  
**FISCAL YEAR 2020/2021 - FOR THE 6 MONTHS ENDING DECEMBER 31, 2020**  
**ACTUAL VERSUS BUDGET**

|   | Year to Date<br>Actual | 2020/21 FY<br>Budget YTD | YTD Better<br>(Worse) Than<br>YTD Budget | Annual Budget<br>FY 20/21 |
|---|------------------------|--------------------------|--|---------------------------|
| <b>REVENUES</b>                             |                        |                          |  |                           |
| United Way                                  | 128,102                | 97,500                   | 30,602                                   | 195,000                   |
| Special Events - net of expenses            | 149,335                | 275,000                  | (125,665)                                | 1,831,270                 |
| Contributions                               | 3,191,495              | 3,123,630                | 67,865                                   | 6,983,084                 |
| Government Funding                          | 1,484,234              | 1,106,854                | 377,380                                  | 1,912,000                 |
| In-Kind Donations                           | 53,947                 | 22,500                   | 31,447                                   | 45,000                    |
| BGCMP Foundation                            | 89,441                 |                          | 89,441                                   | 550,000                   |
| Program Fees                                | 695,116                | 1,659,104                | (963,988)                                | 3,287,275                 |
| Misc Earned Income                          | 566,457                | 403,250                  | 163,207                                  | 843,300                   |
| Released from Restrictions                  | 428,467                | 790,678                  | (362,211)                                | 1,581,355                 |
| <b>TOTAL REVENUES</b>                       | <b>6,786,594</b>       | <b>7,478,516</b>         | <b>(691,922)</b>                         | <b>17,228,284</b>         |
| <b>EXPENSES</b>                             |                        |                          |  |                           |
| Salaries, Benefits, ER Taxes                | 4,925,497              | 5,482,419                | 556,922                                  | 11,139,370                |
| Contracted Services                         | 760,103                | 698,711                  | (61,392)                                 | 1,088,000                 |
| Supplies                                    | 468,858                | 909,060                  | 440,202                                  | 1,782,443                 |
| Telephone                                   | 84,284                 | 74,033                   | (10,251)                                 | 145,000                   |
| Postage                                     | 5,586                  | 3,548                    | (2,038)                                  | 7,100                     |
| Occupancy (Bldg Maint, Cleaning, Utilities) | 690,231                | 661,004                  | (29,227)                                 | 1,260,546                 |
| Equipment & Equip/Maint.                    | 80,854                 | 119,195                  | 38,341                                   | 436,500                   |
| Printing/Public Relations                   | 94,595                 | 74,756                   | (19,839)                                 | 136,900                   |
| Transportation                              | 24,126                 | 60,766                   | 36,640                                   | 121,315                   |
| Conferences, Meetings, Trainings            | 12,815                 | 66,556                   | 53,741                                   | 152,500                   |
| National and Organizational Dues            | 7,927                  | 7,000                    | (927)                                    | 64,000                    |
| Youth Related Expenses                      | 81,190                 | 102,000                  | 20,810                                   | 229,000                   |
| Insurance                                   | 183,437                | 199,341                  | 15,904                                   | 429,310                   |
| Miscellaneous/Loan Interest                 | 48,565                 | 44,750                   | (3,815)                                  | 104,475                   |
| <b>TOTAL EXPENSES</b>                       | <b>7,468,068</b>       | <b>8,503,139</b>         | <b>1,035,071</b>                         | <b>17,096,459</b>         |
| Net Before Transfers                        | (681,474)              | (1,024,624)              | 343,149                                  | 131,825                   |
| Transfer to Loan Principal                  | 67,690                 | 65,913                   | (1,778)                                  | 131,825                   |
| <b>Variance-After Transfers</b>             | <b>(749,164)</b>       | <b>(1,090,536)</b>       | <b>341,372</b>                           | <b>-</b>                  |



**BOYS & GIRLS CLUBS OF THE VALLEY, INC.**  
**STATEMENT OF FINANCIAL POSITION**  
**AS OF DECEMBER 31, 2020**

**ASSETS**

|  | December 31, 2020    | June 30, 2020        |
|--|----------------------|----------------------|
| <b>CASH AND INVESTMENTS:</b>           |                      |                      |
| CASH                                   | 5,841,683            | 8,016,651            |
| INVESTMENTS                            | 5,410,873            | 3,002,606            |
| <b>TOTAL CASH AND INVESTMENTS</b>      | <b>11,252,556</b>    | <b>11,019,257</b>    |
| OTHER ASSETS                           | 59,417               | 167,715              |
| RECEIVABLES, INCLUDING TEMP RESTRICTED | 753,041              | 4,749,354            |
| PROPERTY AND EQUIPMENT, net            | 20,182,939           | 20,442,257           |
| DONATED LEASE RECEIVABLE               | 5,470,831            | 5,470,831            |
| INTEREST IN FOUNDATION NET ASSETS      | 8,999,084            | 7,670,963            |
| <b>TOTAL ASSETS</b>                    | <b>\$ 46,717,868</b> | <b>\$ 49,520,376</b> |

**LIABILITIES AND NET ASSETS**

|   |                      |                      |
|---|----------------------|----------------------|
| CURRENT LIABILITIES                     | 189,698              | 1,886,852            |
| LONG-TERM DEBT                          | 2,855,492            | 3,324,273            |
| <b>TOTAL LIABILITIES</b>                | <b>3,045,190</b>     | <b>5,211,125</b>     |
| <b><u>NET ASSETS</u></b>                |                      |                      |
| WITHOUT RESTRICTIONS                    | 26,386,833           | 27,102,183           |
| WITH RESTRICTIONS                       | 17,285,845           | 17,207,067           |
| <b>TOTAL NET ASSETS</b>                 | <b>43,672,678</b>    | <b>44,309,251</b>    |
| <b>TOTAL LIABILITIES AND NET ASSETS</b> | <b>\$ 46,717,868</b> | <b>\$ 49,520,375</b> |

| <b>Title</b> | <b>First Name</b> | <b>Last Name</b> |
|--------------|-------------------|------------------|
| Mr.          | Dale              | Adams            |
| Mr.          | Robert            | Allford          |
| Mr.          | Travis            | Anglin           |
| Mr.          | Mike              | Barnhart         |
| Mr.          | Jack              | Barry            |
| Mr.          | Jim               | Bazlen           |
| Mr.          | David             | Bloss            |
| Mr.          | James             | Bosserman        |
| Mr.          | James             | Brewer           |
| Ms.          | Maria             | Brink            |
| Ms.          | Glynis            | Bryan            |
| Mr.          | Mike              | Carney           |
| Ms.          | Clarissa          | Cerda            |
| Mr.          | Neal              | Crapo            |
| Mr.          | David             | Crummey          |
| Mr.          | Alan              | Detata           |
| Mr.          | Freddie           | Dobbins          |
| Mr.          | Alfredo           | Dreyfus          |
| Mr.          | Robert            | Dubberly         |
| Mr.          | Mark              | El-Tawil         |
| Mr.          | Patrick           | Epum             |
| Ms.          | Dion              | Geary            |
| Mr.          | Ted               | Geisler          |
| Ms.          | Amy               | Gittler          |
| Mr.          | Darius            | Green            |
| Ms.          | Kami              | Hoskins          |

|     |          |             |
|-----|----------|-------------|
|     |          |             |
| Ms. | Jackie   | Hunter      |
| Mr. | James    | Katzman     |
| Ms. | Kristina | Keating     |
|     |          |             |
| Mr. | Jimmy    | Lindblom    |
|     |          |             |
| Ms. | Holly    | Linder      |
| Ms. | Linda    | Little      |
| Mr. | Charles  | Lotzar      |
| Mr. | Jeffrey  | Lowe        |
|     |          |             |
| Mr. | Ralph    | Marchetta   |
|     |          |             |
| Mr. | Cullen   | Maxey       |
| Mr. | Kevin    | McHolland   |
| Mr. | Robert   | Micera      |
| Mr. | James    | Moffett     |
| Mr. | Alfredo  | Molina      |
|     |          |             |
| Mr. | Tim      | Muehlhausen |
| Mr. | Ryan     | Murray      |
|     |          |             |
| Mr. | Scott    | Nance       |
| Mr. | Robert   | Nawfel      |
| Mr. | Steven   | Ortega      |
|     |          |             |
| Mr. | Chris    | Owen        |
|     |          |             |
| Mr. | Glenn    | Pahnke      |
| Ms. | Amy      | Patel       |

|      |          |                |
|------|----------|----------------|
|      |          |                |
| Mr.  | Bart     | Patterson      |
| Mr.  | Mark     | Peterson       |
| Mr.  | David    | Ralls          |
|      |          |                |
| Mr.  | William  | Rau            |
|      |          |                |
| Mr.  | Andrew   | Reese          |
| Mr.  | Michael  | Romano         |
| Mr.  | Stephen  | Ryan           |
| Ms.  | Jody     | Sarchett       |
| Ms.  | Meg      | Sassaman       |
| Mr.  | Mark     | Schouten       |
| Ms.  | Michelle | Sexton         |
| Ms.  | Kimberly | Shepard        |
|      |          |                |
| Mr.  | Adam     | Singer         |
| Mrs. | Suzee    | Smith-Everhard |
|      |          |                |
| Mr.  | George   | Spelius        |
| Mr.  | James    | Stabilito      |
|      |          |                |
| Mrs. | Donna    | Tannatt        |
|      |          |                |
| Ms.  | Tracy    | Taylor         |
| Mr.  | Jeffrey  | Terrill        |
|      |          |                |
| Mr.  | Seth     | Tucker         |
| Mr.  | Jake     | Ulrich         |
| Mr.  | Michael  | Vercio         |
|      |          |                |
| Mrs. | Diana    | Vowels         |
|      |          |                |
| Mr.  | Sean     | Waltz          |
| Mr.  | Tom      | Wolf           |
|      |          |                |
| Mt.  | Basil    | Zaidi          |
|      |          |                |
|      |          |                |
|      |          |                |

[illegible]



Department of the Treasury  
Internal Revenue Service

P.O.Box 2508,M/S 6403  
Cincinnati OH 45201

In reply refer to: 4077950279  
Apr. 21, 2020 LTR 4168C 0  
86-0550646 000000 00

00000568

BODC: TE

BOYS & GIRLS CLUBS OF THE VALLEY  
INC  
4309 E BELLEVIEW ST BLDG 14  
PHOENIX AZ 85008-5409

018407

Employer ID number: 86-0550646  
Form 990 required: YES

Dear Taxpayer:

We're responding to your request dated Apr. 02, 2020, about your tax-exempt status.

We issued you a determination letter in NOVEMBER 1986, recognizing you as tax-exempt under Internal Revenue Code (IRC) Section 501(c)(3).

We also show you're not a private foundation as defined under IRC Section 509(a) because you're described in IRC Sections 509(a)(1) and 170(b)(1)(A)(vi).

Donors can deduct contributions they make to you as provided in IRC Section 170. You're also qualified to receive tax deductible bequests, legacies, devises, transfers, or gifts under IRC Sections 2055, 2106, and 2522.

In the heading of this letter, we indicated whether you must file an annual information return. If you're required to file a return, you must file one of the following by the 15th day of the 5th month after the end of your annual accounting period:

- Form 990, Return of Organization Exempt From Income Tax
- Form 990EZ, Short Form Return of Organization Exempt From Income Tax
- Form 990-N, Electronic Notice (e-Postcard) for Tax-Exempt Organizations Not Required to File Form 990 or Form 990-EZ
- Form 990-PF, Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

According to IRC Section 6033(j), if you don't file a required annual information return or notice for 3 consecutive years, we'll revoke your tax-exempt status on the due date of the 3rd required return or notice.

You can get IRS forms or publications you need from our website at [www.irs.gov/forms-pubs](http://www.irs.gov/forms-pubs) or by calling 800-TAX-FORM (800-829-3676).

If you have questions, call 877-829-5500 between 8 a.m. and 5 p.m.,

4077950279

Apr. 21, 2020 LTR 4168C 0

86-0550646 000000 00

00000569

BOYS & GIRLS CLUBS OF THE VALLEY  
INC  
4309 E BELLEVIEW ST BLDG 14  
PHOENIX AZ 85008-5409

local time, Monday through Friday (Alaska and Hawaii follow Pacific time).

Thank you for your cooperation.

Sincerely yours,

*Stephen A. Martin*

Stephen A. Martin  
Director, EO Rulings & Agreements

**Part VIII Statement of Revenue**Check if Schedule O contains a response or note to any line in this Part VIII ☐

|   |  |  |                      | (A)<br>Total revenue | (B)<br>Related or<br>exempt function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue excluded<br>from tax under<br>sections<br>512 - 514 |
|---|--|--|----------------------|----------------------|---|---|--|
| <b>Contributions, Gifts, Grants<br/>and Other Similar Amounts</b>   | <b>1 a</b> Federated campaigns .....   | <b>1a</b>  | 33,034.              |                      |   |   |  |
|   | <b>b</b> Membership dues .....   | <b>1b</b>  |                      |                      |   |   |  |
|   | <b>c</b> Fundraising events .....  | <b>1c</b>  | 1,541,479.           |                      |   |   |  |
|   | <b>d</b> Related organizations .....   | <b>1d</b>  |                      |                      |   |   |  |
|   | <b>e</b> Government grants (contributions) .....   | <b>1e</b>  | 2,461,414.           |                      |   |   |  |
|   | <b>f</b> All other contributions, gifts, grants, and<br>similar amounts not included above ..... | <b>1f</b>  | 803,129.             |                      |   |   |  |
|   | <b>g</b> Noncash contributions included in lines 1a-1f: \$ .....                                 |  | 56,643.              |                      |   |   |  |
|   | <b>h Total.</b> Add lines 1a-1f .....  |  |                      |                      |   |   |  |
| <b>Program Service<br/>Revenue</b>  | <b>2 a</b> CHARTER SCHOOL PROGRAM .....  | <b>Business Code</b> 624110  |                      | 1,910,386.           | 1,910,386.                                      |   |  |
|   | <b>b</b> CLUBS .....   | 624110   |                      | 1,320,388.           | 1,320,388.                                      |   |  |
|   | <b>c</b> CONCESSIONS & T-SHIRT .....   | 624110   |                      | 24,958.              | 24,958.   |   |  |
|   | <b>d</b> MISCELLANEOUS PROGRAM .....   | 624110   |                      | 9,122.               | 9,122.  |   |  |
|   | <b>e</b> .....   |  |                      |                      |   |   |  |
|   | <b>f</b> All other program service revenue .....   |  |                      |                      |   |   |  |
|   | <b>g Total.</b> Add lines 2a-2f .....  |  |                      |                      | 3,264,854.                                      |   |  |
|   | <b>Other Revenue</b>   | <b>3</b> Investment income (including dividends, interest, and<br>other similar amounts) ..... |                      |                      | 21,988.   |   |  |
| <b>4</b> Income from investment of tax-exempt bond proceeds .....   |  |  |                      |                      |   |   |  |
| <b>5</b> Royalties .....  |  |  |                      |                      |   |   |  |
| <b>6 a</b> Gross rents .....  |  | (i) Real   | (ii) Personal        |                      |   |   |  |
| <b>b</b> Less: rental expenses .....  |  | 249,967.   |                      |                      |   |   |  |
| <b>c</b> Rental income or (loss) .....  |  | 215,386.   |                      |                      |   |   |  |
| <b>d</b> Net rental income or (loss) .....  |  | 34,581.  |                      |                      |   |   |  |
| <b>7 a</b> Gross amount from sales of<br>assets other than inventory .....  |  | (i) Securities   | (ii) Other           |                      |   |   |  |
| <b>b</b> Less: cost or other basis<br>and sales expenses .....  |  | 113,426.   | 4,600.               |                      |   |   |  |
| <b>c</b> Gain or (loss) .....   |  | 127,202.   | 10,466.              |                      |   |   |  |
| <b>d</b> Net gain or (loss) .....   |  | -13,776.   | -5,866.              |                      |   |   |  |
| <b>8 a</b> Gross income from fundraising events (not<br>including \$ 1,541,479. of<br>contributions reported on line 1c). See<br>Part IV, line 18 ..... |  | <b>a</b>   | 365,312.             |                      |   |   |  |
| <b>b</b> Less: direct expenses .....  |  | <b>b</b>   | 414,778.             |                      |   |   |  |
| <b>c</b> Net income or (loss) from fundraising events .....   |  |  |                      |                      |   |   |  |
| <b>9 a</b> Gross income from gaming activities. See<br>Part IV, line 19 .....   |  | <b>a</b>   | 30,803.              |                      |   |   |  |
| <b>b</b> Less: direct expenses .....  |  | <b>b</b>   | 0.                   |                      |   |   |  |
| <b>c</b> Net income or (loss) from gaming activities .....  |  |  |                      |                      |   |   |  |
| <b>10 a</b> Gross sales of inventory, less returns<br>and allowances .....  | <b>a</b>   |  |                      |                      |   |   |  |
| <b>b</b> Less: cost of goods sold .....   | <b>b</b>   |  |                      |                      |   |   |  |
| <b>c</b> Net income or (loss) from sales of inventory .....   |  |  |                      |                      |   |   |  |
| <b>Miscellaneous Revenue</b>  |  |  | <b>Business Code</b> |                      |   |   |  |
| <b>11 a</b> .....   |  |  |                      |                      |   |   |  |
| <b>b</b> .....  |  |  |                      |                      |   |   |  |
| <b>c</b> .....  |  |  |                      |                      |   |   |  |
| <b>d</b> All other revenue .....  |  |  |                      |                      |   |   |  |
| <b>e Total.</b> Add lines 11a-11d .....   |  |  |                      |                      |   |   |  |
| <b>12 Total revenue.</b> See instructions .....   |  |  |                      | 8,122,174.           | 3,293,569.                                      | 0.                                      | -10,451.   |



# Boys & Girls Clubs of the Valley

## Superstition Mountain Branch

### 2019-2020 Actuals

|   |                          | City of Apache<br>Junction Approved |
|---|--------------------------|-------------------------------------|
|   | <u>2019-2020 Actuals</u> | <u>Funding for 2019-2020</u>        |
| <b>SUPPORT &amp; REVENUES</b>                     |                          |                                     |
| Contributions                                     | \$ 52,078                |                                     |
| City of Apache Junction                           | 24,500                   | 24,500                              |
| Other State/Federal Funding                       | 10,646                   |                                     |
| United Way Allocations                            | 34                       |                                     |
| Special Event - Net of Expenses                   | 9,957                    |                                     |
| Membership Dues/Program Fees                      | 75,979                   |                                     |
| Rental Income                                     | 9,226                    |                                     |
| Corporate Board Allocation                        |                          |                                     |
| <b>Total SUPPORT &amp; REVENUES</b>               | <b>182,421</b>           | <b>24,500</b>                       |
| <b>EXPENDITURES</b>                               |                          |                                     |
| Salaries  | \$ 169,677               | 22,000                              |
| Employee Benefits                                 | 27,980                   | 2,500                               |
| Occupancy   | 86,974                   |                                     |
| Insurance   | 10,178                   |                                     |
| Program Supplies                                  | 15,137                   |                                     |
| Printing & Publications                           | 425                      |                                     |
| Conferences/Trainings/Meetings                    | 609                      |                                     |
| Vehicle Costs                                     | 3,530                    |                                     |
| Professional Fees/Contracts                       | 8,531                    |                                     |
| Equipment Rental/Repair                           | 2,175                    |                                     |
| Depreciation                                      | 7,296                    |                                     |
| Bank Fees and Misc Expenses                       | 2,617                    |                                     |
| <b>Total EXPENDITURES</b>                         | <b>335,128</b>           | <b>24,500</b>                       |
| <b>NET REVENUES IN EXCESS OF<br/>EXPENDITURES</b> | <b><u>(152,707)</u></b>  | <b><u>0</u></b>                     |

# Boys & Girls Clubs of the Valley

## Superstition Mountain Branch

### 2020-2021 Budget

|                                     | Adopted 2020-<br>2021 Budget | City of Apache<br>Junction Adopted<br>Funding for 2020-<br>2021 |
|-------------------------------------|------------------------------|---|
| <b>SUPPORT &amp; REVENUES</b>       |                              |   |
| Contributions                       | \$ 45,000                    |   |
| City of Apache Junction             | 16,700                       | 16,700  |
| Other State/Federal Funding         | 10,650                       |   |
| United Way Allocations              | 34                           |   |
| Special Event - Net of Expenses     | 50,000                       |   |
| Membership Dues/Program Fees        | 65,000                       |   |
| Rental Income                       | 9,226                        |   |
| Corporate Board Allocation          | 143,979                      |   |
| <b>Total SUPPORT &amp; REVENUES</b> | <b>340,589</b>               | <b>16,700</b>   |
| <b>EXPENDITURES</b>                 |                              |   |
| Salaries                            | \$ 170,525                   | 15,000  |
| Employee Benefits                   | 27,980                       | 1,700   |
| Occupancy                           | 90,975                       |   |
| Insurance                           | 10,200                       |   |
| Program Supplies                    | 15,300                       |   |
| Printing & Publications             | 425                          |   |
| Conferences/Trainings/Meetings      | 1,000                        |   |
| Vehicle Costs                       | 3,530                        |   |
| Professional Fees/Contracts         | 8,530                        |   |
| Equipment Rental/Repair             | 2,175                        |   |
| Depreciation                        | 7,300                        |   |
| Bank Fees and Misc Expenses         | 2,650                        |   |
| <b>Total EXPENDITURES</b>           | <b>340,589</b>               | <b>16,700</b>   |