

**DRAFT-PROPOSED**  
**BYLAWS OF YWCA Cortland**

ARTICLE I                      NAME, MISSION, FUNCTION

1.1        Name

YWCA Cortland (New York), (hereinafter referred to as “the Association”), is a member of YWCA USA and maintains that membership in accordance with the bylaws of YWCA USA and the Not-For-Profit Corporation laws of New York State. The historical name under which the Association is incorporated is Young Women’s Christian Association of Cortland, New York, Inc. The Association has a DBA filed with New York State as “YWCA Cortland.”

1.2        Mission

The Association unites in the following statement of Mission (“the Mission”): The YWCA Cortland is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom, and dignity for all.

1.3        Organization

- a) The Association is a charitable organization and at all times and within such purposes, shall operate exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- b) The Association is a nonprofit, membership corporation under N-PCL § 102 (a)(5) of the NYS code defining nonprofit incorporation and article defining membership organizations.
- c) The Association may not take any action prohibited by the laws of New York State. The Association may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Incorporation and these Bylaws. The Association may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

ARTICLE II                      MEMBERSHIP

2.1        Qualifications

Any woman or girl (at least twelve (12) years of age or over) and who is committed to the furtherance of the mission of the YWCA, may join the Association.

a) *Qualifications for all members:*

Any woman or girl twelve years of age or over may join the Association for one or more of the following reasons:

- to participate in programs;
- to serve as a leader;
- to further the YWCA mission; and
- to support the YWCA programs.

b) Requirements for all members in good standing:  
Payment of dues is required.

2.2 Membership Revocation

The Board of Directors of the Association reserves the right to revoke membership for good cause. Good cause shall include, but not be limited to, failing to comply with YWCA rules and regulations.

ARTICLE III RESPONSIBILITIES OF VOTING MEMBERS

3.1 Voting

In any proceeding in which voting by Members is called for, each Member in good standing shall be entitled to cast one (1) vote.

3.2 As Individuals

The voting Members, acting in accordance with provisions in these Bylaws, are responsible for:

- a) Electing a Board of Directors to whom they delegate responsibility for the direction of the Association; and
- b) Voting on matters requiring a member vote, as determined by the Board of Directors.

3.3 As a Corporate Body

The Association, acting in accordance with provisions in these Bylaws, shall be responsible for:

- a) Having the final vote on any changes in the YWCA Articles of Incorporation and on questions affecting the Association's membership in the YWCA USA;
- b) Having the final vote on any merger, consolidation, or dissolution of the YWCA USA; and
- c) Discharging such other responsibilities as are outlined in these Bylaws and the Bylaws of the YWCA USA.

ARTICLE IV MEETINGS, AGENDA, QUORUM, VOTING

4.1 Membership Meetings

- a) *Annual Meeting.* The annual meeting of the Members shall be held each year in May or in such month as the Board of Directors shall otherwise determine. The agenda for the annual meeting of the Association shall be for the purpose of:
  - Receiving reports of the Board of Directors, officers, and various committees of the work of the Association during the past year;
  - Announcing results of elections to the Board of Directors and the Association Nominating Committee, and any other committee that may be member-elected;
  - Receiving financial statements showing the financial position of the Association as of the close of its most recent complete fiscal year and the results of operations during such year; and
  - Transacting other business as specified on the agenda.
- b) *Other Regular Meetings.* In addition to the annual meeting, the Association may have such other regular membership meetings as may be established by the Board of Directors of the Association. Regular meetings may be held at such place as the President or the Board of Directors may specify.
- c) *Special Meetings.* Membership meetings, other than those provided for in section 4.1.b, shall be called by the President or Board of Directors upon the written request of 3% or more of voting members, and such requests must specify the objective of the special meeting. Notice of such a meeting and the matter to be considered shall be given at least two weeks in advance of the meeting. No other business shall be transacted than that listed.

#### 4.2 Agenda

The Association Board of Directors determines those matters to be presented at membership meetings for review and discussion and those matters to be determined for vote. The Board accepts the action of the membership meeting on those matters submitted for vote and shall take into account the discussion at the membership meeting related to items presented for discussion only.

#### 4.3 Methods of Conducting a Meeting

Members may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all participating Members may simultaneously hear each other's communications during the meeting.

#### 4.4 Notice

A written notice of any regular or special meeting shall be given to each Member at least two weeks in advance. The notice shall indicate date, time, place, and the business to be transacted. The notice may be by direct mail, electronic transmission, or publication in a local newspaper.

#### 4.5 Waiver of Notice

Any Member may waive notice of any meeting by written statement, electronic mail, or facsimile sent by the Member, signed before or after the holding of the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when a Member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

#### 4.6 Quorum

Twenty five (25) voting members of the Association shall constitute a quorum at membership meetings.

#### 4.7 Participation in Membership Meetings

- a) *Voting Members.* Members fifteen (15) years of age and over shall have the privilege of voting at membership meetings in accordance with these Bylaws.
- b) *Non-Voting Participants.* Other members (twelve (12) through fourteen (14) years of age), Associates, and community representatives shall have all the privileges of the membership meeting, with the exception of voting.

#### 4.8 Voting Procedures

- a) All Members shall be entitled to attend any meeting and shall be entitled to vote as set forth in these bylaws. Voting by proxy shall not be permitted except as outlined below in section 4.9. Other persons may be invited to attend such meetings, but such persons shall have no vote.
- b) Except in the case of elections where voting may be by ballot, voting at a meeting may be by ballot, voice, or show of hands as the chair of the meeting may rule, unless otherwise determined by the Members entitled to vote.
- c) Unless otherwise required by law, the Articles of Incorporation or these Bylaws, any question (other than an election) presented to a meeting of the Members at which a quorum is present shall be determined by a majority of those actually voting. Elections shall be determined by a plurality of those actually voting.

#### 4.9 Election of the Board of Directors and Nominating Committee

Election shall be by proxy ballot mailed to members in good standing two weeks prior to the annual meeting of membership.

## ARTICLE V VOTING DELEGATES TO NATIONAL MEETINGS

### 5.1 Qualification

Voting delegates to meetings of the YWCA USA must be voting members.

### 5.2 Selection

The Board of Directors shall appoint two voting delegates to meetings of the YWCA USA in accordance with the provisions of the Bylaws of the YWCA USA, as applicable. At least one (1) of the voting delegates to the YWCA USA must be a volunteer.

### 5.3 Salaries and Expenses

The voting delegates to the meetings for the YWCA USA shall not receive a salary or other compensation, but shall be entitled to reimbursement of reasonable expenses for travel.

## ARTICLE VI NON-MEMBER PARTICIPANTS

Girls aged less than 12 years and all men and boys may participate in YWCA programs as YWCA Associates, in which case they are not considered members of the YWCA. They may pay registration fees as determined by the YWCA Board of Directors.

## ARTICLE VII BOARD OF DIRECTORS

### 7.1 Qualifications

Members of the Board of Directors are voting Members in good standing, who have consented to individual acceptance of responsibility to further the achievement of the Mission of YWCA USA, in the local Association, and in the community. Paid consultants or staff positions with the YWCA, locally or nationally, may not be elected to the YWCA Board of Directors.

### 7.2 Number

The Board of Directors consists of not more than 30 nor less than 18 elected Members, plus such ex-officio Members as provided for in the Bylaws of the Board of Directors.

### 7.3 Responsibilities

The Board of Directors shall be responsible for determining and approving the Association's overall direction, key aims, and policies that align with and forward the mission of the YWCA in consultation with the Executive Director. As the elected leaders of the YWCA, the Board of Directors is responsible for:

- Monitoring the organization's overall fiscal, programmatic operations, and public relations status to ensure alignment with and ability to forward the YWCA Mission;
- Maintaining the YWCA as a separate and autonomous women's organization with an established mission;
- Establishing and implementing the strategic plan for the YWCA Cortland and related processes;
- Determining and reviewing the YWCA Cortland rules, policies and programs;
- Hiring and managing the employment relationship with an Executive Director/CEO through which other staff are hired and supervised;
- Approving material contracts that would impact already approved budgets;

- Approving the establishment of program sites or centers as may be found expedient for the development of the Association, authorizing the organizational structure of such program sites or centers, and making decisions regarding relocation or dissolution of such units;
- Sustaining membership in the YWCA USA by ensuring ongoing compliance with current membership affiliation requirements;
- Requiring the Executive Director to be a member of the Association;
- Maintaining a responsible relationship with the YWCA USA in accordance with the Bylaws of YWCA USA;
- Electing the officers of the Association and electing members to the Board of Trustees;
- Establishing the agenda for all meetings of the membership;
- Reporting at the annual membership meeting on the work of the Association during the past year;
- Managing and controlling the property and affairs of the corporation except as such management and control is vested by law in the Board of Trustees;
- Fostering development of the Association as a women's membership movement;
- Communicating the mission to members and assuring that they have opportunities to take part in furthering it;
- Ensuring that the Association's policies and practices reflect the YWCA's organizational commitment to racial, ethnic and cultural diversity;
- Establishing membership dues; and
- Establishing special and standing committees and determining other duties as are necessary to accomplish the work of the Association.

#### 7.4 Absence

Three (3) unexcused absences in one calendar year will be grounds for removal from the Board of Directors.

#### 7.5 Election, Term of Office, Vacancies

- a) *Election.* Up to one-third (1/3) of the entire number of the Board of Directors, exclusive of ex-officio Members, may be elected annually by the voting Members from candidates nominated according to provisions of these Bylaws. This nomination and election process regarding Board members shall intentionally include consideration of diversity, including but not limited to age, ethnic, racial and cultural diversity.
- b) *Term of Office for Board of Directors.* Each Director's term of office shall be three (3) years. Each Director shall serve until her term expires and her successor is elected and qualified, or until her earlier resignation or removal. The date of the Board meeting subsequent to the election shall be the date on which the term of office begins and expires. No Director may serve more than two (2) full terms in succession unless exception is made according to the following provisions:
  1. Exception may be made when re-nomination to the Board of Directors is requested by the Nominating Committee of the Board in order that the member serving two full terms previously may be nominated for her first term as President of the Association.
  2. Exception may be made to extend the term of a President by nominating her to fill a vacancy for not more than one year of an unexpired term when unusual circumstances require continuity in the office of President.
- c) *Vacancies.* Any vacancy occurring in the interim between annual elections shall be filled by the Board of Directors from nominations made by the Nominating Committee. The person elected to fill such a vacancy shall then be eligible for nomination and election for two succeeding full terms.

7.6 Removal of YWCA Board of Directors Members

Any Director may be removed by two-thirds (2/3) vote of the YWCA Board of Directors with or without cause. In addition, the Board of Directors may remove a Director who is absent from three (3) consecutive meetings by majority vote of Directors present at a Directors meeting when a quorum exists. When a Director is removed, her successor shall be elected or appointed according to Section 7.5

7.7 Quorum and Voting for YWCA Board of Directors Meetings

A quorum for voting on proposals and recommendations shall consist of a majority of Board members unless otherwise provided by these Bylaws.

7.8 Regular Meetings

The Board of Directors shall meet at least 10 times annually on the second Monday of the month unless otherwise scheduled by vote of the Board of Directors.

7.9 Special Meetings

Special meetings of the Board of Directors shall be called upon request of the President and two other members of the Board or upon request of any five members of the Board. The notice of the meeting shall state the matter to be considered, and no other business shall be transacted.

7.10 Notice and Action

Notice of regular and special Board meetings shall be given in writing (including electronically) at least 72 hours before the meeting to the Director's place of business or residence. The Board of Directors may conduct a meeting of the Board by means of a telephone conference or similar communication equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Any action required, or permitted to be taken at any meeting of the Directors, may be taken without a meeting if the Directors consent to the action in writing and such consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as votes at a meeting. In cases when an emergency meeting might need to be called on less than 72 hours' notice, Directors will be notified via electronic or telephonic means and will be asked to waive the notice requirement with electronic or telephonic reply. If a quorum of Directors waives the notice requirement, an emergency meeting may be held with less than 72 hours' notice.

7.11 Attendance

Regular meetings of the Board of Directors are attended by members of the Board, both elected and ex-officio, and by the Executive Director. Other professional staff members attend Board meetings when feasible, and shall attend when items on the agenda deal with their responsibilities.

7.12 Salaries and Expenses

No Director shall receive a salary or other compensation by reason of the fact that she is a Director, but shall be entitled to reimbursement of reasonable expenses for travel.

7.13 Resignations

A Director may resign at any time by sending notice (written or electronic) to the Board President and/or Executive Director. The President will notify the Board of the resignation. The resignation is effective upon its receipt by the President or a subsequent time as set forth in the notice of resignation.

7.14 Ex-Officio Members

Upon action of the Board of Directors, chairpersons of special committees, who are not current Board members, may be elected as ex-officio members of the Board of Directors to serve during their tenure as chairpersons, but without the right to vote.

8.1 Standing Committees

- a) *Purpose.* There shall be such standing committees of the Board of Directors as are necessary to accomplish the work of the Association. The Board of Directors shall establish the purpose and responsibilities of each committee.
- b) *Chairpersons.* The chairpersons of all standing committees shall be members of the Board of Directors. They are appointed by the President and the Executive Director to serve for one year or until their successors are appointed.
- c) *Committee Membership.* Members may include voting Members of the YWCA, or non-voting individuals of the community who accept responsibility to further the achievement of the Mission of the YWCA and to be an active member of the committee. Committee members are appointed by the President and the Executive Director after consultation with the prospective member. Committee members serve for one year or until their successors are appointed. Board members do not serve on more than two standing committees at the same time, unless they request to do so.
- d) *Functions.* Standing committees are appointed to carry responsibilities related to defined areas of Association operations and programs. Committee plans and projects must be related to the overall planning processes of the Association. Each committee shall report annually to the Association membership.
- e) *Notice of Committee Meetings.* Notice of all meetings of established committees shall be given at least 72 hours before the meeting by direct mail or electronically via email or telephone.
- f) *Authority of Committees.* Policy or budgetary decisions made by established committees must be in the form of recommendations to the YWCA Board of Directors, except Nominating Committee and Executive Committee actions as outlined in the Bylaws of the YWCA Cortland, or except in the case of explicit pre-authorization given by the YWCA Board of Directors.

8.2 Special Committees

- a) *Purpose.* There shall be such special committees as may be required for specific studies or projects. Members shall be appointed by the President for limited periods of service.
- b) *Chairpersons.* Chairpersons of special committees may be elected by the committee or appointed by the Board President.

8.3 Executive Committee

The Executive Committee consists of the officers of the Board of Directors. It may hold meetings for emergency action in the interim between regular meetings of the Board of Directors, and shall have all the powers of the Board, except that it shall not reverse any action of the Board nor approve any expenditures not previously authorized by the Board based on whatever limits the Board sets from time to time. A majority of the members of the committee constitute a quorum. Actions of the Executive Committee must be reported to or ratified by the Board of Directors at its next regularly scheduled meeting except where advance authority for such action has been granted.

8.4 Nominating Committee of the Board of Directors

A Nominating Committee for officers of the Board of Directors and members of the Board of Trustees shall be appointed by the President no later than two months preceding the annual meeting. Officers and trustees shall be elected at the first meeting of the Board following the annual meeting in accordance with the Bylaws of the Association.

8.5 Nominating Committee of the Association

- a) *Members.* The Nominating Committee, an elected committee, consists of eight members, four of whom are members of the Board of Directors. Its members are representative of all sections of the community served by the Association and the age and ethnic makeup of its voting membership. The President and Executive Director are ex-officio members of the committee without the right to vote.
- b) *Election, Term of Office, Vacancies.* Four members shall be elected at the Association's annual membership meeting in accordance with the provisions of these Bylaws. No member of the Nominating Committee may serve more than one two-year term consecutively. The chairperson is chosen by the committee from its elected members. Vacancies occurring in the committee in the interim between annual elections are filled by the committee with the approval of the President.
- c) *Duties.* The Nominating Committee of the Association shall include, but not be limited to the following duties:
  - Securing and keeping a list of potential candidates selected from the total membership of the Association and/or the community who are qualified by skill and experience for membership on the Board of Directors or on elected committees (i.e. Nominating) of the Association;
  - Presenting nominees for open positions on the Board of Directors to the membership for election at the annual meeting;
  - Presenting candidates for vacancies occurring on the Board of Directors and on elected committees during the interim between regular elections; and
  - Assuring that the YWCA Board of Directors and Nominating Committee are representative of the women and young women served, as is reflective of the YWCA's organizational priorities and its commitments to diversity, including but not limited to racial, ethnic, and cultural diversity, and involving women less than 30 years of age.
- d) *Ballot Preparation Procedures.* The committee evaluates candidates selected from the total membership of the YWCA and/or the community who are qualified by skill, experience, and commitment for membership on the YWCA Board of Directors and elected committees. The Nominating Committee presents to the Association a ballot including nominees to the Board of Directors and the Nominating Committee of the Association at least two weeks in advance of the annual membership meeting at which election results will be reported.
- e) *Balloting Methods.* The Board of Directors is responsible for the establishment of balloting methods. The Board is responsible for safeguarding the rights of voting members to a ballot and providing assurance that ballots are cast only by voting members.
- f) *Quorum.* A quorum for Nominating Committee business and action is four (4) members.

ARTICLE IX                      OFFICERS

9.1 Officers

The officers of the Association are President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. They serve also as officers of the Board of Directors.

9.2 Duties

a) *President*

- Presides at all meetings of the Board of Directors, the Executive Committee of the Board, and the membership
- Assists the Executive Director in leading the Board of Directors toward the fulfillment of the mission of the YWCA Cortland

- May sign approved contracts, or designates, with Board approval, the appropriate person
  - Consults annually with the Executive Director to appoint committee members and chairpersons of all standing and special committees
  - Assures that notices are sent for all regular and special meetings of the Board of Directors and the Executive Committee
  - Serves as member of the Board of Trustees and as an ex-officio, non-voting member of all committees
  - Assures that all Board members are voting members in good standing
  - Appoints a Nominating Committee of the Board no later than two months preceding the annual membership meeting (see Section 8.5)
- b) *Vice-President*
- Performs all the powers and duties of the President in her absence
  - Performs such additional duties as are delegated to her by the President
- c) *Recording Secretary*
- Keeps minutes of the Association, the Board, and the Executive Committee that include actions taken and the record of attendance
  - Ensures safe custody of the corporate seal and important documents and papers
  - Performs such other duties as may be required or requested by the Executive Director or the President
- d) *Corresponding Secretary*
- Assists with the correspondence of the Association
  - Assumes duties of the Recording Secretary in her absence
- e) *Treasurer*
- Signs all checks (other than payroll) in conjunction with one of the following: Executive Director, President, or Vice President. In the Treasurer's absence, checks may be signed by any two of these three
  - Presents to the Board, at each regular meeting, a statement of receipts, expenditures, and major bills outstanding
  - With the President, may sign leases, grants, and other documents which commit the Association to a financial obligation
  - Works closely with the Finance Department staff to ensure that the financial operations of the Association are managed effectively, efficiently, and with integrity, including the YWCA's use of an approved method of accounting, and that the funds of the Association are deposited in a bank designated by the Board of Directors
  - Assures that an audit is conducted by a qualified auditor at the end of the fiscal year
  - Assures that a complete financial statement is presented regularly to the Board of Directors and at the annual membership meeting of the Association
  - Serves as a member of the Finance Committee, but not as chair

### 9.3 Term of Office

Officers shall serve for one (1) year or until their successors are elected and assume office, provided that they are still members of the Board. There is no limit to the number of terms an officer can serve, with the exception of the President who may only serve up to two (2) successive one-year terms.

### 9.4 Removal of Officers

Any officer elected or appointed by the Board of Directors may be removed by a two-thirds (2/3) vote of the Board of Directors with or without cause.

9.5 Filling of Officer Vacancies

A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE X EMERITAE BOARD OF THE YWCA CORTLAND

10.1 Purpose

The Emeritae Board will serve in an advisory capacity to the President of the Board of Directors, the Board of Trustees, and to the Executive Director.

10.2 Composition

The Emeritae Board will be composed of past members of the Board of Directors who have demonstrated commitment to the YWCA and its programs, and whose talents and resources are important to our mission. In particular, this Emeritae Board structure will allow the YWCA to retain the expertise and support of past members of the Board of Directors in areas such as finance, real estate, fundraising/development, legal affairs, physical plant, stature in the community, and others, as well as to retain members who can provide strategic liaison to other groups.

10.3 Communication

The Emeritae Board will meet as needed, typically twice each year: at the YWCA's annual meeting in May, and again in the fall. The meetings will include a review of recent events, and a discussion of future directions. The Emeritae Board members may receive Board of Directors and/or any committee minutes upon request.

10.4 Appointments

Appointments to the Emeritae Board will be made by the President of the Board of Directors, the President of the Board of Trustees, and the Executive Director in consultation with a Board designated committee. Appointments may be for life, and do not preclude membership on the Boards of Directors or Trustees.

ARTICLE XI STAFF

11.1 Employment

All staff shall be employed according to policies established by the Board of Directors.

11.2 Management

The management of the Association shall be entrusted by the Board of Directors to an Executive Director who hires other management staff as budgeted for and required. The Executive Director shall be a voting member or an Associate of the Association and serves as an ex-officio member of the Association's committees without a vote. The Executive Director attends National and Regional trainings, conferences, and meetings relevant to fulfilling the mission of the YWCA USA and Association goals and objectives.

11.3 Executive Director

The Executive Director, as the executive officer of the Board of Directors and head of staff, shall have the following duties and responsibilities:

- Executes and administers policies and programs approved by the Board;

- Attends and participates in discussion at all meetings of the Board of Directors, and of the Executive Committee, except when matters concerning one's own employment are under consideration;
- May attend and participate in all meetings of standing and special committees;
- Holds final responsibility for employment and release of all staff under policies and procedures established by the Board of Directors; and
- Fulfills obligations as approved by the Board of Directors related to YWCA Cortland's participation in issues-based coalitions.

11.4 Other Staff

Other members of the staff, under the leadership of the Executive Director, are responsible for relating their specialized work to the total program of the YWCA Cortland. They attend and participate in the meetings of all committees for which they carry assigned responsibility.

11.5 Limitations of Function

No employed staff member is eligible for membership on the Board of Directors, or for election to any office, or for appointment to the chairperson of any committee provided for in the Association Bylaws.

ARTICLE XII FISCAL YEAR

The fiscal year shall be January 1 through December 31.

ARTICLE XIII BOARD OF TRUSTEES

13.1 Members and Qualifications

The Board of Trustees consists of the President of the Association and six people, at least half of whom are women, who have consented to individual acceptance of responsibility to further the achievement of the Mission in the life of the Association and who are qualified to handle real property and trust funds of the Association. The Executive Director shall be an ex-officio non-voting member of the Board of Trustees.

13.2 Responsibilities

The Board of Trustees shall manage the real property of the Association and all gifts and bequests of money to be held in trust. They shall pay the income of such property to the Treasurer of the Association in accordance with such schedule as is determined by the Board of Directors. They shall report quarterly to the Board of Directors on the status and performance of the endowment. Working with the Executive Director and a Board designated committee, the Board of Trustees shall assist in securing major and planned gifts for the Association.

13.3 Election, Term of Office

Members of the Board of Trustees are elected by the Board of Directors from nominations made by the Nominating Committee of the Board for a three-year term and are eligible for re-election for a total of three consecutive terms. The chairperson is chosen by the Board of Trustees from its elected members. Any vacancy occurring during a term of office shall be filled by the Board of Directors.

13.4 Removal of YWCA Board of Trustees Members

Any trustee may be removed by two-thirds (2/3) vote of the YWCA Board of Directors with or without cause.

## ARTICLE XIV                    LIABILITY OF DIRECTORS AND OFFICERS

### 14.1     Liability Limits

To the extent permitted by New York State Not-For-Profit Corporation law, each Director, officer or committee member of the Association is not liable to the Association or its Members for monetary damages for an act or omission incurred in their capacity as a Director, officer, or committee member except that this article does not eliminate or limit the liability of a director for:

- A breach of duty of loyalty to the Association or its members;
- An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- A transaction from which a director, officer, or committee member receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of their position; or
- An act or omission for which the liability is expressly provided for by statute.

### 14.2     Indemnification

To the extent permitted by law, each Director, officer or committee member, or former Director, officer, or committee member of the Association, may be indemnified, defended and held harmless by the Association against liabilities imposed upon her and against her including attorney's fees, or any action, of her service as a Director, officer, or committee member, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or procedure, provided however, that no Director, officer, or committee member shall be indemnified with respect to matters which shall be settled by the payment of the sums which counsel for the Association may deem reasonable payment or with respect to matter for which such indemnification would be against public policy or contrary with NYS Not-For-Profit Corporation law.

## ARTICLE XV                    CONFLICT OF INTEREST

No Director will vote on any matter in which, to her knowledge, the Director, a member of the Director's immediate family or life partner, or an organization in which the Director is serving as an officer, trustee, partner, employee, or independent contractor has a direct or indirect conflict of interest as defined by the policies of the Association. A Director will disclose fully to the Board the nature of any potential conflict of interest. Her failure to do so will be cause for immediate removal from the Board of Directors. [See also required YWCA Cortland Conflict of Interest statement signed by each Director.]

## ARTICLE XVI                    RULES OF ORDER

The proceedings of this Association are governed by Roberts's Rules of Order, as last revised, except where these rules conflict with provisions of these Bylaws.

## ARTICLE XVII     GENERAL AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) affirmative vote of those voting, at any regular or special meeting of the membership, or upon referendum sent out to the membership, provided that the following requirements have been met:

- The amendment does not relate to membership in YWCA USA;

- The amendment was approved by the Board of Directors;
- Notice of the general or special meeting stating that the proposed amendment will be considered and voted upon has been given to the membership at least five (5) days prior to the meeting, or in the case of a referendum, such referendum will be sent out a least five (5) days prior to the date set for receipt of the ballots on said referendum; and
- Copies of the proposed amendment are made accessible to the membership at the time of notice or mailing of referendum.

The Board of Directors shall direct the manner by which notice will be given. Notice may be by announcement at a meeting prior to the meeting at which the vote will be taken, by posting and distribution in public areas of all Association program sites, by publication in an area newspaper of general circulation, in an Association or YWCA publication, and/or by direct mail. Copies of the proposed amendment may be made accessible at the front desk or other public areas of all Association program sites, or by e-mail as requested.

#### ARTICLE XVIII AMENDMENTS AFFECTING MEMBERSHIP IN THE YWCA USA

##### 18.1 Transfer of Membership in YWCA USA or Change in Form of Organization

For any Bylaw amendment which would alter these Bylaws in such a way as to affect the Association's affiliation with YWCA USA, the required procedures for general amendments must be met and, in addition, the amendment must be passed by a two-thirds (2/3) affirmative vote of the voting Members present at two (2) subsequent meetings of the membership.

##### 18.2 Dissolution or Reorganization

Any action to dissolve the Association or to reorganize it in a form which would not qualify for continued membership in YWCA USA, must be passed by a two-thirds (2/3) affirmative vote of the voting Members present at two (2) successive annual business meetings after the following requirements have been met:

- The proposal was approved by the Board of Directors after consultation with YWCA USA staff;
- Written notice of the proposed action was sent to the voting Members at least two (2) weeks prior to each meeting at which such action was to be considered; and
- The notice of these meetings stated that the proposed action would be considered and voted upon.

##### 18.3 Disposition of Assets upon Dissolution

Upon the dissolution of the YWCA Cortland, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all of the assets of the Association exclusively to fulfill the stated purposes of the Association. Distribution shall be, preferably, to another YWCA, a group of YWCAs or YWCA USA qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law qualified to receive same. Any assets not so disposed of shall be disposed of by the Attorney General and the Supreme Court of the State of New York in which the registered office of the Association is then located. Any disposition of assets shall be in accordance with the laws of the State of New York.

ARTICLE XIX

MISCELLANEOUS PROVISIONS

Construction of Bylaws

- a) If any bylaws provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- b) The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

These proposed Bylaws were approved by the YWCA Cortland Board of Directors, March 12, 2018. Submitted for approval at the Annual Membership Meeting ballot, May 14, 2018.