

Bylaws of YWCA Cortland

A NEW YORK NONPROFIT CORPORATION

**eliminating racism
empowering women**

ywca

TABLE OF CONTENTS

ARTICLE 1 – Name, Mission, Organization	3
ARTICLE 2 – Membership	3
ARTICLE 3 – Member Voting	4
ARTICLE 4 – Membership Meetings	4
ARTICLE 5 – Qualifications for Governance Roles	6
ARTICLE 6 – Voting Delegates to National Meetings	6
ARTICLE 7 – Board of Directors	6
ARTICLE 8 – Directors’ Meetings	8
ARTICLE 9 – Officers of the Association	10
ARTICLE 10 – Committees of the Association	12
ARTICLE 11 – Board of Trustees	13
ARTICLE 12 – Nomination and Election Procedures	14
ARTICLE 13 – Staff of the Association	14
ARTICLE 14 – Contracts, Loans, Checks, and Deposits; Special Corporate Acts	14
ARTICLE 15 – Decentralized Units	15
ARTICLE 16 – Indemnification	16
ARTICLE 17 – Fiscal Year	16
ARTICLE 18 – Rules of Order	16
ARTICLE 19 – General Amendments	16
ARTICLE 20 – Amendments Affecting Membership in YWCA USA	17
ARTICLE 21 – Miscellaneous Provisions	17

ARTICLE 1 – Name, Mission, Organization

Section 1. **Name.** YWCA Cortland (New York) (hereinafter referred to as the “Association”), is a member of YWCA USA, Inc. (“YWCA USA”) and maintains that membership in accordance with the bylaws of YWCA USA (“YWCA USA Bylaws”) 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.”

Section 2. **Mission.** The Association unites in the following statement of mission (the “Mission”): The Association is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom, and dignity for all.

Section 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 (the “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. The Association may not engage in any activities that do not further the Mission or its purposes as set forth in its 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 Code and related regulations, rulings, and procedures.

ARTICLE 2 – Membership

Section 1. **Qualifications.** The Association shall have membership, which is available to any person who subscribes to and upholds the Mission. No person who subscribes to and upholds the Mission shall be excluded from the Association’s membership, nor shall such person be otherwise discriminated against within the Association.

Section 2. **Voting Privileges and Governance Roles.** Voting privileges and governance roles at the Association shall be reserved solely for persons who subscribe to and uphold the Mission.

Section 3. **Dues.** Payment of membership dues may be required. Such dues shall be at such rate or rates as may be from time to time prescribed by the Board of Directors. Members of certain program groups may be exempt from membership dues by action of the Board of Directors.

Section 4. **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. No membership should be revoked without an

opportunity to present evidence before the Board of Directors as to why the membership should not be revoked.

Section 5. **Transfer of Membership.** Members will be received in transfer from any other member association of YWCA USA. Activity fees may be required in addition to membership to participate in activities.

ARTICLE 3 – Member Voting

Section 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.

Section 2. **As Individuals.** The members, acting in accordance with provisions in these Bylaws, shall be responsible for:

- A) Electing a Board of Directors which shall have responsibility for the direction of the Association; and
- B) Voting on matters requiring a member vote, as determined by the Board of Directors, these Bylaws, or as required under applicable law.

Section 3. **As a Corporate Body.** The Association, acting in accordance these Bylaws, shall be responsible for casting its vote on certain matters requiring the approval of local associations as set forth in the YWCA USA Bylaws. The Association shall also be responsible for discharging such other responsibilities as are outlined in these Bylaws and in the YWCA USA Bylaws.

ARTICLE 4 – Membership Meetings

Section 1. **Membership Meetings.**

- A) **Annual Meeting.** The annual meeting of the members shall be held each year in May or in such time and place as the Board of Directors may determine. The annual meeting shall be for the purpose of
 - i. receiving annual reports of the Board of Directors, officers, and various committees;
 - ii. holding an election or announcing results of elections of the Board of Directors, the Association Governance Committee, and any other committee that may be member-elected;
 - iii. receiving and approving 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
 - iv. transacting such other business as may come before the meeting.
- B) **Other Regular Meetings.** In addition to the annual meeting, the members may have such other regular meetings as may be established by resolution of the Board of Directors. Each regular meeting shall be held at such place as the President or the Board of Directors may specify.

- C) **Special Meetings.** Special meetings of the members may be called by the President or Board of Directors or 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.

Section 2. **Agenda.** The agenda shall include matters of importance to the Association upon which the opinion of the members is desired. Members attending such meetings shall be provided with copies of the agenda and a vote to approve or amend same will be the first order of business at all meetings, except in the case of special meetings where the agenda business is limited as set forth in Section 4.1(C).

Section 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.

Section 4. **Notice.** A notice of any meeting of the members shall be delivered to each member who is entitled to attend the meeting at least thirty (30) days in advance thereof, and shall indicate the time and place of and the business to be transacted at the meeting. Notice may be delivered by direct mail, facsimile, electronic mail, or by publication in a newspaper of general circulation, or in an Association or other Association publication mailed to members. The Board of Directors shall direct the manner by which notice will be given.

Section 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 any business because the meeting is not lawfully called or convened.

Section 6. **Quorum.** Twenty-five (25) members shall constitute a quorum at the membership meetings.

Section 7. **Participation in Membership Meetings & Voting Procedures.**

- A) All members shall be entitled to attend any meeting of the members and shall be entitled to vote as set forth in Section 3.1. Voting by proxy shall not be permitted. The Board of Directors may invite others 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 President 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 a director election) presented to a meeting of the members at

which a quorum is present shall be determined by a majority of those actually voting. Director elections shall be determined by a plurality of those actually voting.

ARTICLE 5 – Qualifications for Governance Roles

Section 1. **Qualifications.** Governance roles at the Association shall be reserved solely for persons who subscribe to and uphold the Mission. Notwithstanding the foregoing, at the reasonable discretion of the Board of Directors, and consistent with the Mission, governance roles at the Association may be reserved solely for persons who identify as female, including transgender women and those who identify as non-binary or gender non-conforming, and who subscribe to and uphold the Mission. For these purposes, “governance roles” shall mean service as a director of the Association.

ARTICLE 6 – Voting Delegates to National Meetings

Section 1. **Qualifications.** Voting delegates to meetings of YWCA USA (i.e., the individuals appointed by the Association to exercise its voting rights as a member of YWCA USA) must be members of the Association.

Section 2. **Selection.** The Board of Directors shall appoint voting delegates to meetings of YWCA USA in accordance with the provisions of the YWCA USA Bylaws.

Section 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 7 – Board of Directors

Section 1. **Number.** There shall be not fewer than eighteen (18) and not more than thirty (30) voting directors of the Association. The Executive Director shall serve as a non-voting, ex-officio director.

Section 2. **Responsibilities.** As leaders of the Association, the responsibilities of the Board of Directors include:

- A) Determining and approving the Association's direction, key aims, and policies that ensure alignment with and the ability to implement the Mission;
- B) Monitoring the Association’s fiscal, programmatic, operations, and public relations status to ensure alignment with and the ability to implement the Mission;
- C) Sustaining membership in YWCA USA by ensuring ongoing compliance with current membership affiliation requirements;
- D) Hiring and managing the employment relationship with an Executive Director/CEO through which other staff are hired and supervised;
- E) Requiring the Executive Director to be a member of the Association;
- F) Electing the officers of the Association and electing members to the Board of Trustees;
- G) Reporting at the annual membership meeting on the work of the Association during the past year; and

- H) Establishing special and standing committees and determining other duties as are necessary to accomplish the work of the Association.

Section 3. **Nominations.** Procedures for nomination of directors, as established in Articles 10 and 12 of these Bylaws, shall strive for a Board of Directors that is representative of the total membership of the Association and the community it serves.

Section 4. **Election, Term of Office, Vacancies.**

- A) Election. One-third (1/3) of the entire Board of Directors, exclusive of ex-officio directors, shall be elected annually by the members from candidates nominated according to provisions in Articles 10 and 12 of these Bylaws.
- B) Term of Office. Each director's term of office shall be three (3) years. Each director shall serve until the director's term expires and a successor is elected and qualified, or until earlier resignation or removal. The date of the Board of Directors 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:
 - i. When re-nomination to the Board of Directors is requested by the Governance Committee of the Board of Directors ("Governance Committee") in order that the director serving two (2) full terms previously may be nominated as President or President-Elect of the Association; or
 - ii. To extend the term of a President by nomination to fill a vacancy for not more than two (2) years of an unexpired term when unusual circumstances require continuity in the office of a President.
- C) C) Vacancies. The Board of Directors will fill any vacancies occurring between annual elections from nominations made by the Governance Committee. The person appointed to fill such a vacancy shall serve the remainder of the term and then be eligible for nomination and election for two (2) succeeding full terms.

Section 5. **Removal.** Any director may be removed by two-thirds (2/3) vote of the entire Board of Directors with or without cause. In addition, the Board of Directors may remove a director who is absent from three (3) consecutive directors meetings by majority vote of the directors present at a meeting of the Board of Directors when a quorum exists. When a director is removed, a successor shall be elected or appointed according to Sections 7.3 and 7.4 above to complete the predecessor's term.

Section 6. **Conflict of Interest.** No director will vote on any matter in which, to the director's knowledge, the director, a member of the director's immediate family or life partner, or an organization in which the director is serving as 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 of Directors the nature of any potential conflict of interest. The failure to do so will be cause for immediate removal from the Board of Directors.

Section 7. **Salaries and Expenses.** No director shall receive a salary or other compensation as a director, but a director shall be entitled to reimbursement of reasonable expenses relating to service on the Board of Directors, including for travel.

Section 8. **Resignations.** A director may resign at any time in writing to the Board President and/or Executive Director. The President will notify the Board of Directors 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.

Section 9. **Committees of the Board of Directors.** There shall be such standing and special committees of the Board of Directors as are required to carry on its work. All standing committees are established by the Board of Directors. The chairperson of each standing committee of the Board of Directors shall be a director.

ARTICLE 8 – Directors’ Meetings

Section 1. **Meetings.**

- A) Annual Meeting. The annual meeting of the members shall be held each year in May or in such time and place as the Board of Directors may determine. The annual meeting shall be for the purpose of
 - v. receiving annual reports of the Board of Directors, officers, and various committees;
 - vi. holding an election or announcing results of elections of the Board of Directors, the Association Governance Committee, and any other committee that may be member-elected;
 - vii. receiving and approving 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
 - viii. transacting such other business as may come before the meeting.
- B) Other 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.
- C) Special Meetings. Special meetings of the Board of Directors may be called by the President. Notification of the meeting, specifying the subject, will be provided to the Board of Directors in writing. No other business shall be transacted.

Section 2. **Methods of Conducting a Meeting.** Directors may participate in a meeting by, or conduct the meeting using any means of communication by which all participating directors may simultaneously hear each other’s communications during the meeting.

Section 3. **Notice.** A written notice of any meeting of the directors, regular or special, shall be mailed or delivered personally or electronically to each director who is entitled to attend the meeting at least 72 hours in advance thereof, and shall indicate the time and place of the

meeting. Notice for a special meeting shall also include the purpose of such meeting. The Board of Directors shall direct how notice will be given.

Section 4. **Waiver of Notice.** Any director may waive notice of any meeting by written statement, electronic mail, or facsimile sent by the director, signed before or after the holding of the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. **Quorum.** A majority of the directors of the Association shall constitute a quorum at the meetings, but if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. **Voting Procedures.**

- A) All directors shall be entitled to attend any meeting of the Board of Directors and vote on such matters subject to a vote of the directors. Voting by proxy shall not be permitted. The Board of Directors may invite other persons to attend its meetings, but such persons shall have no vote.
- B) Voting at a meeting may be by ballot, voice, or show of hands as the President of the meeting may rule, unless otherwise determined by the directors entitled to vote.
- C) Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. **Presumption of Assent.** A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- A) that director's dissent is entered in the minutes of the meeting;
- B) that director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or
- C) that director forwards a written dissent to the Secretary of the Association immediately after the adjournment of the meeting.
- D) Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8. **Consent Without Meeting.** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors or committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or members to the committee then in office. Such consent shall have the same effect as a vote of such directors or committee members and may be stated as such in any Articles or documents filed with New York.

ARTICLE 9 – Officers of the Association

Section 1. **Officers.**

- A) **Positions.** The officers shall be a President, a Vice President, an Executive Director, a Recording Secretary, a Corresponding Secretary, and a Treasurer. The President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer must be voting directors. Additional officers may be added as the Board of Directors may determine from time to time.
- B) **Election.** The Board of Directors shall elect the officers.
- C) **Additional Officers.** The Board of Directors may elect one (1) or more additional Vice Chairs, Assistant Secretaries, and Assistant Treasurers, each of whom shall be a voting director, and may also appoint such other officers, employees, and agents as they may deem necessary for the transaction of the business of the Association.

Section 2. **Duties.**

- A) **President.** The President shall preside at all business meetings of the Board of Directors. Partnering with the Executive Director, the President is responsible for motivating others toward the fulfillment of the Mission. The President may sign approved contracts or designate, with the approval of the Board of Directors, the appropriate person. In consultation with the Executive Director, the President appoints committee members and chairpersons of all standing and special committees, and assures that all Board members are voting members in good standing. The President also serves as a member of the Board of Trustees and as an ex-officio, non-voting member of all committees. The President shall have such other powers and duties as may from time to time be prescribed by the Bylaws or by resolutions of the Board of Directors.
- B) **Vice President.** In the absence of the President, the Vice President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the President or by the Board of Directors.
- C) **Executive Director.** The Executive Director of the Association shall be the principal executive officer of the Association and, subject to the direction of the Board of Directors, shall supervise all of the business and affairs of the Association. The Executive Director shall be a member of the Association. The Executive Director shall serve as an ex-officio, non-voting director. The Executive Director shall be required to attend national training, conferences, and meetings as prescribed by the Board of Directors. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as the Executive Director shall deem necessary; to prescribe their powers, duties, and compensation; and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. The Executive Director shall have authority to sign, execute, and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents, or instruments necessary or proper to be executed in the course of the Association's

regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the Executive Director may authorize any other officer or agent of the Association to sign, execute, and acknowledge such documents or instruments in the Executive Director's place and stead. In general, the Executive Director shall perform all duties as may be prescribed by the Board of Directors from time to time.

- D) **Recording Secretary.** The Secretary shall serve as the Secretary of the meetings of the Board of Directors. The Secretary shall see that directors are properly notified according to procedures approved by the Board of Directors. The Secretary shall be responsible for keeping accurate minutes of such meetings, including a record of all actions taken and may be assisted by recorders appointed by the Executive Director.
- E) **Treasurer.** The Treasurer shall ensure that the financial operations of the Association are managed effectively and efficiently, and that the funds of the Association are deposited in a bank designated by the Board of Directors. The Treasurer shall see that an audit is conducted by a qualified auditor at the end of the fiscal year and shall assure that a complete financial statement is presented at the annual meeting of the Board of Directors. The 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. With the President, the Treasurer may sign leases, grants, and other documents which commit the Association to a financial obligation. The Treasurer shall provide all requested financial and statistical information requested by YWCA USA and shall see that all financial obligations to YWCA USA are paid at the time designated by the Board of Directors or the Finance Committee.
- F) **Assistants and Acting Officers.** Assistant Secretaries and Assistant Treasurers, if any, selected by the Board of Directors, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the Executive Director or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impracticable for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Board of Directors may by resolution otherwise determine.

Section 3. **Election.** Each year, the Governance Committee will present a slate of officers for election by the Board of Directors. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors. The President and Vice President shall serve for one (1) term of two (2) years, with no extensions. All other officers shall also serve for one (1) term of two (2) years with the option to extend for one (1) additional year.

Section 4. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. **Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. **Salaries.** No officer, other than the Executive Director, shall receive a salary from the Association because he or she is an officer of the Association.

Section 7. **Service in More Than One Office.** Any two (2) offices of the Association, except those of President and Vice President, and Executive Director and Vice President (if any), may be held by the same person but no officer shall sign, acknowledge, or verify any instrument in more than one capacity.

ARTICLE 10 – Committees of the Association

Section 1. **Committees.** The Association shall have the following standing committees: Governance Committee, Executive Committee, and Finance Committee. The Association may also have such additional standing, special or ad hoc committees as the Board of Directors may deem advisable in the administration and conduct of the affairs of the Association. Each committee shall have such power and authority as provided for in these Bylaws or in the resolution creating such committee, except as such authority is limited by statute, by resolution creating or controlling the committee, or by any limitation imposed by the Board of Directors on such authority and power. Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, committee members shall be appointed annually by the Board of Directors, and committee Presidents shall be appointed annually by the respective committees on which they serve. With the exception of the Executive Committee and Governance Committee, persons who are not voting directors are eligible to serve as voting committee members. Except as otherwise provided in this Article 10, the provisions of Article 8 regarding meetings of the Board of Directors (including provisions related to notice, quorum, and voting) shall apply in the same manner to committees.

Section 2. Governance Committee

- A) **Members.** The Governance Committee shall consist of a minimum of three (3) and a maximum of nine (9) voting directors. The Executive Director shall serve as an ex-officio, non-voting member of the Governance Committee.
- B) **Duties.** Among other duties, the Governance Committee shall present an annual slate of candidates for the Board of Directors and the Association's officers. The committee shall maintain a list of potential candidates, who are contributors of the Association, who are qualified by skill and experience to be directors, serve on the Association's committees, or be officers of the Association. The committee also shall carry the responsibilities outlined in this section and, in addition, shall present candidates for vacancies occurring on the Board of Directors, among the officers, or on elected committees during the interim between regular elections. The committee will assure that Board of Directors is representative of the community and support the YWCA's organizational priorities and its commitment to empowering women and eliminating racism. In collaboration with

the President and Executive Director, the committee will also foster board engagement and conduct periodic board assessments.

- C) **Election and Term of Office.** All members of the Governance Committee shall be appointed annually by the Board of Directors and shall serve for one (1) year-long term, unless appointed to serve for subsequent terms.

Section 3. **Executive Committee.** The Executive Committee shall consist of the Board of Directors President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Board of Trustees President, Executive Director, Immediate Past President, and committee chairs. The Executive Director shall be a non-voting member of the Executive Committee. The committee may hold meetings in the interim between regular meetings of the directors for purposes that ensure the fulfillment of established goals. The Executive Committee shall be subject to direction by the Board of Directors and has all the powers of the Board of Directors, except that it shall not reverse any action of the Board of Directors or approve any expenditure not previously authorized by the Board of Directors. All actions of the Executive Committee shall be ratified by or reported to the Board of Directors as it determines, except where the Board of Directors granted advance authority for such actions.

Section 4. **Finance Committee.** The Finance Committee shall regularly review financial reports of the Association, make recommendations to the Board of Directors regarding all financial policies procedures and controls, and assist in the preparation and presentation of the annual budget. The Treasurer, President, and Executive Director shall be members of the Finance Committee. Other members at large may be appointed by the Board of Directors and need not be directors of the Association. The Treasurer serves as President of the Finance Committee. The Finance Committee may also serve as the Audit Committee of the Association.

Article 11 – Board of Trustees

Section 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.

Section 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.

Section 3. **Election and 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.

Section 4. Removal of 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 12 – Nomination and Election Procedures

Section 1. **Nomination.** The Governance Committee, in accordance with Section 10.2, shall present to the Board of Directors a ballot, including nominees for the Board of Directors and Board of Trustees, in advance of the annual meeting of the Association's membership.

Section 2. **Balloting Methods.** The Board of Directors shall be responsible for the establishment of balloting methods that safeguard the rights of members to a secret ballot and that provide assurance that ballots are cast only by members.

ARTICLE 13 – Staff of the Association

Section 1. **Employment.** All staff shall be employed according to policies established by the Board of Directors.

Section 2. **Management.** The management of the Association shall be entrusted by the Board of Directors to the Executive Director and to such other management staff as may be required.

ARTICLE 14 – Contracts, Loans, Checks, and Deposits; Special Corporate Acts

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Association. Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged shall be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or any other instrument in the name of and on behalf of the Association, without specifying the executing officers, the Executive Director or the Secretary may execute the same.

Section 2. **Loans.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed

by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. **Voting of Securities Owned by the Association.** Subject to the specific directions of the Board of Directors or the Board of Trustees, any shares or other securities issued by any other corporation and owned or controlled by the Association may be voted at any meeting of security holders of such other corporation by the Executive Director of the Association, or, in the absence of the Executive Director, by the Treasurer of the Association; or in the absence of the Executive Director and Treasurer, by the Secretary of the Association. Such consent in respect to any shares or other securities issued by any other corporation and owned by the Association shall be executed in the name of the Association by the Executive Director, Treasurer, or Secretary of the Association without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature, or attestation by another Officer.

Section 6. **Contracts Between the Association and Related Persons.** Any contract or other transaction between the Association and one or more of its directors, or between the Association and any firm or entity of which one (1) or more of the Association's directors are directors, officers, partners, shareholders, or employees, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding the director or directors participation in such action, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This section shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 15 – Decentralized Units

Section 1. **Organization.** The Association may organize such branches as may be expedient for the development of the Association in certain geographic areas within the total community served by the Association.

Section 2. **Discontinuance.** The Association may discontinue any of the branches, provided the proposal has been referred to a Board of Directors' meeting for discussion and consideration. Final decision and action shall be the responsibility of the Board of Directors.

ARTICLE 16 – Indemnification

Section 1. **Indemnification.** The Association shall indemnify its directors and officers against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Association, by reason of the fact that such person served as a director or officer of the Association, to the fullest extent provided by law.

Section 2. **Authorization of Indemnification.** Indemnification shall be made unless there is a determination that such officer or director did not act in good faith and in a manner, he or she reasonably believed to be in or not opposed to the best interests of the Association. Such determination shall be made by majority vote of a quorum of directors who were not parties to such action or suit.

Section 3. **Others.** Other employees, agents, or volunteers may be indemnified by the Association in accordance with applicable laws and regulations.

Section 4. **Liability Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred in any such capacity or arising out of status as such, whether or not the Association would have the power to indemnify that against such liability under this Bylaw.

ARTICLE 17 – Fiscal Year

Section 1. **Fiscal Year.** The Fiscal year of the Association shall begin on January 1 and end on December 31

ARTICLE 18 – Rules of Order

Section 1. **Rules.** The proceedings of the Association shall be governed by Robert's Rules of Order, Newly Revised, except where these rules conflict with provisions of applicable law, these Bylaws, or any special rules of order the Association may adopt.

ARTICLE 19 – General Amendments

Section 1. **Bylaw Amendments.** These Bylaws may be amended at any regular or special meeting of the Board of Directors, by a two-thirds (2/3) affirmative vote of those voting, provided that:

- A) The amendment does not relate to, or would not result in, termination or transfer of the Association's membership in YWCA USA; and

- B) Notice of the meeting stating that a proposed Bylaw amendment will be considered and voted upon has been given to the directors at least five (5) days prior to the meeting.

ARTICLE 20 – Amendments Affecting Membership in YWCA USA

Section 1. Transfer of Membership in YWCA USA or Change in Form of Organization. For any Bylaw amendment which would alter these Bylaws in a manner that relates to, or would result in, termination or transfer of the Association’s membership in 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 directors present at two (2) successive meetings of the Board of Directors.

Section 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 directors present at two (2) successive meetings of the Board of Directors after the following requirements have been met:

- A) The proposed action was developed in consultation with YWCA USA staff;
- B) Written notice of the proposed action was sent to the members at least two (2) weeks prior to each meeting at which such action was to be considered; and
- C) The notice of these meetings stated that the proposed action would be considered and voted upon.

Section 3. Disposition of Assets upon Dissolution.

- A) In the event of the dissolution of the Association or in the winding up of its affairs, or other liquidation of its assets, all assets remaining after all debts and expenses of the Association have been paid or provided for shall be conveyed or distributed to one or more organizations qualifying for the exemption afforded by Section 501(c)(3) of the Code that have nonprofit purposes similar to those of the Association or its affiliated organizations, as the Board of Directors may determine. Any such assets not so distributed shall be disposed of pursuant to an order by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine.
- B) In no event shall any portion of the Association’s assets revert to or vest in any donor, incorporator, trustee, officer, agent, or custodian of the Association or any private person or individual.

ARTICLE 21 – Miscellaneous Provisions

Section 1. Construction of Bylaws.

- A) If any Bylaw 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 AMENDED AND RESTATED BYLAWS WERE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS ON APRIL 8, 2024.