

CONSTITUTION OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER NEW YORK

ARTICLE I: NAME

Section 1.

The name of this corporation is Young Men's Christian Association of Greater New York, hereinafter referred to as the Association.

ARTICLE II: PURPOSE

Section 1.

The YMCA of Greater New York is a community service organization which promotes positive values through programs that build spirit, mind and body, welcoming all people, with a focus on youth.

ARTICLE III: FIELD

Section 1.

The field of the Association shall comprise the persons residing in the City of New York, those who commute to it, and those who may be transient visitors therein.

ARTICLE IV: MEMBERSHIP

Section 1. GENERAL MEMBERS.

The General membership of the Association shall be composed of those individuals who support the purpose of the Association and who comply with the provisions of the Membership Policy prescribed from time to time by the Board of Directors.

Section 2. VOTING MEMBERS.

Members of the General Assembly as hereinafter constituted in Article V shall be the voting members of the Association.

ARTICLE V: MEMBER'S ORGANIZATION

Section 1. GENERAL ASSEMBLY.

I. There shall be a General Assembly representative of the membership of all the Branches of the Association and members of the Board of Directors, as follows:

- a. Each Branch shall be represented on the General Assembly by six or more members, the exact number to be determined based on Branch membership as of December 31 of the previous year, as follows:

Branch Number of:	<u>Representatives</u>
<u>Membership</u>	
Under 1,000	6
1,000 to 1,999	12
2,000 to 3,999	18
4,000 and over	24

- b. Each Branch Board of Managers shall appoint annually from the membership of that Branch its representatives on the General Assembly.
 - c. All members of the Board of Directors shall be members of the General Assembly.
2. The Executive Director of each Branch and the corporate staff may attend meetings of the General Assembly.
 3. The members of the General Assembly shall have the qualifications specified in the Bylaws of the Association.
 4. The General Assembly shall have the following responsibilities and powers:
 - a. Electing a Chairman of the General Assembly and members-at-large of the Board of Directors.
 - b. Reviewing the work of the Association and advising the Board of Directors regarding Association affairs.
 - c. Promoting the principles and interests of the Association in the community at large.
 - d. Amending this Constitution.

ARTICLE VI: BOARD OF DIRECTORS

Section 1.

There shall be a Board of Directors consisting of not more than 45 members. Of these, five shall be members representing the Branches, elected as provided in the Bylaws of the Association. The remaining members of the Board of Directors shall be members-at-large elected by the General Assembly. The terms of office and qualifications of all members of the Board of Directors, and their responsibilities not covered herein, shall be as provided in the Bylaws of the Association.

Section 2.

The Board of Directors shall manage the property and affairs of the Association. It shall have full power and authority to administer all the assets of the Association and to formulate and carry out the policies of the Association.

Section 3.

The Board of Directors shall have the power to make and amend the Bylaws of the Association.

Section 4.

The Board of Directors shall have the power to make rules and regulations necessary for the conduct of the affairs of the Association and of its Branches.

Section 5.

The Board of Directors shall provide the General Assembly with staff and operating funds required for its effective functioning.

Section 6.

The Board of Directors shall elect annually the corporate officers of the Association.

ARTICLE VII: BOARDS OF MANAGERS OF BRANCHES

Section 1.

Each Branch shall have a Board of Managers, which shall be responsible for ensuring that the work of the Branch is conducted in conformity with this Constitution, the Association's Bylaws, and such policies, regulations, and rules as may be adopted by the Board of Directors. The number and method of selection of members of the Branch Boards of Managers, their terms of office, qualifications, and responsibilities not covered herein, shall be as provided in the Bylaws of the Association.

ARTICLE VIII: AMENDMENTS

Section 1.

Any provision of this Constitution may be amended by a two-thirds vote of the members of the General Assembly present in person or by proxy at any annual or special meeting of the assembly, provided that a written notice of intention to amend such provision specifying the proposed amendment shall have been sent by first class mail or electronic mail to each member of the General Assembly at the member's address as stated in the records of the Association at least 15 days before the meeting of the General Assembly at which action is taken.

BYLAWS OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER NEW YORK

PART ONE - GENERAL ASSEMBLY

ARTICLE I

Section 1. Composition of General Assembly.

The General Assembly shall be composed of representatives as provided in the Constitution.

Section 2. Responsibilities and Powers.

The responsibilities and powers of the General Assembly shall be provided in the Constitution.

Section 3. Qualifications.

Each member of the General Assembly shall meet the following qualifications:

- A. Be at least 18 years of age.
- B. Be a volunteer member of the Association as defined in the Association's membership policy.
- C. Manifest genuine interest in the purpose, work, and affairs of the Association.
- D. Be willing to serve as a member of the General Assembly and to discharge the duties devolving upon such members.
- E. Be willing to contribute to the financial support of the Association or its Branches.

Section 4. Nominations.

The Governance and Nominating Committee of the Board of Directors shall have the following responsibilities with regard to the General Assembly:

- A. Nomination of members-at-large of the Board of Directors, as provided in these Bylaws.
- B. Nomination of the Chair of the General Assembly.

Section 5. Officers.

The presiding officer of the General Assembly shall be a Chair, elected from among the members of the General Assembly. Election of the Chair shall be for a term of one year.

Section 6. Planning Committee.

The General Assembly shall have a Planning Committee consisting of the Assembly's Chair (or if such office shall be vacant, the Chair of the Board of Directors) and such other members as he/she may wish to appoint. This Committee shall be responsible for the planning and conduct of each General Assembly meeting.

Section 7. Meetings.

- A. The annual meeting of the General Assembly shall be held in the first or second calendar quarter of each year, on such date, and at such hour and place, as the Planning Committee may determine.

- B. Special meetings of the General Assembly may be called by the Chair of the General Assembly or by the Board of Directors. Upon written petition of any 25 members of the Boards of Managers representing at least three Branches, a special meeting shall be called by the Chair of the Board of Directors.
 - 1. The call for a special meeting shall specify in the notice thereof the object of the meeting. No business shall be transacted at a special meeting of the General Assembly except that for which the call was issued.
 - 2. Notices for annual and special meetings shall be sent by first class mail or electronic mail at least 15 days before such meetings, but no more than 50 days prior thereto, to each member of the General Assembly at the member's address as stated in the records of the Association.

Section 8. Quorum.

One hundred members or one-tenth of the total members of the General Assembly, whichever is less, present in person or by proxy shall constitute a quorum at any meeting of the General Assembly.

Section 9. Reports from Board of Directors.

The Chair of the Board of Directors of the Association shall report for the Board of Directors concerning the work and affairs of the Association at the annual meeting of the General Assembly and at such other meetings as may be requested by the General Assembly.

PART TWO - BOARD OF DIRECTORS, OFFICERS, AND COMMITTEES

ARTICLE I: COMPOSITION, ELECTION, AND RESPONSIBILITIES OF BOARD DIRECTORS

Section 1. Composition.

The Board of Directors of the Association shall consist of not more than 45 members and shall be composed of (a) not more than 40 members-at-large, and (b) five members representing the Branches.

Section 2. Election and Qualifications.

A. Members-at-Large.

1. Members-at-Large shall be persons whose places of residence or work, business or professional connections, and civic responsibilities or areas of interest enable them adequately to represent the total interests of the Association.
2. One-third of the members-at-large of the Board of Directors (as near as may be) shall be elected annually by the General Assembly upon nomination of the Governance and Nominating Committee for a term of three years.
3. Elections shall be by majority vote of the members present in person or by proxy at the annual meeting of the General Assembly. Such members-at-large of the Board of Directors who are not officers of the Association may not serve for a continuous period of more than nine years. Re-nomination may occur again after a one year absence from the Board. Special exceptions may be made by the Chair of the Board, subject to the approval of the Board of Directors.
4. Members-at-large shall take office upon election, and shall hold office until their successors are elected and take office.
5. When vacancies occur among the members-at-large for causes other than expiration of terms, the Board of Directors shall have power to elect members to fill such unexpired terms.

B. Members Representing Branches.

1. Members representing the Branches shall be elected annually by the Board of Directors upon nomination of the Governance and Nominating Committee of persons designated to that committee by the Branch Chair Council from its own for a term of one year. Such members may not serve for a continuous period of more than three years.
2. Members representing the Branches shall take office at the first meeting of the Board of Directors following their election, and shall hold office until their successors are elected and take office.
3. When vacancies occur among the members representing the Branches, the Branch Chair Council shall have power to designate from its own number to the Governance and Nominating Committee by such committee and election by the Board of Directors members to fill such unexpired terms.
4. **Absence from Meetings:** The unexcused absence of any member of the Board of Directors from three consecutive, regularly scheduled meetings shall constitute a resignation.

C. Youth Representatives

1. Two Youth Representatives may be elected annually by the Board of Directors upon nomination of the Governance and Nominating Committee and shall be at least 16 years of age at the time of his or her election.
2. Youth Representatives shall be allowed to attend meetings of the Board of Directors and have the right to speak but not to vote.

3. Youth Representatives shall be appointed for a term of one year and may serve for a maximum of two consecutive terms.
- D. Honorary Board Members
1. Honorary Board Members shall be persons: 1) who desire to participate in the Association, but due to position and/or legal constraints, are not allowed to do so as a member-at-large; and/or 2) whose service in this position would lend influence and prestige to the Association.
 2. Honorary Board Members shall be allowed to attend meetings of the Board of Directors and have the right to speak but not to vote.
 3. Honorary Board Members shall be appointed from time to time by the Chair of the Board upon the recommendation of the President, subject to the approval of the Board of Directors.
 4. Honorary Board Members shall be appointed for a term of three years and may serve a maximum of two consecutive terms.

Section 3. Candidates.

Nominees for the Board of Directors shall be only those:

- A. Who, by their interest in and devotion to the Association, have given evidence of their ability to plan wisely and supervise adequately the policies and programs of the Association.
- B. Who will attend the meetings of the Board of Directors and of the committees of which they may be members, and who will be available for consultation and advice.
- C. Whose interest in any Branch of the Association, or any other organization, will not preclude active participation in the work of the Board of Directors and the Association as a whole.
- D. Who will become annual financial supporters of the Association and give leadership to the Association's fund raising efforts.

Section 4. Responsibilities.

The responsibilities of the Board of Directors as set forth in the Constitution shall be as follows:

- A. The Board of Directors shall manage the property and affairs of the Association. It shall have full power and authority to administer all assets of the Association and to formulate and carry out the policies of the Association.
- B. The Board of directors shall have the power to make and amend the Bylaws of the Association.
- C. The Board of Directors shall have the power to make rules and regulations necessary for the conduct of the affairs of the Association and of its Branches.
- D. The Board of Directors shall provide the General Assembly with staff and operating funds required for its effective functioning.
- E. The Board of Directors shall elect annually the corporate officers of the Association.

ARTICLE II: MEETINGS OF BOARD OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors shall be held such number of times per year (but not less than three) as it shall from time to time determine, and at such times and places as it shall so determine.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair or shall be so called upon the written request of at least three Directors. Such written request shall specify the object of the meeting, which shall be incorporated in the notice thereof. No business shall be transacted at any special meeting except that for which the call is issued. Notice of any special meeting shall be sent by first class mail or electronic mail to each Director at least one week before such meeting to his/her address as stated in the

records of the Association.

Section 3. Quorum.

Twelve Directors shall constitute a quorum for the transaction of business.

Section 4. Order of Business.

The order of business of each regular meeting of the Board of Directors shall be determined by the Chair, subject to approval of the Board.

Section 5. Participation in Meetings by Conference Telephone.

Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in such meeting to hear each other at the same time.

Section 6. Action without Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting by a written vote of all Members of the Board. Except as otherwise provided by law, a vote of a majority of the Board Members shall be sufficient for the adoption of any action voted upon by the Board. The resolution and the written vote thereto shall be filed with the minutes of the proceedings of the Board.

ARTICLE III: CORPORATE OFFICERS

Section 1. Corporate Officers.

The corporate officers of the Association shall be a Chair, the Immediate Past Chair, one or more Vice Chairs, a President, an Executive Vice President, one or more Senior Vice Presidents, a Treasurer, and a Secretary, and such additional officers (including one or more Vice Presidents, Assistant Treasurers, and Assistant Secretaries) with such duties, as may be determined from time to time by the Board of Directors. The officers shall be elected by the Board annually at its first regular meeting following the annual meeting of the General Assembly, or at such other times as the Board of Directors determines, and shall hold office for the ensuing year or until their successors are elected and take office. Any officer may be removed at any time at the pleasure of the Board.

Section 2. Chair of the Board of Directors.

The Chair of the Board of Directors shall be the chief volunteer officer of the Association and shall preside at all meetings of the Board of Directors; shall appoint the committees and designate the chair of each, and may designate a vice chair of each, subject to the approval of the Board; and shall serve ex officio as a member of all committees and as a member of the Board of Managers of each Branch.

Section 3. Immediate Past Chair of the Board of Directors.

The Immediate Past Chair shall offer counsel to the Chair and other officers of the Board of Directors as requested.

Section 4. Vice Chairs of the Board of Directors.

The Vice Chairs (in such order as the Board of Directors may from time to time determine) shall have all the powers and perform all the duties of the Chair in the absence or inability of the Chair to act.

Section 5. President.

The President shall be the chief executive officer of the Association; shall appoint and remove such agents and employees of the Association as he/she may deem proper and specify their duties; shall be responsible for the direction and supervision of personnel, the coordination and guidance of committees established by the Board of Directors, and the planning and control of all operations of the Association in a manner which fulfills the objectives of the Board of Directors; and shall attend all meetings of the Board of Directors, take part in the proceedings, and report on all matters that should be brought before the members of the Board. Subject to the approval of the Board of Directors, the President shall have power to delegate any of his/her specific duties to other staff officers and shall perform such other duties, and observe such relations and limitations, as may be prescribed by the Constitution and Bylaws of the Association or as are directed by the Board of Directors.

Section 6. Executive Vice President and Senior Vice Presidents.

The Executive Vice President and Senior Vice Presidents shall perform such duties as are assigned by the President, subject to the approval of the Board of Directors.

Section 7. Treasurer.

The Treasurer shall be responsible for the receipt, custody, banking, investment, and disbursement of all funds of the Association for which the Board of Directors may be responsible, subject to such regulations as may be prescribed by the Board of Directors.

Section 8. Secretary.

The Secretary shall be responsible for recording, signing, and filing the minutes of all meetings of the Board of Directors, the General Assembly, and the Executive Committee of the Board of Directors and shall be official custodian of those minutes and the minutes of all other committees and groups of the Association. The Secretary shall maintain and have power to affix as appropriate the corporate seal of the Association.

ARTICLE IV: COMMITTEES

Section 1. Committees.

There shall be an Executive Committee, a Governance and Nominating Committee, an Audit and Compliance Committee, and a Finance Committee and such additional standing or special committees, with such names, powers, and duties, as may be determined from time to time by the Board of Directors.

Section 2. Composition.

Each standing committee shall be composed of at least five members. At least three members of standing committees, including their chairs and vice chairs, shall be members of the Board of Directors; provided, however, that the Executive Committee and the Governance and Nominating Committee shall be composed exclusively of members of the Board of Directors. Exceptions to the foregoing provisions may be made by a majority vote of the Boards of Directors. Special committees shall be composed of such numbers of members as shall be specified by the Board of Directors, and members of the special committees need not be members of the Board of Directors. The term of committee members shall be for one year or until their successors are appointed.

Section 3. Meetings, Minutes and Quorum.

Each committee shall determine the times and places of its meetings. A copy of the minutes of each meeting shall be filed with the Chair of the Board, the President, and the Secretary following such meeting. Three members of each committee shall constitute a quorum.

Section 4. Reports.

Each standing committee shall, at appropriate times, but at least annually, submit through its chair a written report to the Board of Directors concerning the work for which the committee is responsible. The report shall include recommendations of any action which the committee considers the Board should take concerning such work.

Section 5. Executive Committee.

Except as otherwise provided by law, the Executive Committee shall have all the powers of the Board of Directors and shall act on behalf of the Board between its meetings. The Committee shall also be responsible for the annual review of senior level compensation. The volunteer officers of the Association and the chairs of the standing committees shall ex officio be members of the Executive Committee.

Section 6. Governance and Nominating Committee.

The Governance and Nominating Committee shall nominate individuals to be elected to the Board of Directors by the General Assembly, the Chair of the General Assembly, and the corporate officers of the Association. In addition, it shall be the duty of the Committee to develop an annual leadership recruitment plan and oversee Board orientation and individual member development and participation. The Committee shall be composed of not more than seven Directors.

PART THREE - BRANCH ORGANIZATION

ARTICLE I: PLACE OF BRANCHES IN ASSOCIATION

Section 1. Function.

It is the policy of the Association to conduct its work through Branches. The Board of Directors may establish or discontinue such Branches as it deems necessary, assigning each to serve a geographical area or a particular constituency or to perform a specialized function.

Section 2. Delegated Responsibility.

Each Branch is delegated responsibility by the Board of Directors to carry on YMCA programs and services in a geographical area, to serve a particular constituency, or to perform a specialized function, within the limitations of the Association's Constitution and Bylaws and of such general policies and procedures as may be adopted from time to time by the Board of Directors.

ARTICLE II: RELATIONSHIP OF BRANCH TO ASSOCIATION

Section 1. Conformity with Constitution.

The work of the Branch shall be conducted in conformity with the Constitution and Bylaws of the Association, and such policies, regulations and rules as may be adopted by the Board of Directors.

Section 2. General Assembly.

Members of the General Assembly are the voting members of the Association. The Branch shall be represented on the General Assembly by six or more members, the exact number to be determined based on Branch unduplicated membership for the 12 months ending December 31 of the previous year.

Section 3. Reports to Board of Directors.

By February 1 of each year a report shall be made by the Executive Director through the Executive Vice President-Chief Operating Officer to the Board of Directors outlining the work of the branch for the 12 months period ending December 31 of the previous year and plans for the current year. The report, which shall have been approved by the Branch Board of Managers, shall include but shall not be limited to the following information:

- A. The accomplishments of the branch in conformity with the mission, vision and strategic objectives of the Association for the previous year.
- B. Population served and Financial highlights for the previous year.
- C. A statement of approval of the annual budget, individual government contracts, and annual fund raising goal for the current year.
- D. A listing of the Board of Managers and its Standing and Special Committees, and meeting schedules for the current year.

Section 4. Fiscal Accountability.

Although the Association carries final fiscal accountability for all Branches, responsibility for fund raising and budget integrity and fiscal responsibility for program services reside with the Branch.

ARTICLE III: MEMBERSHIP

Section 1. Membership.

Membership in each Branch constitutes membership in the Association and as such shall be regulated by the Board of Directors, which has authority to suspend and terminate such membership. Each Branch shall plan its programs and services in accordance with the mission and strategic objectives of the Association, and shall set the terms and conditions under which members may participate, within the limitations of the Association's Constitution and Bylaws and of such general policies and procedures as may be adopted from time to time by the Board of Directors.

Section 2. Composition.

The membership of the Branch shall be composed of those persons who make written application for membership, who support the purpose of the Association, and who comply with the provisions of the membership policies and procedures of the Association and of the Branch.

Section 3. Regulations.

The Board of Managers shall adopt such supplemental membership regulations and rate schedules for the Branch as they may determine, provided that all such supplemental regulations shall be in conformity with and shall not contravene the membership policies and procedures of the Association and shall be approved by the Board of Directors.

ARTICLE IV: BRANCH BOARD OF MANAGERS

Section 1. Composition and Authorization.

Each Branch shall have a Board of Managers consisting of not less than 15 or more than 30 members. The Board of Managers shall be responsible for planning and conducting the work of the Branch in conformity with the Association's Constitution, and Bylaws, and such policies, regulations, and rules as may be adopted by the Board of Directors, as well as all legal and financial regulations of the organization. Members of the Board of Managers are appointed by the Board of Directors and may be removed by the Board of Directors at any time.

Section 2. Qualifications for Branch Board Membership.

Only those persons shall be eligible for membership on the Branch Board of Managers who:

- A. Will be enrolled as volunteer members of the Branch as defined in the Association's Membership policy.
- B. Will attend the meetings of the Branch Board and of the committees to which they may be assigned, and who will be available at other times for consultation and for work on behalf of the Branch.
- C. Will become financial supporters of the Branch and give leadership to Branch fundraising.
- D. Are at least 18 years of age, with the exception of any youth member of the Board who shall at the time of his or her election be at least 16 years of age.
- E. Whose interest in any other organization will not conflict with or preclude active participation in the work of the Board of Managers and the Branch or Association as a whole.
- F. Possess such other qualifications as may be required by the Branch.

Section 3. Selection and Appointment.

Members of Branch Boards of Managers shall be nominated by the Branch Board of Managers and shall be appointed by the Board of Directors. Each Branch Board of Managers shall be so organized as to insure that one third of its members are scheduled for potential reelection each year. Members of

Branch Boards of Managers shall serve a maximum of two consecutive three-year terms, but may be re-nominated after a one year absence. Exceptions to this provision will require action by the Board of Directors. When vacancies occur in the membership of the Board of Managers for causes other than expiration of terms, such vacancies will be filled in the same manner by the Board of Directors upon recommendation by the Board of Managers. Each Branch Board of Managers shall elect its own officers to hold office for the ensuing year or until their successors are elected and take office, but in no case shall any officer continue in the same office longer than three years, unless approved by the Board of Directors.

Section 4. Branch Board Development Committee.

Branch Board members shall be proposed by a Board Development Committee of not more than five members of the Board of Managers. At the regular meeting of the Board of Managers held in October or November of each year, those Board members whose terms begin on January 1 next shall be nominated. The names of the nominees shall be promptly forwarded to the Board of Directors for approval and appointment.

Section 5. Other Attendants at Board Meetings.

The persons occupying the following named offices may attend meetings of a Branch Board of Managers, with the right to speak but not to vote:

- A. The Chair of the Board of Directors of the Association, or any director designated by him or her.
- B. The President of the Association.
- C. Corporate Office staff members as designated by the President.
- D. The Executive Director of the Branch, and staff designated by him/her from time to time.
- E. At the discretion of the Board of Managers, other non Board members may, from time to time, be invited to Board meetings for the purpose of observation or presentation with the right to speak but not to vote.

Section 6. Responsibilities.

The responsibilities of the Branch Board of managers shall be as follows:

- A. To study the problems and needs of the Branch service area, plan programs and services to meet those needs in accordance with the mission and strategic plan of the Association, and evaluate the effectiveness of the programs and services in relation to objectives.
- B. To pursue the Association's mission, vision and strategic objectives in its service area through a branch long range plan and annual objectives.
- C. To represent the Association in the Branch service area and develop community relations by active participation in community activities and organizations.
- D. To review and approve the budget of the Branch (as well as individual Government contracts) as prepared by the Branch Executive in consultation with the Branch Finance Committee.
- E. To protect the properties and assets utilized by the Branch by reviewing and approving/overseeing maintenance and repair of properties as well as quality reviews of facilities.
- F. To determine building use and review membership rates and fees in support of Association policies.
- G. To review audits, at least annually, concerning the conduct of the Branch's activities to insure the regular and consistent conduct of activities in accordance with established policies and procedures.
- H. To assist in annual and capital fund raising and personally contribute to the YMCA.
- I. To enlist the participation, support, and leadership of an adult membership by continuous year-round efforts and especially through an annual fundraising campaign.

- J. To annually approve and submit a report to the Board of Directors of the Association setting forth the accomplishments of the Branch for the previous year and highlighting plans for the current year including rosters of the Board and Committees and meeting schedules.
- K. To establish such committees and advisory councils as may be deemed necessary for the conduct of the work of the Branch, confirm appointments by the Branch Chair to such committees, issue commissions of responsibilities to such committees, and receive reports and evaluate the work of such committees.
- L. To establish general rules governing the activities of the Branch and of its committees, subject to the approval of the Board of Directors.
- M. To elect annually from the membership of the Branch the representatives on the General Assembly.
- N. To fulfill, with fullest integrity, all legal and financial regulations of the YMCA and of city, state and federal law. All Board and staff will sign the Association Code of Conduct.

ARTICLE V: MEETINGS OF THE BOARD OF MANAGERS

Section 1. Meetings.

Regular meetings of the Board of Managers shall be held such number of times per year (but not less than six), at such time and place as may be determined by the Board. A copy of the minutes of each Branch Board of Managers meeting shall be filed with the President, the Senior Vice President-Chief Operating Officer and the Secretary of the Association following each meeting.

Section 2. Special Meetings.

Special meetings of the Board of Managers may be called by the Chair, or shall be called by him upon the written request of three members of the Board. Such request shall specify the object of the meeting, which shall be incorporated in the notice thereof. No business shall be transacted at any special meeting except that for which the call is issued. Notice of any special meeting shall be sent by first class mail or electronic mail to each member at least one week before such meeting to his/her address as stated in the records of the Branch.

Section 3. Quorum.

One third of the members of the Board of Managers shall constitute a quorum at any meeting of the Board. Should a quorum not be present at the time fixed for any regular meeting, the members present may adjourn the meeting to another time, and any business which could be transacted at any regular meeting may be transacted at the adjourned meeting, when a quorum is present. Members of the Board shall be notified in writing of such adjourned meeting.

Section 4. Order of Business.

The order of business at each regular meeting of the Board of Managers shall be determined by the Chair, subject to approval by the Board.

ARTICLE VI: ELECTIVE OFFICERS

Section 1. Officers of the Board of Managers.

The officers of the Board of Managers shall be a Chair, one or more Vice Chairs, and such other officers as the Board may determine. The officers of the Board shall be elected by the Board annually at its first meeting of each year. Officers shall hold office for the ensuing year or until their successors are elected

and take office, but in no case shall they continue in the same office longer than three years unless approved by the Board of Directors. Vacancies shall be filled by the Board of Managers. Any officer may be removed at any time at the pleasure of the Board.

Section 2. Chair.

The Chair of the Board of Managers shall preside at all meetings of the Board; shall appoint all committees of the Board and designate the chairs of all such committees, subject to the approval of the Board. He/she shall serve ex-officio as a member of all committees of the Board and of all organizations of the Branch; and shall represent the Branch on the Branch Chair Council of the Association or appoint a branch representative to do so.

Section 3. Vice Chair.

The Vice Chair shall have all the powers and perform all the duties of the Chair in the absence or inability of the Chair to act.

ARTICLE VII: COMMITTEES

Section 1. Standing Committees.

The Standing Committees of the Branch shall be approved annually and shall include, but are not limited to Board Development, Finance, and Fund Development. The Chair of each Standing Committee shall be designated by the Chair of the Branch subject to the approval of the Board, and shall be a member of the Board of Managers of the Branch. Such other members of the Committee as the Committee Chair may deem advisable shall be added subject to the approval of the Branch Board of Managers.

Section 2.

The Board Chair shall annually appoint such other standing or special committees or other groups as the Board of Managers may deem necessary, and designate the Chair of each, subject to the approval of the Board. Members of such committees or other groups need not be members of the Board of Managers.

Section 3.

The term of membership on all committees shall be for a period of one year. Committees shall be composed of not less than three or more than nine members. The Board Chair and Executive Director are ex-officio members of all committees. Committees will meet at the call of each Chair; however, each committee shall meet at least six times each calendar year.

Section 4.

Annually, Standing and Special Committee rosters and meeting schedules shall be filed with the Executive Vice President-Chief Operating Officer and the Secretary of the Association.

Section 5. Meetings.

Each committee shall determine the times and places of its meetings. The staff officer appointed by the Executive Director to each committee shall keep the minutes of its meetings, copies of which shall be filed with the Board Chair and the Executive Director promptly following each meeting.

Section 6. Reports.

Each standing committee shall, at appropriate times, but at least annually, submit a written report to the Board of Managers concerning the work for which the committee is responsible.

Section 7. Power of Standing Committees.

Each standing committee shall have the power to act on behalf of the Board of Managers in planning and supervising the matters assigned to it, provided that no committee shall contract any indebtedness or take any action contrary to any policy established or instructions given by the Board of Managers. Three members of each committee shall constitute a quorum.

PART FOUR - ADVISORY COUNCILS

ARTICLE I

Section 1. Branch Chair Council.

There shall be a Branch Chair Council comprised of the Branch Chair from each Branch and a member-at-large of the Board of Directors, appointed by the Chair of the Board, who shall serve as the Chair of the Branch Chair Council. The Council shall meet at least four times a year. The functions of the Branch Chair Council shall be:

- A. To provide a forum to share experiences, explore common concerns, and afford opportunities for collaboration.
- B. To nominate members of the Board of Directors representing the Branches.
- C. To analyze, develop and recommend program and operational policy.

Section 2. Other Advisory Councils.

There shall be such other Advisory Councils as may be determined from time to time by the Board of Directors. Advisory Council members shall be appointed from time to time by the Chair of the Board upon recommendation of the President, subject to the approval of the Board of Directors. The President shall prescribe in writing each such Advisory Council's purpose and duties. Such Advisory Councils may be organized in each case on an ad hoc (i.e., task force) basis or a continuing basis, as specified in the Board resolutions creating them.

PART FIVE - STAFF

ARTICLE I

Section 1. Corporate Staff.

The members of the staff of the Corporate Office of the Association shall have administrative decision-making authority within the areas of their responsibilities as specified in these Bylaws and by the President. They shall represent the administration with respect to the development, coordination, and interpretation of established Association policies, operating procedures, and standards of performance. They shall assist the President in the overall administration of the Association and shall provide staff service to Branch Executive Directors in all matters related to their assigned fields of responsibility.

Section 2. Executive Directors.

Branch Executive Directors shall be appointed by the President upon the recommendation of the Executive Vice President-Chief Operating Officer and in consultation with the respective Branch Board of Managers. They shall in each case also be accountable to the particular Vice President having supervisory responsibility for the Branch in question. They shall also keep their respective Branch Boards of Managers informed on all matters pertaining to Branch administration and operations. Branch Executive Directors shall represent the Association in their local communities and shall be charged with the coordination, interpretation, and administration of Association policies, operating procedures, and standards of performance; and shall be responsible for the general administration and direction of the staff, provided that all such administration and direction shall be in conformity with Association policies.

Section 3. Other Branch Staff Directors.

Other staff directors shall be recommended by the Branch Executive Director for approval by the Executive Vice President-Chief Operating Officer of the Association. These directors shall serve as assistants to the Executive Director in relation to the overall administration of the Branch, and shall provide staff and program services on all matters related to their assigned areas of direct responsibility.

Section 4. Other Staff Personnel.

Other staff personnel shall be employed and supervised by the Executive Director or by his/her duly appointed representative.

PART SIX – RECOGNITIONS

ARTICLE I

Section 1.

The Board of Directors or Branch Board of Managers may elect the following category of member, provided all such members conform to the requirements for membership in the category:

- A. Life Member - The Association/Branch may grant honorary membership for life, in the form of a numbered gold tone Association membership card, to individuals who, over a long period of time (normally 15 years or more), have rendered exceptional volunteer service on the Board, a Committee of the Board, and/or an Advisory Council of the Association. A recipient of a Life Member award shall have acted continually and unselfishly to advance the mission of the Association, and, in so doing, has exemplified the ideals, objectives and spirit of volunteerism. Life Members shall, by invitation, be allowed to attend meetings of the Board with the right to speak but not vote.
- B. Emeritus Member - The Association/Branch may, from time to time, elect as emeritus members past Association or Branch Board Chairs who, by reason of their past active service to the YMCA of Greater New York are deserving of such recognition. Those recommended for election as Emeritus Members must be approved by the Board of Directors of the Association or Board of Managers of a Branch. Emeritus Members shall be allowed to attend meetings of the Board with the right to speak but not vote.
- C. Honorary Branch Board Member - Honorary Branch Board Members shall be persons who desire to participate, but due to position and/or legal constraints, are not allowed to do so as a member of the Board of Managers, and whose service in this position would lend influence and prestige to the Branch or Association. Honorary members shall be appointed for a term of three years and may serve a maximum of two consecutive terms. Honorary Branch Board Members shall be allowed to attend meetings of the Board and have the right to speak but not vote.

PART SEVEN - MISCELLANEOUS

ARTICLE I: FISCAL

Section 1. Fiscal Year.

The fiscal year of the Association shall be the calendar year.

Section 2. Annual Budget.

The annual budget of the Association for the ensuing year shall be adopted by the Board of Directors not later than the regular December meeting of the current fiscal year.

ARTICLE II: PROPERTY

Section 1.

The property of the Young Men's Christian Association of Greater New York which may have been allocated by the Board of Directors for the use of the Branch, shall be used by the Board of Managers of the Branch only for the purposes designated and shall be maintained at the expense of the Branch, in a reasonable state of repair to safeguard the value of the property, subject to such policies and regulations as the Board of Directors may adopt.

ARTICLE III: EXECUTION OF INSTRUMENTS

Section 1.

The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument in the name and in behalf of the Association.

Section 2.

All contracts, conveyance or other instruments; checks, drafts and orders for payment of money, shall be signed and/or countersigned by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

ARTICLE IV: CORPORATE HEADQUARTERS

Section 1. Location.

The Corporate Headquarters of the Association, which shall be the location of the Corporate Office, shall be at such place as the Board of Directors may from time to time determine.

ARTICLE V: YMCA OF THE USA

Section 1. National Council.

The Board of Directors shall maintain for the Association, and for each of its several Branches, a member relationship to the YMCA of the USA.

ARTICLE VI: CORPORATE SEAL

Section 1.

The corporate seal of the Association shall be circular in form with the words "Young Men's Christian Association of Greater New York" inscribed thereon.

ARTICLE VII: INDEMNIFICATION

Section 1.

Any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that he/she, his/her testator or intestate, was a director or officer of the Association, or served on a committee or Branch Board of Managers of the Association, or served another legal entity in any capacity at the request of the Association, shall be indemnified by the Association against judgments, fines, amounts paid in settlement, and expenses, including attorneys' fees, incurred as a result of such action or proceeding, or any appeal therein, to the full extent permitted by the Not-for-Profit Corporation Law of the State of New York.

PART EIGHT - AMENDMENTS

ARTICLE I

Section 1.

These Bylaws of the Association may be amended by a two-thirds vote of the members of the Board of Directors present in person at any regular or special meeting of the Board of Directors, provided that written notice of any proposed amendment shall have been sent by first class mail or electronic mail to each member of the Board of Directors at the member's address as stated in the records of the Association at least 15 days before the meetings at which action to is be taken. No amendment to these Bylaws shall be adopted which is inconsistent with the Constitution of the Association.