

AMENDED AND RESTATED BYLAWS
OF
THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF CENTRAL NEW YORK

PREAMBLE

WHEREAS, the name of the Association shall be THE YMCA of CENTRAL NEW YORK, INC. "YMCA" is intended to represent "Young Men's Christian Association." The Association was originally organized under the name "Syracuse Young Men's Christian Association;" and

WHEREAS the basic objective of the Association is to aid in promoting and facilitating youth development, healthy living and social responsibility in its Members, constituency and community. In pursuit of these purposes, it welcomes into its fellowship and service men and women of all ages, of all races, of all nations, of any sexual orientation, gender identity and expression, all abilities, and all religious points of view; and

WHEREAS the Association shall be affiliated with the YMCA of the USA, and annually certify that in spirit and in practice it is in accord with the purpose of the YMCA of the USA, as stated in its Constitution and Bylaws, and shall annually report to the YMCA of the USA concerning such matters as they may specify from time to time; and shall annually contribute to the expense of the YMCA of the USA such amounts as may be requested by them and approved by the Board of Directors of this Association;

NOW THEREFORE, the Board of Director of the YMCA do hereby adopt these as the Amended and Restated Bylaws of the Association, to wit:

ARTICLE 1: MEMBERSHIP

Section 1. Members Authorized. The Young Men's Christian Association of Central New York (the "Association") shall have one (1) class of voting Members which shall have all voting rights of Members under applicable law. The voting Members (the "Members") shall consist of the following individuals:

- (a) Members of the Board of Directors of the Association;
- (b) Chairs of the Branch Advisory Boards of the Association, serving *ex officio*.

In addition to the Chair of each Branch Advisory Board, no more than two (2) active Members of any one Branch Advisory Board may concurrently serve as a Member of the Board of Directors.

(c) Non-voting Youth Representatives:

1. Two Youth Representatives may be elected annually by the Board of Directors upon nomination by the Board Development & Governance Committee and shall be at least 16 years of age and no more than 21 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.

4. No Youth Representative Member may serve on the Board Executive Committee.

Section 2. Annual Meetings. A meeting of the Members as defined herein shall be held for the election of Directors (as defined below) and the transaction of other business in June of each year or such other time as set by the Board (as defined below).

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the Chair (as defined below), or by the Members, if such request is made by written request delivered to the Chair, which is signed by at least thirty percent (30%) of the current Members.

Section 4. Participation by Telephone or Video Conferencing. Any or all Members may participate in a meeting by means of a telephone conference, electronic video screen communication, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting, provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Members including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

Section 5. Action by Members Without a Meeting. Any action required or permitted to be taken by the Members may be taken without a meeting if all Members consent to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the Association. Consent may be provided: (i) in writing signed by the Member either in hard copy or by affixing a signature by any reasonable means (i.e., fax signature); or (ii) by electronic mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Member.

Section 6. Place of Meetings. Meetings of Members shall be held at the principal office of the Association or at such other place, within or without the State of New York, as may be fixed by the Board, or virtually as permitted by law.

Section 7. Notice of Meetings.

(a) Written notice shall be given of each meeting of the Members, shall state the place, date, and hour of the meeting and, unless it is an Annual Meeting, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting shall also state the purpose or purposes for which it is being called and no business shall be conducted at the meeting that is not included in such notice.

(b) A copy of the notice of any meeting shall be given, personally, by first class mail, by fax, or by electronic mail not less than ten (10) nor more than fifty (50) days before the date of the meeting. If notice is provided by another class of mail, notice shall be given not less than thirty (30) nor more than sixty (60) days before such date, to each Member entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the Member at the Member's address as it appears on the record of Members, or if the Member shall have filed with the Secretary a written request that notices to the Member be mailed to some other address, then directed to the Member at such other address. If sent by fax or electronic mail, such notice is given when directed to the Member's fax number or electronic mail address as it appears on the record of Members, or to such fax number or other electronic mail address as filed with the Secretary of the Association; provided, that notice shall not be deemed delivered if: (a) the Association is unable to deliver two (2) consecutive notices to the individual by electronic mail or fax; or (b) the Association otherwise becomes aware that notice cannot be delivered to the individual by electronic mail or fax.

Section 8. Waivers of Notice.

Notice of a meeting need not be given to any Member:

(a) who submits a signed waiver of notice either before or after the meeting;
or

(b) who attends the meeting without protesting the lack of notice prior to or at the start of the meeting. Waivers may be provided: (i) in writing signed by a Member or the Member's proxy either in hard copy or by affixing a signature by any reasonable means (i.e., fax signature); or (ii) by electronic mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the waiver.

Section 9. Proxies.

(a) Every Member entitled to vote at a meeting of the Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy.

(b) Every proxy must be authorized by the Member or the member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. Proxies may be provided in writing or electronically, provided that the transmission of the proxy includes information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the proxy. Proxies provided by electronic mail must include information from which the recipient can reasonably determine that the transmission was authorized by the individual submitting the proxy.

Section 10. Qualification of Voters.

(a) Every Member of record of the Association in good standing shall be entitled at every meeting of the Members to one (1) vote.

(b) The Board (as defined below) may fix a date as the record date for the purpose of determining the Members entitled to vote at any meeting of Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting. The record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

Section 11. Quorum and Adjourned Meetings.

(a) Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting of Members shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

(b) Despite the absence of a quorum, the Members present may adjourn the meeting to another time and place and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If after the adjournment, however, the Board (as defined below) fixes a new record date for determining the Members entitled to vote at the adjourned meeting, a notice of the adjourned meeting shall be given to each Member then entitled to notice under Section 7 of this Article 1 of the Bylaws.

Section 12. Organization. At every meeting of the Members, the Chair (as defined below) shall preside over the meeting. In the absence of the Chair, a Vice-Chair, or in the absence of such officers, a person selected by the Members present at the meeting, shall act as chairperson of the meeting. The Secretary or, in the absence of the Secretary, a person selected by the Members present at the meeting shall act as secretary of the meeting.

Section 13. Voting

(a) Whenever any corporate action, other than the election of Members (as defined herein), is to be taken by vote of the Members it shall, except as otherwise required by law or by the Certificate of Incorporation, be authorized by a majority of the votes cast at such meeting.

(b) In the case of any communication by Members which, under these Bylaws, constitutes a vote by the Membership, the Chair shall authorize a means of email or other electronic voting only if the Chair is satisfied that such means includes functionality designed to prevent duplicate and unauthorized balloting.

(c) Directors (as defined below) shall be elected at the Annual Meeting by the current Members.

Section 14. List of Members at Meeting. A list or record of Members entitled to vote, certified by the Secretary, shall be produced at any meeting of Members upon the request therefor of any Member who has given written notice to the Association that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the Chair, or in the absence of the Chair the person presiding thereat, shall require such list or record of Members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be Members entitled to vote thereat may vote at such meeting.

ARTICLE 2: BOARD OF DIRECTORS

Section 1. Election. The annual election of Directors (each, a "Director" and, collectively, the "Directors" and/or the "Board") shall be held at the time of the Annual Meeting in June of each year. The number of Directors shall be between fifteen (15) and forty (40), and Directors nominated to fill vacancies shall be elected at the Annual Meeting by a majority vote of the Membership of the Association. As used in these Bylaws, the term "Entire Board" shall consist of the number of Directors that were elected as of the most recently-held election of Directors. Terms of office are three (3) years in duration and each individual Director is eligible to serve three (3) consecutive terms if willing and elected. After a Director has served three (3) consecutive, full terms, there is no prohibition against a prior Director who has spent at least one (1) year off the Board from serving subsequent terms. The elected Chair of each Branch Advisory Board (as defined in Article 6, Sections 3-4 hereof) shall be ratified at the Annual Meeting as a Director for a one (1) year term. The Immediate Past-Chair of the Association's Board of Directors shall serve for a one (1) year term as an *ex officio* voting Member of the Board. The Board is authorized to increase or decrease the number of permissible Directors constituting the Board by a vote of the majority of the Entire Board at any Board meeting or written consent of a majority of the Entire Board.

Section 2. Eligibility. Other than the two (2) Youth Representatives (as defined in Article 1, Section 1 (c)), to be eligible for election as a Director by the

Members, a person must be a at least eighteen (18) years of age and may not be an employee of the Association.

Section 3. Directors' Financial Contributions. Members of the Board of Directors are expected to make a meaningful, annual financial contribution to the Association, as their individual financial situations may allow.

Section 4. General Powers. Directors shall have general power to control and manage the affairs and property of the Association subject to applicable law and in accordance with the Certificate of Consolidation and all amendments thereto. All other Boards, Councils, and Advisors of the Association shall serve at the discretion of the President & CEO and shall not have the power to bind the Directors or the Association. Each Director shall have one vote.

Section 5. Election of Officers and Chair. The Directors shall, immediately following their election at the Annual Meeting, elect from their own number, Officers, including a Chair, a First and a Second Vice-chair, a Secretary, and a Treasurer who shall be the Officers of both the Association and the Board and shall hold such offices for two (2) years or until their successors shall have been elected. Upon vacancy in the position of Chair (by reason of resignation or other cause), the First Vice-Chair shall immediately elevate to Chair. Neither the Chair nor First Vice-Chair may be an employee of the Association.

Section 6. Vacancies. Whenever a vacancy shall occur in any office or in the Board, other than Chair (unless there is a simultaneous vacancy in both the position of Chair and First Vice-Chair), the same may be filled by a majority of the Board then in office, regardless of their number, at any regular meeting for the period remaining on such a term.

Section 7. Resignations. Any Director may resign from the Board at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chair. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 8. Director Removal. Any Director may be removed at any time for cause by a vote of the Entire Board at a regular or special meeting of the Board called for that purpose. Missing certain meetings of the Board as set forth in Article 2 Section 12 shall constitute cause, unless a majority of the Entire Board has excused such Director from attendance due to extreme circumstance(s).

Section 9. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as a Director. Subject to these Bylaws and the terms of the COI Policy (as defined below) provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Independent Directors of the Board, this shall not in any way: (i) limit reimbursement for payment for services provided to the Association by the Director in any capacity separate from his or her

responsibilities as a Director; or (ii) by any organization with which a Director is affiliated.

Section 10. Regular Meetings. Regular meetings of the Board shall be held at regular intervals, but in no event less than six (6) times between each Annual Meeting.

Section 11. Special Meetings. Special meetings shall be called by the Chair or by the Executive Committee upon the written request of seven (7) Directors. The subject of such meetings shall be limited to that announced in the call. At such meeting the number of Directors necessary to constitute a quorum shall be the lowest permissible number under the NPCL.

Section 12. Quorum.

(a) At any meeting of the Board, the number of Directors necessary to constitute a quorum shall be the lowest permissible number under the Not-for-Profit Association Law of the State of New York (the "NPCL").

(b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any Director.

Section 13. Attendance. In order to ensure attendance at Board meetings, any Board Members missing three (3) meetings in a row, or five (5) meetings in a calendar year may be removed from the Board.

Section 14. Notice of Meetings. Notice of a regular or special meeting of the Board shall be given by service upon each Director in person, or in writing by mailing, by emailing or by faxing the same to the Director at the Director's address, email address, or fax number as it appears upon the books of the Association at least two (2) business days (Saturdays, Sundays and legal holidays not being considered business days for the purposes of these Bylaws) before the date designated for such meeting, specifying the place, date, and hour of the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her. Waivers of notice may be written, by fax, or electronic. Waivers of notice sent by email must be able to be reasonably determined to be sent by the Director. No notice need be given of any adjourned meeting.

Section 15. Participation at Meetings. Any one or more Members of the Board or any Committee thereof may participate in a meeting of the Board or such Committee (despite not being physically present) by means of a conference telephone or similar communications equipment, or by electronic video screen communication, provided such communication allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting, as long as all persons participating in the meeting can hear each other at the same time and each Director or Member of a Committee can

participate in all matters before the Board or Committee including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or the Committee.

Section 16. Action by the Board.

(a) Except as otherwise provided by law or in these Bylaws, the act of the Board means action taken at a meeting of the Board at which a quorum is present by vote of a majority of the Directors present at the time of the vote.

(b) The following actions require approval by two-thirds vote of the entire Board (unless there are twenty-one or more Directors, then the vote of a majority of the entire Board is required): the purchase of real property that will constitute all or substantially all of the assets of the Association once purchased; and the sale, lease, mortgage, exchange, or other disposition of real property that constitutes all or substantially all of the assets of the Association. Any purchase, sale, mortgage, lease, exchange, or other transfer of real property that does not require Board approval as provided in this Section may be approved by a Committee of the Board. Such Committee shall promptly report any actions it takes to the Board no later than the next regular meeting of the Board.

Section 17. Officers of the Board.

(a) **Chair & Chief Volunteer Officer.** 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; shall serve *ex officio* as a Member of all Committees and as a Member of the Advisory Board of each Branch, shall preside at all meetings of the Board of Directors as well as the Executive Committee, and shall make a full report of the year's work at the Annual Meeting;

(b) **First Vice-Chair and Second Vice-Chair.** The Vice-Chair(s) in the order of their title shall have, in the absence or disability of the Chair, the power to perform all the duties of the Chair. The First Vice-Chair shall automatically elevate to the position of Chair upon the completion of the Chair's term of office and/or the seat becomes vacant;

(c) **Treasurer.** The Treasurer will, among other duties assigned, have the role and duties as described in Article 3, Section 3, below.

(d) **Secretary.** The Secretary will, among other duties assigned, have the role and duties as described in Article 3, Section 2, below.

(e) **Additional Officers.** The Board may elect additional Officers to perform such duties, either in an administrative or subordinate capacity, as the Board may from time to time determine.

(f) **Term of Office.** The Board shall specify the term of office and authority for such individuals in the resolutions electing such Officers, but the Chair shall serve in such capacity for a minimum of two (2) years.

(g) No officer of the Board may be an employee of the Association.

ARTICLE 3: OFFICERS OF THE ASSOCIATION

Section 1. President & Chief Executive Officer (CEO). The President & CEO shall be appointed by the Board and shall serve at the pleasure of the Board. The President & CEO shall be an officer of the Association and shall act as the Chief Executive Officer of the Association and shall supervise generally the operation and management of the affairs of the Association subject only to the supervision of the Board. The President & CEO shall in general perform all duties incident to the position of President & CEO and such other duties as may be assigned by the Board. The President & CEO shall see that the policies, decisions, and guidelines of the Board are implemented. The President & CEO shall be an *ex-officio* Member of all Committees of the Association and is responsible for the hire and deployment of all staff within the guidelines and budget of the Association, as directed by the Board of Directors. The President & CEO shall designate the duties of all employees and have general supervision of the duties of all employees and have general supervision of their work. The President & CEO may sign orders on the treasury for disbursement of funds in accordance with the procedure approved by the Board. The President & CEO shall attend all meetings of the Association, the Board of Directors, the Executive Committee, and as time permits, all Committees of the Association.

Section 2. Secretary. The Secretary shall be appointed by the Board. The Secretary shall keep a record of the minutes of all business meetings of the Association and the Board and shall attest same with their signature; shall notify all officers of their election and all Committees of their appointment; and shall be custodian of the seal of the Association and of the record of the minutes of all business meetings, which shall be kept in the Association's office. The Secretary shall perform such other duties as the Board may from time to time determine.

Section 3. Treasurer. The Treasurer shall be appointed by the Board. The Treasurer shall serve as the Chair of the Finance Committee (as defined below) and shall review the financial performance of the Association on a periodic basis throughout the fiscal year. The Treasurer shall perform such other duties as the Board may from time to time determine.

ARTICLE 4: PRESIDENT EMERITUS COUNCIL

Section 1. President Emeritus Council. There shall be a President Emeritus Council (the "President Emeritus Council") for the purpose of providing advice and counsel to the Association. The President Emeritus Council shall be comprised of the Chair, and other individuals as recommended to the Board by the President & CEO (including past Board Members) and as appointed by the Board of Directors. President Emeritus Council Members may serve on Committees of the Association.

The President Emeritus Council shall report to the Board and shall not have the authority to bind the Association.

Section 2. Duties and Functions. The duties and functions of the President Emeritus Council are to: (a) encourage community members and others to contribute to the endowment fund; (b) help to recruit members to enroll in the Association's Heritage Club; (c) to serve as ambassadors of the Association; and (d) to perform such other duties and functions as may be requested by the Board.

Section 3. Council Members' Financial Contributions. Members of the President Emeritus Council are expected to make a meaningful, annual financial contribution to the Association, as their individual financial situations may allow.

ARTICLE 5: COMMITTEES

Section 1. Executive Committee. The Executive Committee is chaired by the Chair of the Board of Directors, and consists of the Chair, Vice-Chair(s), Secretary, and Treasurer, as well as the Chairs of all Standing Committees and the Chair of the Communications Sub-Committee (Vice-Chair of the Mission Advancement & Communication Committee). The Executive Committee shall have all the authority of the Board, except for the following actions:

(a) The submission to Members of any action requiring Members' approval under the law.

(b) The fixing of compensation, if any, of the Directors for serving on the Board or on any Committee.

(c) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.

(d) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or subject to repeal.

Section 2. Composition. Other than the Executive Committee, each Standing Committee (those specifically described in this Article) shall be comprised of at least three (3) Members. At least three Members of each Standing Committee, including their Chairs and Vice-Chair(s), shall be Members of the Board of Directors; provided, however, that the Executive Committee and the Board Development & Governance Committee shall be comprised 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 comprised 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. Other Committees. The Board of Directors, by resolution adopted by a majority of the Entire Board, may designate in addition to the Standing Committees (those specifically described in this Article) other Committees of the

Board (each, a "Board Committee") consisting of three (3) or more Directors. Each Standing Committee other than the Executive Committee and all other Committees formed by the Board shall be deemed Committees of the Association, and in no event shall have the authority to bind the Association. No compensation of any kind shall be paid to any Member of a Board Committee for the performance of his or her duties as a member of such Board Committee.

Section 4. Meeting Minutes. Each Board Committee shall keep minutes of its meetings and file the same promptly in the Association office. It shall submit to the Board a monthly report of work done. It shall not enter into any contract or incur any indebtedness or financial obligation of any kind. It shall have power to appoint such Sub-Committees for carrying on the work under its direction as it may deem necessary. Subject to the approval of the Board, it shall have power to adopt such rules as may be necessary for the conduct of the work entrusted to it. Any Member of a Committee may be removed by a majority vote to the Members of the Board attending any regular meeting thereof.

Section 5. Notice. Notice of Committee meetings shall be provided in the same manner as meetings of the Board. Meetings of Committees shall be held at such time and place as may be fixed by the Chair of the Committee or by vote of a majority of all the Members of the Committee.

Section 6. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board: (a) a majority of all of the Members of a Committee shall constitute a quorum for the transaction of business; and (b) the act of the Committee means actions taken at a meeting of the Committee at which a quorum is present by vote of a majority of all of the Members of the Committee. Each Committee and every Committee Member shall serve at the pleasure of the Board.

Section 7. Board Development & Governance Committee. The Development & Governance Committee, with the First Vice-Chair of the Board serving as Committee Chair, shall have the responsibility for the following matters:

- (a) Ensure compliance with Board eligibility requirements;
- (b) At least sixty (60) days prior to the Annual Meeting, nominate candidates for election to fill vacancies on the Board of Directors;
- (c) At least sixty (60) days prior to the Annual Meeting, nominate candidates to be voted upon to serve as Officers of the Board of Directors, as well as the Secretary and Treasurer for the Association, for the coming year and at other times should vacancies occur;
- (d) Receive and report on the President & CEO's recommendations for appointment to the President Emeritus Council;
- (e) Report to the Board on the Chair's selection of each individual to serve as Chair of each Committee (Standing, Board or Special or Ad-Hoc) annually;

(f) Approve nominations of Members to Branch Advisory Boards and nominate a Branch Board Member as Chair, in the absence of a Branch Advisory Board selection;

(g) No later than the fourth Monday of October, nominate individuals to serve on the Board of Directors of the Syracuse YMCA Housing Development Fund Corporation for a vote by the Board at the Annual Meeting of the Syracuse YMCA Housing Development Fund Corporation;

(h) Oversee the self-evaluation of the Board of Directors, annually;

(i) Conduct Board orientation and continuing education;

(j) Review periodically and recommend changes to the Association's Bylaws and governing policies set by the Board;

(k) Review as needed and recommend changes to the Board's organization and structure;

(l) Ensure compliance with the Board's Conflict of Interest Policy;

(m) Consider governance issues not addressed specifically herein at their regular meetings and make recommendations to the Board of Directors.

Section 6. Finance Committee. The Finance Committee, consisting of at least three (3) Independent (as defined herein) Members of the Board, with the Treasurer of the Board serving as Committee Chair, shall be responsible for the general direction of the financial affairs of the Association, and shall serve as the Board's agent for continuous scrutiny of operating budgets, the endowment, capital expenditures, and fee charges for services; it shall serve in an advisory capacity to the President & CEO and to the Board of Directors regarding investments, and shall make recommendations to the Board of Directors from time to time on these and related matters of significant financial impact. In addition, it shall be the duty of this Committee to review and approve the annual budget of the Association, prior to submission to the Board for approval. At least one of the Committee Members must have demonstrated financial expertise.

The Finance Committee shall also set rules and processes for accounting practices and internal controls. "Independent" as used here is defined in Article 9, Section 4(c), below.

Section 7. Audit & Compliance Committee. The Audit & Compliance Committee, consisting of at least three (3) Independent (as defined herein) Members of the Board, shall be responsible for overseeing the annual audit of the Association by retaining an appropriate firm monitoring their work and reporting the same to the Board. All Directors on the Audit & Compliance Committee shall each be an "Independent Director" as such term is defined herein. The Audit & Compliance

Committee shall: (i) review with the independent auditor the scope and planning of the audit prior to the audit's commencement; (ii) upon completion of the audit, review and discuss with the independent auditor: (1) any material risks and weaknesses in the internal controls identified by the auditor; (2) any restrictions placed on the scope of the auditor's activities or access to requested information; (3) any significant disagreements between the auditor and management; and (4) the adequacy of the Association's accounting and financial reporting process; (iii) annually consider the performance and independence of the auditor; and (iv) receive reports from senior management of the Association on areas of risk and compliance; (v) receive reports concerning compliance issues via the procedures outlined in the Association's Whistleblower Policy; and (vi) report and make recommendations on each of the foregoing, to the Chair, the President & CEO, and as deemed appropriate by the Chair, to the Board.

"Independent" as used here is defined in Article 9, Section 4(c), below. Neither the Treasurer of the Association nor the Chair of the Finance Committee may serve on the Audit and Compliance Committee.

Section 8. Human Resources Committee. The Human Resources Committee shall be responsible for developing, reviewing and recommending policies to the YMCA Board of Directors related to human resources. At least one of the Committee Members must have demonstrated expertise in the area of human resources.

Section 9. Diversity, Equity and Inclusion Committee. The Diversity, Equity and Inclusion Committee, consisting of at least three (3) Members of the Board, shall be responsible for providing training to the Board and recommend policies to advance the Association's efforts to achieve race and gender equity within the Y and in the greater Central New York community.

Section 10. Mission Advancement & Communication Committee. The Mission Advancement & Communication Committee, consisting of at least three (3) Members of the Board, shall have the responsibility to oversee the initiation, implementation, and administration of the contributed income strategies of the Association, including the Annual Campaign, capital campaigns, special events and foundation events. This Committee shall also serve in advisory capacity to the Association's President & CEO on all manner of external communication campaigns to advance the YMCA Mission in Central New York. The Vice-Chair of the Committee shall serve as the Chair of the Communication Sub-Committee.

Section 11. Facilities & Capital Projects Committee. The Facilities & Capital Projects Committee shall be responsible for the protection of the properties and assets utilized by the Association, by reviewing and approving quality reviews and life cycle planning of facilities, to oversee, review and recommend implementation of specific needs of the operating facilities of the Association, review requests from staff for specific capital needs of each facility, and make recommendations as to use of the capital improvement fund.

Section 12. Special or Ad-Hoc Committees of the Association. The Board may designate Special and or Ad-Hoc Committees of the Association. The resolution authorizing any such Committee shall set forth its duties, its term and who may be eligible to serve. Such Committees shall not be Committees of the Board, shall not exercise any of the powers of the Board nor have the authority to bind the Board and shall be advisory only.

ARTICLE 6: ORGANIZATIONS

Section 1. Organizations. No organizations shall be effective within or in connection with the Association, except with the approval of the Board. All such organizations shall be under the absolute control of the Board, and such organizations governing documents and rules shall be subject to the approval of the Board. The Board shall have the power to overrule any action and, at any time, to reorganize or to disband any such organization.

Section 2. No Authority to Bind. All organizations shall serve at the discretion of the Board and shall not, except for as set forth herein and in the Certificate of Consolidation, have the power to bind the Board or the Association.

Section 3. Branch Advisory Boards. Each chartered branch of the Association shall have a Branch Advisory Board consisting of such individuals as may be appointed by such chartered branch and approved by the Board of Directors. Each Branch Advisory Board shall provide advice and recommendations regarding the activities of the branch in conformance with these Bylaws and such policies, regulations, and rules as may be adopted by the Board. All actions of the Branch Advisory Boards are subject to oversight by the President & CEO and the Branch Advisory Boards serve at the discretion of the Board and President & CEO.

Section 4. Chair of the Branch Advisory Board. On or before April 30th of each year, each Branch Advisory Board must elect a Chair from its standing Branch Board Members, who will serve a one (1) year term, commencing on July 1st of each year, and such election must be submitted thereafter for approval to the Board of Directors, which vote must occur prior to the Annual Meeting. In the absence of a timely vote by a Branch Advisory Board to select the next year's Chair by the Branch Advisory Board, the Board Development & Governance Committee will nominate as Branch Chair for Board of Directors' approval a sitting member of the Branch Advisory Board. The elected and approved Chair of each Branch Advisory Board shall serve a one year, voting term as a Member of the Board of Directors, as provided in Article 1, Section 1(b), above. No Member of a Branch Board of Advisors may be elected to serve more than three (3) concurrent one-year terms as Branch Advisory Board Chair.

ARTICLE 7: DISCIPLINE

The Board shall act upon any issues of concerns of misconduct, disorder, or neglect of duty on the part of any Members of the Association or Board which adversely impacts upon the achievement of the goals and objectives of the

Association. The decision of the Board with respect to any such concerns as enumerated herein shall be determinative of the issue and not subject to review.

ARTICLE 8: INDEMNIFICATION

Section 1. Indemnification. The Association shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, Officer, employee, or agent of the Association, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if: (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Association shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Association, including insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of Directors, Officers, any employees pursuant to Section 1 of this Article 8, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE 9: GENERAL

Section 1. Adoption of Policies and Procedures. The Board, by resolution, shall adopt such rules, regulations, policies and procedures as it may deem necessary and appropriate to the operation of the Association, including, but not limited to, a Conflict of Interest Policy and a Whistleblower Policy; provided, however, that no rule, regulation, policy or procedure may be adopted by the Association that is contrary to these Bylaws and applicable law as may be amended from time to time.

Section 2. Conflict of Interest Policy.

(a) The Board shall adopt a Conflict of Interest Policy (the "COI Policy"), which COI Policy shall be in compliance with all applicable provisions of the NPCL.

(b) Each Director, Officer and Key Employee shall annually sign and submit to the Secretary a statement which affirms such person: (i) has received a copy of the COI Policy; (ii) has read and understands the COI Policy; and (iii) has agreed to comply with the COI Policy.

(c) Prior to a Director's initial election to the Board, or an Officer or Key Employee's employment at the Association, and thereafter on an annual basis, all Directors, Officers and Key Employees shall disclose in writing to the Secretary of the Association: (i) any entity of which such person or a Relative of such person is an

Officer, Director, Member, owner, or employee, and with which the Association has a relationship; (ii) any Financial Interest such person may have in any Association, organization, partnership, or other entity which provides professional or other goods and services to the Association for a fee or other compensation; and (iii) any position or other material relationship such Director, Officer, Key Employee, or Relative of such person, may have with any not-for-profit Association with which the Association has a business relationship.

Section 3. Whistleblower Policy. The Board shall adopt a Whistleblower Policy (the "Whistleblower Policy"), which Whistleblower Policy shall be in compliance with all applicable provisions of the NPCL.

Section 4. Definitions. Capitalized terms used, but not otherwise defined in these Bylaws, the COI Policy, and the Whistleblower Policy, shall have the meanings ascribed below.

(a) **Affiliate.** An Affiliate of the Association is a person or entity that is directly or indirectly, through one or more intermediaries, controlled by, in control of, or under common control with the Association.

(b) **Financial Interest.** A person has a Financial Interest if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration, as well as gifts or favors that are not insubstantial or other arrangement involving the Association.

(c) **Independent Director.** A Member of the Board who: (i) has not been an employee of the Association or an Affiliate of the Association within the last three (3) years; (ii) does not have a Relative who has been a Key Employee of the Association or an Affiliate of the Association within the last three (3) years; (iii) has not received and does not have a Relative who has received more than \$10,000 in compensation directly from the Association or an Affiliate of the Association in any of the last three (3) years (not including reimbursement for services and expenses); (iv) does not have a substantial Financial Interest in and has not been an employee of, and does not have a Relative who has a substantial Financial Interest in, or was an Officer of, any entity that has made payments to or received payments from, the Association or an Affiliate of the Association in excess of the lesser of: (a) \$25,000 or (b) 2% of the Association's consolidated gross revenue over the last three (3) years; (v) is not in an employment relationship under control or direction of any Related Party and does not receive payments subject to approval of a Related Party; and (iv) does not approve a transaction providing economic benefits to any Related Party who in turn has approved or will approve a transaction providing economic benefits to a Director.

(d) **Key Personnel.** Key Personnel includes persons who are or have within the last five (5) years, been in a position to exercise substantial influence over the affairs of the Association. This includes but is not limited to: (i) Board Directors; (ii) Officers; and (iii) Executive Officers of the Association ("Key Employees").

(e) Officer. A person who has the authority to bind the Association as designated by the Bylaws.

(f) Related Party. Persons who may be considered a Related Party of the Association or an Affiliate of the Association under this Policy include: (i) Directors, Officers or Key Employees of the Association or an Affiliate of the Association; (ii) Relatives of Directors, Officers, or Key Employees; and (iii) substantial contributors to the Association.

(g) Related Party Transaction. Any transaction, agreement or other arrangement with the Association or an Affiliate of the Association in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of these Bylaws, the COI Policy, and the Whistleblower Policy.

(h) Relative. A Relative is a spouse, ancestor, child, grandchild, great grandchild, sibling, or spouse of a child, grandchild, great grandchild or sibling, or a domestic partner, as defined in the New York Public Health Law, as amended.

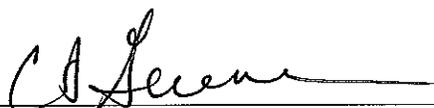
Section 5. Construction. In the case of any conflict between the Certificate of Consolidation of the Association and these Bylaws, the Certificate of Consolidation of the Association shall control.

ARTICLE 10: MEMBERSHIP IN NATIONAL COUNCIL

The Association is a Member Association of the National Council of Young Men's Christian Association of the United States of America (the "National Council"), and, as such, is organized and operated in conformity with the Constitution of the National Council.

ARTICLE 11: AMENDMENTS

These Bylaws may be amended at any meeting of the Board by an affirmative vote of two-thirds the Entire Board, provided that a copy of the proposed amendment shall have been sent to each Member of the Board at least ten (10) days prior to the meeting at which such action thereon is sought to be taken.



Cindy Dowd Greene
Secretary
YMCA of Central New York
Association Board of Directors

AMENDED: June 27, 1996
May 24, 2001
April 17, 2014
November 19, 2015
October 21, 2021