

BY-LAWS OF
THE VALLEY-SHORE YMCA, INC.

ARTICLE I

Name. Service Area and Purpose

Section 1. Name and Service Area. The Corporation, which is known as the Valley-Shore YMCA, (hereinafter “the Corporation” or the “Association”), shall have a service area encompassing primarily the municipalities of Westbrook, Old Saybrook, Clinton, Madison, Lyme, Old Lyme, Killingworth, Essex, Centerbrook, Ivoryton, Deep River, Chester and the immediate vicinity of these communities. The Association may undertake activities outside the primary service area as the Board of Directors and staff from time to time determines.

Section 2. Purpose. To develop and encourage the growth of all individuals in spirit, mind and body in an atmosphere of mutual respect.

ARTICLE II

Membership

Section 1. Classes of members. Membership in the Association shall be open to any person regardless of race, color, religious creed, age, marital status, financial status, national origin, ancestry, sex, mental retardation, mental disability, learning disability, lawful source of income, sexual orientation or physical disability, including, but not limited to, blindness or deafness. Any of the following shall be voting members of the Association:

- a. Any person who has a current membership card issued by the Association and is over the age of 16 years.
- b. Any person who serves on the Board of Directors of the Association, or on any committee of the Board of Directors, or on the Advisory Council.
- c. Any person, who is a Friend of the Association, defined as someone who has contributed \$100 or more to the Association during the calendar year preceding the year in which any vote is taken.
- d. Any person who is a volunteer at the Association during the calendar year preceding the year in which any vote is taken.

Section 2. Privileges and rights. The privileges and rights of members shall be determined by the Board of Directors, subject to the provisions of the Article.

Section 3. Annual Meeting of the Membership. The Annual Meeting of the Corporation shall be held once each year on such date and at such time and place as the Board of Directors may determine, within the first five months of each calendar year. Notice of the Annual Meeting shall be posted at the YMCA in a prominent location and to such other persons as shall be determined by the board of Directors and staff, by mail at least ten days before the meeting. Business at the Annual Meeting shall include annual reports from the Officers and the transaction of such other business as shall come before the meeting.

Article III

Board of Directors

Section 1. Governance. The governance of the Association shall be vested in a Board of Directors (the “Board” or the “Directors”) of not more than thirty-six (36) persons. These Directors shall be divided into three class groupings, one of which shall be elected at each Annual Meeting, to hold office for a term of three (3) years, and/or until their successors shall have been elected.

Section 2. Compensation. Directors shall receive no compensation for their volunteer service to the Association other than reimbursement for reasonable and necessary expenses incurred during their service to the Association in their capacity as a Director.

Section 3. Elections. The Board Development Committee of the Board shall be responsible for locating and nominating suitable candidates for positions on the Board of Directors. In particular, that committee shall nominate a slate of Directors at least 30 days before each Annual Meeting of the Association. Each board member shall be elected by a majority vote of the voting members present and voting at the Annual Meeting of the Association, as provided for in these By-laws.

Section 4. Composition. The Board of Directors shall consist of appropriate professionals, lay persons, member representatives, and representatives of communities served who are interested in the purpose and work of the Association. Board members shall be sixteen years of age or older and willing to devote time and effort in executing their responsibilities to the Association.

Section 5. Vacancies. The Board of Directors shall have the power to fill any vacancy that shall occur on the Board of Directors, until the next Annual Meeting, when the position shall be filled by election as provided for in these By-laws. A “vacancy” shall be defined as any opening created either by resignation of a Director, creation of a new position of a Director, or increase in number of Directors.

Section 6. Removal and Resignation of Board Members. Any Director may be removed by an affirmative vote of two-thirds of the then current membership of the Board of Directors. The resignation of a Board member shall be effective upon receipt of a written notice of resignation addressed to the Chief Volunteer Officer, or alternatively, upon the date indicated in writing by the board member of such a resignation.

ARTICLE IV

Duties of the Board of Directors

Section 1. Responsibilities of the Board of Directors. The Board of Directors shall be responsible for and provide oversight for the overall governance (fiscal and administrative) of the Association, determine its mission, and hire the Chief Executive Officer in order to assist it in the administration of the Board's duties and responsibilities.

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or these By-Laws.
- b. Hire and supervise a Chief Executive Officer of this YMCA. The CEO shall be a non-voting member of the Board and all committees of the Board, unless otherwise determined by the Board. The CEO shall be responsible for the employment of all other employees in accordance with the policies of the Board and shall designate their duties and supervise their work;
- c. Use their best efforts to ensure that the Association has the financial resources to fulfill its mission according to goals and objectives established by the Board of Directors;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the Corporation;
- f. Perform all other tasks as normally are conducted and performed by directors and officers of nonprofit charitable organizations.

Section 2. Powers. The Board shall have the power to purchase and to lease, pledge and sell all personal and real property belonging to the Corporation, and to make such contracts and agreements on behalf of the Corporation as it may deem necessary for the successful accomplishment of the business of the Corporation. The Board of Directors shall have power to accept on behalf of the Corporation, any contribution, gift, or devise for the non-profit purposes of the Corporation. The Board of Directors shall administer any gifts made to the corporation according to the terms and conditions of the same as long as such terms and conditions are not in conflict with the purpose of the Corporation or contrary to any applicable laws or regulations.

ARTICLE V

Meetings of the Board of Directors

Section 1. Regular Meetings. The Board of Directors shall meet monthly to transact the regular business of the Corporation at a time and place determined by the Board of Directors, unless the Board of Directors determines by resolution to meet less frequently for a temporary period of time. The agenda for regular board meetings shall be determined at the discretion of the President of the Board but shall include at least the following:

- a. Approval of the previous Board minutes.
- b. Financial Report(s)
- c. Report of the President
- d. Reports and recommendations for action from standing and special committees

Section 2. Notice for Regular Meetings. Notices of regular Board meetings shall be in writing and mailed at least six (6) days before meetings. Notices shall be addressed to each Director's usual place of business or abode. Nothing herein contained shall be construed as preventing a member of the Board from waiving said notice in writing or by attendance at a meeting.

Section 3. Special meetings. Special meetings may be called by the Secretary of the Corporation at the request of four or more directors. Notice of special meetings must be provided to all directors at least two days in advance by electronic mail, facsimile, telephone or other means of electronic communication, unless waived in writing by the directors.

Section 4. Action of the Board and Quorum. A number of directors equal to one more than half of the current Board membership shall constitute a quorum at any meeting of the Board. Directors may not vote by proxy. An action approved by a majority of the Directors present at any meeting of the Board, where a quorum is present, including an Executive Committee meeting, is an official action of the Corporation.

Section 5. Notice for Meetings To Amend Bylaws or Certificate. Notices of meeting at which By-Laws are to be changed shall be given in writing fifteen (15) days before the meeting. Nothing herein contained shall be construed as preventing a member of the Board of Directors from waiving said notice in writing or by attendance at a meeting.

ARTICLE VI

Officers of the Board of Directors

Section 1. Offices of the Corporation. The officers of the Corporation shall be President/Chief Volunteer Officer, at least two Vice Presidents, Treasurer and Secretary. The Board of Directors shall elect officers from among its membership at any regular meeting called for that purpose. Officers shall be elected for two-year terms. An Officer may not serve more than three consecutive terms in any particular office.

Section 2. President of the Board. The President shall preside at all meetings of the Board of Directors, and shall perform the customary duties of a Board Chairperson of a charitable corporation and such other duties as the Board of Directors from time to time may direct, not in conflict with the powers and purposes of this Corporation as set forth in its Articles of Incorporation.

Section 3. Vice Presidents. The Vice President(s) shall, in the absence of the Chairperson, perform the Chairperson's duties and shall also perform such other duties as the Board of Directors may from time to time direct.

Section 4. Secretary. The Secretary shall be responsible for taking and preserving the minutes of all meetings of the Corporation and Board of Directors, and shall make all records readily available for inspection by members of the Corporation. The records shall be typewritten, preserved in bound form and kept in the office of the Chief Executive Officer of the Association or a designee. The Secretary shall give or cause to be given such notices as are required by these bylaws or as necessary from time to time. The Secretary shall also preserve or cause to be preserved all correspondence, memoranda, etc., by and between officers and members of the Corporation relative to the affairs of the Corporation and shall preserve all correspondence, memoranda, etc., between the Corporation and other organizations or individuals and shall perform such other duties as designated by the Board of Directors. All records shall be retained for a period of time consistent with professional, administrative, and legal requirements.

Section 5. Treasurer. The Treasurer shall have the care and custody and be responsible for all monies received by the Corporation, and shall disburse or cause to be disbursed the same under the authority of the Board of Directors according to a budget approved by the Board; and the Treasurer shall keep a full record of the funds under the control of the Association and the liabilities thereof, and shall make available to the Board of Directors an annual budget and a monthly report of the financial condition of the Association, and shall annually present to the Board of Directors and audited report prepared by independent auditors.

Section 6. Vacancies Among Offices. Vacancies among offices, for any reason, shall be filled upon nomination by the Board Development Committee, by a majority vote of directors present at any regularly scheduled meeting of the Board for which a quorum is present. The names of the nominees to fill any vacancy shall be included with a notice of the meeting at which any election is proposed.

ARTICLE VII

Standing and Special Committees

Section 1. Executive Committee. The Executive Committee shall consist of all of the Officers of the Corporation and any other Directors deemed necessary by the Board of Directors. The Executive Committee may meet as directed by the Chief Volunteer Officer and shall act with the authority of the Board of Directors on all matters, except that the power (i) to amend these bylaws, or the Certificate of Incorporation, or (ii) to purchase or sell real estate or (iii) to elect or appoint any Director, or remove any Director, or (iv) to amend or repeal any action previously adopted by the full Board, may not be delegated by the Board of Directors to the Executive Committee. All actions taken by the Executive Committee shall be reported at the next regular meeting of the Board.

Section 2. Standing and Other Committees. The Board shall create standing committees and such special committees as the Board of Directors deems necessary, shall appoint committee chairpersons, and shall oversee the design and prescription of the duties of such committees. The Chairperson shall have the power to dissolve any special committee after it has served its purpose. Members of standing committees shall serve a term of one year without any limitation as to the number of successive terms of service on such committee. Members of the committees of the Association or such other persons as can contribute to the work of such committees. All committees shall meet at the call of the various chairpersons thereof. Standing committees shall include, but not be limited to, the Finance Committee, the Property Committee and the Board Development Committee. The work of such standing committees shall be directed by the mission statement for that committee and by the goals and objectives stated in the long-range strategic planning documents of the Association as adopted by the Board of Directors.

ARTICLE VIII

Indemnification and Insurance

Section 1. Indemnification. The Corporation shall indemnify every Board member and/or corporate agent to the full extent permitted by Connecticut General Statutes 33-1116 to 1124 or comparable sections of future laws, and to the full extent otherwise permitted by law. A director or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries or its Board of Directors, except that nothing contained herein shall relieve any director from liability for any breach of duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Corporation; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

Section 2. Insurance. The Board of Directors shall provide for liability and other forms of insurance, which in its discretion the Board considers necessary and prudent for the protection of the assets of the Corporation and directors, officers, and other agents of the Association.

ARTICLE IX

Conflict of Interest

Section 1. Conflict of Interest. Members of the Board of Directors shall not knowingly engage in any activities or transactions in material conflict with their duties and obligations to the corporation while serving in such capacity. A copy of the current Conflict of Interest Policy will be distributed to the Board of Directors annually. The provisions of Connecticut General Statutes 33-1127 et seq. shall apply.

Section 2. Business Dealings. Directors shall not conduct private business in a manner which places them at a special advantage because of their relationship with the Association or any employee, agent, officer or Director thereof.

Section 3. Obligation to Disclose. Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other members of the Board and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action

Section 4. Corporate Action through Disinterested Board Members Only. Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter, and should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum status.

ARTICLE X

By-Laws

Section 1. Force and Effect of By-Laws. These By-Laws are subject to the provisions of the Connecticut General Statutes 33-1000 et seq. and other applicable federal and Connecticut laws. These by-laws are also subject to the terms of the Articles of Incorporation for the corporation as it may be amended from time to time. If any provision of these by-laws is inconsistent with a provision of the state or federal laws, the provisions of the Articles of Incorporation govern to the extent of such inconsistency, and an inconsistency in one provision of the bylaws does not take away the full force and effect of the remaining provisions.

Section 2. Procedures for Amending By-Laws. Proposed amendments to these bylaws shall be submitted in writing to the Chairperson or any member of the Board of Directors. Written notice of such proposed amendments shall be given to all Board members and shall be posted at the YMCA at least 30 days before the meeting at which such amendment will be put to a vote. With the exception of the provisions of Article II of these by-laws, a two-thirds majority of the Board of Directors shall be required for the adoption of such proposed amendments. Amendments to the provisions of Article II shall require a two-thirds vote of those members present at a duly noticed Annual meeting of the membership. Vote by proxy is not permitted.

ARTICLE XI

Corporate Records

Section 1. Maintenance of Corporate Records. The Corporation shall keep at its principal office: (a) Minutes of all meetings of directors and officers, committees of the Board, or members, indicating the time and place of the meetings, whether regular or special, how called, the notice given and names of those present at the meeting, and dissenting from any action, if applicable; (b) Adequate and correct books and records of account, including accounts of the Corporation's assets, and transactions, liabilities, receipts, disbursements, gains and losses for the past three years; (c) Record of the directors, officers, indicating their names and addresses, and the termination of the terms of directorship for all directors; (d) a copy of the Corporation's Certificate of Incorporation, Bylaws, Determination Letter from the IRS as to tax-exempt status, its most recent annual report delivered to the Secretary of the State and the most recently filed form 990, and accompanying documentation.

Section 2. Disclosure. Immediately upon request, or as required by law, the Association shall disclose to whosoever requests it, a copy of the most recently filed income statements filed with the Internal Revenue Service. The Board of Directors shall cause to be prepared and timely filed any annual and periodic report of the Corporation required by law to be prepared and delivered to the appropriate office of this State or of the Federal government or local municipality.

ARTICLE XII

Dissolution

Section 1. Disposition of Assets. Disposition of the assets of this Corporation shall proceed pursuant to a Plan of Dissolution approved of by the Directors of the Corporation and filed with the Secretary of the State, State of Connecticut. In the event of dissolution, all of the remaining assets and property of the Corporation shall be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future Federal tax law(s) or to the Federal government or State or local government for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court in the judicial district in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations(s) as said court shall determine, which are organized and operated exclusively for such purposes.