

**AMENDED AND RESTATED
BY-LAWS OF
THE VALLEY SHORE YMCA, INC.**

(Adopted November 29, 2019)

ARTICLE I

Name, Service Area and Purpose

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

Section 2. Mission. The Corporation’s mission is 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. The Corporation shall have one class of Members. Membership in the Corporation shall be open to any person regardless of race, color, religious creed, age, marital status, national origin, ancestry, sex, gender identity or expression, sexual orientation, genetic conditions, veteran status, intellectual disability, learning disability, mental disability or physical disability including, but not limited to, blindness. Any person over the age of 16 who has a current membership card issued by the Corporation or who is a member of the Board of Directors shall be a Member of the Corporation.

Section 2. Privileges and Rights. The Members shall have no voting rights. The privileges and rights of Members shall be determined by the Board of Directors, subject to the provisions of the Certificate of Incorporation. Membership shall not be transferable unless otherwise provided in the Corporation’s Certificate of Incorporation. Each Member shall remain a Member so long as he or she maintains a current membership card.

ARTICLE III

Board of Directors

Section 1. Governance. The governance of the Corporation shall be vested in a Board of Directors (the “Board” or the “Directors”) of not less than three (3) nor more than thirty-six (36) persons. The number of Directors constituting the Board of Directors shall be the number prescribed by the Directors within the foregoing range or, if no such number has been prescribed, shall be the number of Directors then in office. The number of Directors may be increased or decreased by action of the Board of Directors. The Directors shall be divided into three class groupings, one class 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 service to the Corporation other than reimbursement for reasonable and necessary expenses incurred during their service to the Corporation 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 Board. Each Director shall be elected by a majority vote of the then current Board of Directors present at the Annual Meeting of the Board where a quorum is present, 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 Corporation. Directors shall be sixteen years of age or older and willing to devote time and effort in executing their responsibilities to the Corporation.

Section 5. Vacancies. The Board of Directors shall have the power to fill any vacancy that shall occur on the Board of Directors for the unexpired portion of the term, at which time 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 a majority of the then current membership of the Board of Directors. A Director may resign at any time by delivering written notice to the Chair of the Board of Directors, or the Secretary. The resignation of a Director shall be effective upon receipt by the Chair or the Secretary of a written notice of resignation, or alternatively, upon the date indicated in writing by the Director in such notice of resignation.

Section 7. Emeritus Directors. In addition to the Directors elected as above, the Board may elect *emeritus* Directors to the Board. Such *emeritus* Directors shall neither have the

right to vote nor count toward a quorum at any meeting of the Board. The provisions of these By-laws regarding election of Directors, length of term and term limits, if any, shall not apply to *emeritus* Directors, each of whom shall serve at the pleasure of the Board.

Section 8. *Ex Officio* Directors. The chief executive officer of the Corporation and the members of the Board of Advisors, if any, shall each be an *ex officio* member of the Board of Directors. *Ex Officio* Directors shall neither have the right to vote nor count toward a quorum at any meeting of the Board. The provisions in these By-laws regarding election of Directors, length of term and term limits, if any, shall not apply to *ex officio* Directors, each of whom shall continue in office so long as, but no longer than, he or she holds the office from which *ex officio* status derives.

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 Corporation, 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 Certificate of Incorporation or these By-laws.
- b. Hire and supervise a chief executive officer of the Corporation. The chief executive officer shall be an *ex officio* member of the Board and all committees of the Board, unless otherwise determined by the Board. The chief executive officer 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 Corporation 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 By-laws;
- 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. An annual meeting of the Board of Directors shall be held each year for the election of Directors, the election of a Board of Advisors, if any, and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board. The agenda for regular Board meetings shall be determined at the discretion of the Chair 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 Chair
- 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 given by mail, electronic mail, facsimile, telephone or other means of electronic communication at least six (6) days before meetings. Notices shall be addressed to each Director's usual place of business or abode, or such other address or email address as such Director has provided to the Corporation. 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. Unless stated in a written notice of the meeting, no vote on the removal of a Director or the adoption, amendment or repeal of these By-laws or the Corporation's Certificate of Incorporation may occur.

Section 3. Special Meetings. Special meetings may be called by the Secretary of the Corporation at the request of a majority of Directors or the Chair of the Board. Notice of special meetings shall include the date, time and place of the meeting and must be provided to all Directors at least two (2) days in advance by mail, electronic mail, facsimile, telephone or other means of electronic communication, unless waived in writing by the Directors, and shall state the purpose or purposes for which the meeting is called.

Section 4. Action of the Board and Quorum. A number of Directors equal to the lesser of ten (10) or 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 is an official action of the Corporation. Voting by proxy is not permitted.

Section 5. Notice for Meetings To Amend By-Laws or Certificate. Notices of meeting at which By-laws or the Certificate of Incorporation are to be changed shall include the date, time and place of the meeting and must be provided to all Directors at least fifteen (15) days in advance by mail, electronic mail, facsimile, telephone or other means of electronic communication. 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.

Section 6. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. Such action shall be evidenced by one or more written consents describing the action taken, shall be signed by each Director and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 6 is the act of the Board of Directors when one or more consents signed by all the Directors are delivered to the Corporation. The consent may specify the time at which the action taken thereunder is to be effective. A Director's consent may be withdrawn by a revocation signed by the Director and delivered to the Corporation prior to delivery to the Corporation of unrevoked written consents signed by all the Directors.

Section 7. Meetings by Conference Telephone. Any one or more members of the Board of Directors may participate in any meeting of the Board by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all Directors participating in the meeting may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 8. Minutes. The secretary shall record or arrange to be recorded the minutes of each meeting of the Board of Directors and upon adoption by the Board of Directors shall retain such minutes with the permanent records of the Corporation.

ARTICLE VI

Officers of the Board of Directors

Section 1. Offices of the Board. The officers of the Board shall be the Chair, at least one Vice President, Treasurer and Secretary. The Board of Directors shall elect officers from among the Board's membership at the Annual Meeting. Officers shall be elected for one-year terms. Other than the Treasurer and Secretary, an Officer may not serve more

than six consecutive terms in any particular office. Any officer may be removed by the Board of Directors at any time with or without cause. Any officer may resign at any time by delivering written notice delivered to the Chair or the Secretary. Unless the written notice specifies a later effective time, the resignation shall be effective when the notice is delivered to the Chair or the Secretary. Resignation as an officer of the Board shall not be deemed the resignation as a Director, unless the notice so indicates.

Section 2. Chair of the Board. The Chair 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 Certificate of Incorporation.

Section 3. Vice Presidents. A Vice President shall, in the absence of the Chair, perform the Chair'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 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 or electronic form and kept in the office of the chief executive officer of the Corporation or a designee. The Secretary shall give or cause to be given such notices as are required by these By-laws or as necessary from time to time. The Secretary 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 Corporation 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 Corporation, 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 Board and any other Directors appointed by the Board of Directors. The Executive Committee shall meet as directed by the Chair and shall act with the authority of the Board of Directors on all matters, except that the power (i) to amend these By-laws, 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 approve a plan of merger, or (vi) to approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation; or (vii) to approve a proposal to dissolve the Corporation, or (viii) 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. Board of Advisors. The Board may establish a Board of Advisors consisting of individuals whose experience and insight the Board has deemed to be of value to the Corporation and who the Board has determined can assist it by providing sound advice, reflecting the views of the community or otherwise serving the best interests of the Corporation. The Board of Advisors shall act in a consulting role to the Directors. Each member of the Board of Advisors shall be an *ex officio* member of the Board of Directors who shall not have the right to vote nor count toward a quorum. Any member of the Board of Advisors may be removed by the Directors at any time with or without cause or may resign at any time by delivering written notice delivered to the Secretary or the Chair.

Section 3. 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 creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken. The Board of Directors may appoint one or more Directors as alternate Directors to replace any absent or disqualified Director during the Director's absence or disqualification. The Board may also appoint persons who are not Board members to serve in an advisory non-voting capacity on any committee of the Board. The Board 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. 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 Corporation as adopted by the Board of Directors.

ARTICLE VIII

Chief Executive Officer

The chief executive officer shall serve at the pleasure of the Board of Directors and shall have general supervision over the business of the Corporation, subject to the control of the Board of Directors. The chief executive officer shall see that all orders and resolutions of the Board of Directors are carried into effect. The chief executive officer 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. In general, the chief executive officer shall perform other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these By-laws, by the Board of Directors, or by law. The compensation and terms of employment of the chief executive officer shall be determined at least annually by the Board of Directors. The Board will meet in executive session to evaluate the chief executive officer's performance and decide upon the annual salary of the chief executive officer.

ARTICLE IX

Conflict of Interest

Section 1. Conflicts of Interest; Adoption of Policy. The Corporation shall adopt a conflict of interest policy to assure that any potential "directors' conflicting interest transaction" as that term is defined in Section 33-1127 of the Connecticut Revised Nonstock Corporation Act, or any potential "excess benefit transaction" involving a "disqualified person," (including a Director or officer of the Corporation) as those terms are defined in Section 4958 of the Internal Revenue Code, shall only be undertaken after the requisite disclosure, determinations and voting by Directors as provided in Sections 33-1129 and 33-1130 of the Connecticut Revised Nonstock Corporation Act and under any relevant regulations of the Internal Revenue Service.

Section 2. Disclosure; Annual Review of Policy. The conflict of interest policy shall be reviewed by the Board at least annually. At the time of their election or appointment, each Director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the Director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements shall be kept on file at the Corporation's office. These statements shall be updated annually, and any additions or other changes shall be made by the Director or officer in writing as they occur.

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 Certificate 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 Certificate of Incorporation govern to the extent of such inconsistency, and an inconsistency in one provision of the By-laws does not take away the full force and effect of the remaining provisions.

Section 2. Procedures for Amending By-Laws. Proposed amendments to these By-laws shall be submitted in writing to the Chair or Secretary. Written notice of such proposed amendments shall be given to all Directors at least fifteen (15) days before the meeting of the Board of Directors at which such amendment will be put to a vote. A majority of the Board of Directors present shall be required for the adoption of such proposed amendments. 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 and committees of the Board 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, By-laws, 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 Corporation 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. For a proposal of dissolution to be adopted, the Board of Directors must approve the dissolution in accordance with these By-laws.

In the event of dissolution of the Corporation or the winding up of its affairs, subject to any restrictions on use or transfer that may exist, the assets of the Corporation remaining after all liabilities and obligations have been satisfied or provided for shall be paid over, transferred, or conveyed, to one or more organizations that meet the following conditions:

- (A) The organization shall be organized and operated either: (1) exclusively for the purposes set out in Article 2 above; or (2) exclusively for purposes determined by the board of directors to be similar to or supportive of those set out in Article 2 above; and
- (B) The organization shall either be: (1) an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code that is not a private foundation as defined in Section 509(a) of the Code; or (2), provided such assets will be used exclusively for one or more public purposes, the federal or a state government or a political subdivision thereof.

Any such assets not so distributed shall be disposed of as determined by a court of competent jurisdiction, exclusively for such purposes, or to such organization or organizations, as said court shall determine, that are exempt from federal taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code and are not private foundations as defined in Section 509(a) of the Code, or to the federal or a state government or political subdivision thereof for a public purpose.