



BYLAWS

OF

The Young Men's Christian Association of Philadelphia & Vicinity

ARTICLE I

BOARD OF DIRECTORS

Section 1.1 Powers. All powers vested by law in the Association pursuant to 15 Pa. C.S.A. §5502 shall be exercised by or under the authority of the Board of Directors (the "Board"), which shall have the responsibility to oversee the conduct, management and direction of the business and affairs of the Association.

Section 1.2 Number. The Board shall consist of such number of persons as it may from time to time determine, but in no event fewer than the minimum number required by applicable statute.

Section 1.3 Term and Election. The Directors shall be elected for a term of three years or until their successors are elected, but the term of a director who attains the age of 75 shall end at the time of the next following annual meeting of the Board. The president of the Association shall serve ex officio as a member of the Board as shall Chairs of Branch Boards of the Association who from time to time are elected to membership on the Board and who shall serve in accordance with rules adopted by the Board.

Section 1.4 Meetings. The annual meeting of the Board for the election of directors shall be held in April of each year at such time and at such place as the Board may from time to time determine. Terms of directors shall commence and end on the date of the annual meeting at which members are elected or their terms expire as the case may be. Regular meetings of the Board shall be held at such time and place as the Board may from time to time determine. Special meetings of the Board may be called at any time by the Chair of the Board, or by any two officers of the Association, or by any five or more members of the Board.

Section 1.5 Notice. Written notice of the time and place of all meetings of the Board shall be mailed or delivered at least five days in advance of the meeting, except for regular meetings of the Board for which no notice need be given.

Section 1.6 Quorum. One third of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 1.7 Limitation on Liability. A director shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the director has breached or failed to perform the duties of his office under the Articles or Bylaws of the Association or under 15 Pa. C.S.A. Subchapter B of Chapter 57 (or any successor provision) and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 1.7 shall not apply to (i) the responsibility or liability of a director pursuant to any criminal statute or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal or modification of this Section 1.7 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Association for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

Section 1.8 Other Persons. The Board may elect at any meeting an Advisor Director who shall be a Director who has completed three successive three-year terms and who, while not immediately eligible for reelection to the Board, has been assigned by the Chair a special project for the Association. The Board may also elect a Director as Director Emeritus if he or she has (i) served for not less than a total of fifteen years on the Board or a total of three years as Chair, upon termination of his or her services as Director and (ii) has expressed a willingness to be so elected. Directors Emeriti shall be invited to attend all meeting of the Board, may serve by appointment of the Chair on all standing and ad hoc committees and shall receive a copy of all minutes of Board meetings. Directors Emeriti may express their views at any meeting they attend but shall have no vote. Advisor Directors and Directors Emeriti shall not by virtue of such election be members of the Association or members of the Board and shall have no duties or powers as such.

ARTICLE II

OFFICERS

Section 2.1 Officers Generally; Election. The officers of the Association shall be (a) a Chair of the Board, one or more vice-chairs, and the chairs of such committees as may be created by the Board, all of whom shall be elected by the Board from among the members of the Board and shall serve without compensation; (b) the president who shall be elected annually by the Board; and (c) the following who shall be appointed by the president: one or more vice presidents, a secretary, a treasurer, and such other officers as the Board deems desirable. The same person may hold two or more offices. In addition to the powers and duties set forth in these bylaws, the officers shall have such powers and duties as are usually related to their offices and as the Board may determine.

Section 2.2 The Chair of the Board, Vice Chairs, and Committee Chairs. The Board shall elect a chair and vice chairs from its membership at the annual meeting of the Association. The Chair of the Board shall have general oversight responsibility for the execution of the policies and corporate actions approved by the Board, and shall preside at meetings of the Board. In the absence of the Chair, a Vice Chair designated by the Chair, or if he or she is unable or unwilling to do so, by the President or the Board, shall exercise the powers and perform the duties of the Chair. The Chair of the Board shall appoint the chairs of all committees at the annual meeting. All committee chairs shall be members of the Board of Directors.

Section 2.3 President. The President shall be the chief executive officer of the Association, and in that capacity is responsible for the administration of all the affairs of the Association and with carrying out the policy and decisions of the Board of Directors. The President shall be an ex-officio member of the Association Board of Directors, all committees of the Association and of all Branch Boards of Managers. The President will be responsible for hiring all vice presidents and, in consultation with the Branch Board of Managers, the executive directors of all Branches and shall assign or delegate to each of them their duties, supervise their work and if he or she deems advisable, discharge such employees. The President shall supervise the employment of all other employees and may delegate the signing of all contracts and other documents in accordance with actions of the Board of Directors. The President is hired by the Board of Directors and the President's employment may only be terminated by the Board of Directors.

Section 2.4 Vice Presidents. The vice presidents shall assist the president in the performance of his duties and one or more of them shall perform the duties of the president in the event of his absence, incapacity or death, subject to the policies and directions of the Board.

Section 2.5 Secretary. The secretary shall be responsible for the minutes of all meetings of the Board and shall have charge and custody of the records of the Board and the Association.

Section 2.6 Treasurer. The treasurer shall have charge and custody of all funds of the Association, shall maintain an accurate accounting system and shall present financial reports to the Board in such manner as the latter may determine.

ARTICLE III

COMMITTEES

Section 3.1 Establishment, Duties and Responsibilities. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint from among its members (a) an executive committee which to the extent provided in such resolution shall have and exercise the authority of the Board in the management of the Association when the Board is not in session, and (b) such other committees as it deems appropriate including ones with oversight and advisory responsibilities in areas such as finance, planning, property, campaign,

board development, and branch relations. No such committee shall have any power or authority as to the following:

- 3.1.1 the filling of vacancies on the Board;
- 3.1.2 the adoption, amendment or repeal of the bylaws;
- 3.1.3 the amendment or repeal of any resolution of the Board; or
- 3.1.4 action on matters exclusively committed by the bylaws or resolution of the Board to another committee of the Board.

Section 3.2 Term of Office. Members of committees shall continue as such until the next annual meeting of the Board and until their successors are appointed.

Section 3.3 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 3.4 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, one third of the whole committee shall constitute a quorum at meetings and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 3.5 Conference Telephone Meetings. One or more directors may participate in a meeting of a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

INDEMNIFICATION

Section 3.6 Right to Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or other proceeding of any nature, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Association, or of any Branch thereof, or is or was a representative of the Association, which term shall be understood to include anyone who was serving at the request of the Association as a director, officer, employee, agent, fiduciary or trustee of another association, partnership, joint venture, trust or other enterprise, including an employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action, suit or proceeding by or in the right of the Association, and to the extent that such indemnification is not prohibited by applicable law.

Section 3.7 Advance of Expenses. Expenses incurred by a director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that such person is not under the circumstances entitled to be indemnified by the Association.

Section 3.8 Procedure for Determining Permissibility. To determine whether any indemnification or advance of expenses under this Article IV is permissible, the Board by a majority vote of a quorum consisting of directors not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required, to determine in each case whether the applicable standards in any applicable statute have been met; or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested directors so directs. The expenses of any person incurred in prosecuting a successful claim of indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Association.

Section 3.9 Contractual Obligation. The obligation of the Association to indemnify any person under this Article IV including the duty to advance expenses, shall be considered a contract between the Association and such person, and any modification or repeal of any provision of this Article IV in accordance with Article VII of these Bylaws shall be prospective only and shall not affect any rights or obligations theretofore existing in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 3.10 Indemnification Not Exclusive; Inuring of Benefit. The indemnification and advancement of expenses provided by this Article IV shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 3.11 Insurance, Security and Other Indemnification. The Board shall have the power to (i) authorize the Association to purchase and maintain, at the Association's expense, insurance on behalf of the Association and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

ARTICLE IV

BRANCHES

General. The Board may establish, name and maintain Branches and other operating units and shall define the scope of their activities. The Board may also reorganize or discontinue such Branches or units at any time. The Board will establish Branches to provide programs and services consistent with the purposes of the Association within geographical areas established by the Board.

Section 4.1 Control of Branches. The Branches and other operating units will be under the control of the Board of the Association and will operate in harmony with these Bylaws and any policies established by the Board of Directors. The Branches may adopt Bylaws consistent with these Bylaws. Any Branch Board Bylaws shall be in a form and style and with terms that are approved by the President of the Association.

Section 4.2 Branch Boards of Managers. Each Branch should have a Board of Managers which should be composed of not less than twenty-one or more than forty-five members. The membership of each Branch Board shall be divided into three classes of approximate equal size, one class expiring at the end of each of three years. Each class shall serve a three-year term. The members of each Branch Board will be voting members on issues that pertain to the operation of their Branch. Members of the Branch Boards will have no voting rights on the Association's Board by virtue of their being members of Branch Boards; however, the chair of each Branch Board may serve as a voting member of the Board of Directors if elected to the Association's Board. Each Branch Board will be responsible to the Association's Board of Directors for the conduct of its Branch operations, except that Branch membership classifications and rates and core program fees will be set by the Association Office. Members of Branch Boards should:

- 4.2.1 Reside or do business in the Branch service area;
- 4.2.2 Attend meetings of the Branch Board and of the committees to which they may be assigned, and be available at other times for consultation and for work on behalf of the Branch;
- 4.2.3 Contribute and solicit contributions to the annual current support and capital campaigns;
- 4.2.4 Possess such other qualifications as may be required by these bylaws and those of the Branch.

Section 4.3 Role of Branch Board of Managers. The role and duties of Branch Boards shall be to:

- 4.3.1 Assure that YMCA programs are meeting the needs of the neighborhood in which the Branch is located;

- 4.3.2 Support the Branch Staff and provide the Branch with sufficient operating funds to enable it to function effectively;
- 4.3.3 Report on the work and affairs of the Branch annually to the Branch contributors and to the Board of Directors;
- 4.3.4 Establish operating procedures for administering the programs and services of the Branch which are consistent with the general purposes and policies of the Association, and to facilitate the planning and conduct of the Branch program by the members and participants, through such member and participant organizations (committees, councils, etc.) as the Branch Board may deem most appropriate for the Branch;
- 4.3.5 Maintain the property of the Association allocated to the Branch in a reasonable state of repair;
- 4.3.6 Conduct the financial affairs of the Branch on a responsible basis in accordance with policies, procedures and practices established by the Association;
- 4.3.7 Submit to the Finance Committee of the Board of Directors each year, for approval, and in accordance with established procedures and deadlines, the Branch budget of estimated income and expenditures for the year with its recommendations thereon; and control and operate within the approved budget throughout the year, making such changes as may be concurred in by the Finance Committee of the Board of Directors;
- 4.3.8 Secure the contributions required for the Branch's current expenses and financial assistance for children and people in need by mobilizing its entire lay and staff forces for active participation in the annual current support campaign;
- 4.3.9 Consult, upon request of the President or the Executive Vice President for Operations, on the selection, performance evaluation or termination of the executive director of the Branch;
- 4.3.10 Develop annual and long range plans for the Branch;
- 4.3.11 Perform such other duties and responsibilities as may be provided for by the Branch bylaws and which are not inconsistent with these bylaws.

Section 4.4 Term of Office. Each member of a Branch Board may serve three consecutive three year terms after which a one year absence from the Board is required before reelection to the Board. Members of any Branch Board may propose and nominate candidates to serve on a given Branch Board at any time. Candidates for Branch Board membership nominated by the members of the Branch Boards may be elected to serve on a Branch Board at any regular or special meeting of the Branch Boards. Each member of a Branch Board elected in

accordance with these Bylaws may serve until his or her successor has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

Section 4.5 Removal of a Branch Board Member. Any member of a Branch Board may be removed, for cause, at any meeting of the Branch Board, by the affirmative vote of a majority of the Board, if notice of intention to act upon such matter will have been given in the notice calling the meeting. The Board of Directors of the Association may also remove any member of any Branch Board at any time, for cause, at any meeting of the Association Board, by the affirmative vote of a majority of the Board of Directors, if notice of intention to act upon such matter will have been given in the notice calling the meeting, and if it is determined to be in the best interest of the YMCA of Philadelphia & Vicinity. If such removal is considered by the Board of Directors, the Branch Operations Committee will be asked to make a non-binding recommendation regarding the removal, to the Association Board of Directors.

Section 4.6 Officers. Each Branch Board will elect from among its own members, its own Chair and such other officers as deemed necessary by such Board. The officers will be elected for a term of one year at the annual meeting of the Branch Board and will take office at the conclusion of the meeting and serve until their successors are elected. When vacancies occur they will be filled in like manner for the balance of the term. Elected officers may succeed themselves except that no person should serve as Chair for more than three successive terms.

Section 4.7 Branch Board Executive Committee. The officers, immediate Past-Chair and two to five members-at-large elected by each Branch Board may constitute an Executive Committee, if deemed necessary by the branch. This Committee may act on behalf of the Branch Board subject to its approval in the interim between meetings and carry such other responsibilities as may be assigned by the Branch Board.

Section 4.8 Meetings, Branch Executives and Officers. Branch Boards will meet at such times and such time and place as they will determine. Each Branch will have an Executive Director appointed by the President of the Association. The Executive Director under the supervision of the President or the Executive Vice President of the Association will supervise the work of the Branch in conformity with these Bylaws.

Section 4.9 Property. The property of the Association which may be allocated by the Board of Directors for the use of any Branch shall be used by the Board of Managers of the Branch for designated purposes only, and shall be maintained in a state of repair conforming to such policies and regulations as may be adopted by the Board of Directors concerning maintenance and operation of such properties. No Branch, its Board of Managers or Executive Director shall own Association property, hold a bank account of Association funds or contract in the name of the Association except pursuant to the policy of the Board of Directors relating thereto.

ARTICLE V

MISCELLANEOUS PROVISIONS

Section 5.1 **Fiscal Year.** The fiscal year of the Association shall be the calendar year.

Section 5.2 **Audit.** The Board shall select a firm of independent certified public accountants to audit each year the books and accounts of the Association.

Section 5.3 **Priority of Documents.** In the event of any inconsistency between official documents or policies of the Association or its Branches, the following order of precedence will govern: (1) the Articles of the Association, (2) the Bylaws of the Association, (3) policy resolutions of the Board, (4) Association procedural statements approved by the Board, (5) Bylaws of a Branch, (6) policy resolutions adopted by a Branch Board of Managers, and (7) written Branch procedures.

Section 5.4 **Compensation of Officers.** No director or officer of the Association who is not an employee of the Association shall receive any form of compensation for his or her services. The salary of the president shall be determined by the executive committee of the Association and approved by the Board, and that of other officers of the Association shall be determined by the president in consultation with the executive committee. Salaries of the executive directors of Branches shall be determined by the president.

Section 5.5 **Conflict of Interest Policy.** The Board shall adopt guidelines that address conflicts of interest on the part of Directors, officers, employees and members of Branch Boards.

ARTICLE VI

AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws may be adopted by the Board at any meeting of the Board, provided that at least ten days notice of the intention to consider such action shall be included in the notice of such meeting, which shall state the nature of the proposed amendments in reasonable detail.

As Adopted by the Board of Directors of the Association on December 5, 2003 and amended on October 23, 2004.

