

BY-LAWS

**YOUNG MEN'S CHRISTIAN ASSOCIATION BUFFALO NIAGARA
d/b/a YMCA BUFFALO NIAGARA**

TABLE OF CONTENTS

	Page
ARTICLE I - NAME AND PURPOSE	1
<u>Section 1</u> : Name	1
<u>Section 2</u> : Purpose	1
ARTICLE II - MEMBERSHIP	1
<u>Section 1</u> : Class of members	1
<u>Section 2</u> : Qualifications for Voting Members	1
<u>Section 3</u> : Suspension Expulsion	1
ARTICLE III - MANAGEMENT AND POWERS	1
<u>Section 1</u> : Management	1
<u>Section 2</u> : Powers	2
<u>Section 3</u> : Board Vacancies	2
<u>Section 4</u> : Nominations	2
<u>Section 5</u> : Election of Directors	3
<u>Section 6</u> : Conduct of Elections	4
<u>Section 7</u> : Meetings	4
<u>Section 8</u> : Related Party Transaction	5
<u>Section 9</u> : Discipline	6
<u>Section 10</u> : Compensation	7
<u>Section 11</u> : Action Without a Meeting	7
ARTICLE IV - MEETINGS OF THE ASSOCIATION	7
<u>Section 1</u> : Annual Meeting	7
<u>Section 2</u> : Special Meetings	7
<u>Section 3</u> : Quorum	7
<u>Section 4</u> : Voting	7
ARTICLE V - ELECTIVE OFFICERS	8
<u>Section 1</u> : Designation	8
<u>Section 2</u> : Qualifications	8
<u>Section 3</u> : Method of Selection	8
<u>Section 4</u> : Term of Office	8
<u>Section 5</u> : Responsibilities of Chairperson	8
<u>Section 6</u> : Responsibilities of Vice-Chairperson	8
<u>Section 7</u> : Responsibilities of Secretary	9
<u>Section 8</u> : Responsibilities of Treasurer	9

ARTICLE VI - COMMITTEES OF THE BOARD	9
<u>Section 1</u> : Method of Selection.....	9
<u>Section 2</u> : Standing Committees.....	9
<u>Section 3</u> : Other Board Committees	10
<u>Section 4</u> : Committee Meetings, Quorum, etc.....	10
<u>Section 5</u> : Reports to the Board of Directors	10
<u>Section 6</u> : Composition, Powers and Responsibilities of the Executive Committee.....	10
<u>Section 7</u> : Composition, Powers and Responsibilities of the Finance/Audit Committee.....	10
<u>Section 8</u> : Composition, Powers and Responsibilities of the Human Resources Committee ..	11
<u>Section 9</u> : Composition, Powers and Responsibilities of the Properties Committee	11
<u>Section 10</u> : Composition, Powers and Responsibilities of the Program Committee.....	11
<u>Section 11</u> : Corporation, Power and Responsibilities of the Board Development Committee	11
<u>Section 12</u> : Composition, Powers and Responsibilities of the Financial Development Committee	11
<u>Section 13</u> : Compensation, Power and Responsibility of the Diversity, Inclusion & Global Committee	12
<u>Section 14</u> : Staff Assignment to Each Committee.....	12
<u>Section 15</u> : Advisory Persons	12
<u>Section 16</u> : Non-Board Committees	12
ARTICLE VII - INDEMNIFICATION	12
<u>Section 1</u> : Indemnification.....	12
ARTICLE VIII - BRANCHES	13
<u>Section 1</u> : Establishment.....	13
<u>Section 2</u> : Supervision and Planning of Activities	13
<u>Section 3</u> : Composition of Advisory Boards	13
<u>Section 4</u> : Officers, Method of Selection, and Term of Office.....	14
<u>Section 5</u> : Meetings	14
<u>Section 6</u> : Election	15
ARTICLE IX - BOARD OF TRUSTEES	15
<u>Section 1</u> : MANAGEMENT	15
<u>Section 2</u> : MEMBERSHIP	15
<u>Section 3</u> : MEETINGS	16
<u>Section 4</u> : POWERS	17
<u>Section 5</u> : OFFICERS.....	17
<u>Section 6</u> : COMMITTEES OF THE BOARD OF TRUSTEES.....	18
<u>Section 7</u> : CONFLICT OF INTEREST	19
<u>Section 8</u> : INDEMNIFICATION	19

ARTICLE X - EMPLOYED STAFF..... 19
 Section 1: Method of Selection..... 19
 Section 2: Selection and Responsibilities 19
 Section 3: Responsibilities of Branch Executives 19
ARTICLE XI - ADDITIONAL RESPONSIBILITIES - FINANCE/AUDIT COMMITTEE 20
ARTICLE XII - AMENDMENTS..... 21
 Section 1: Amendments 21

BY-LAWS

YOUNG MEN'S CHRISTIAN ASSOCIATION BUFFALO NIAGARA d/b/a YMCA BUFFALO NIAGARA

ARTICLE I - NAME AND PURPOSE

Section 1:
Name The name of this organization shall be "Young Men's Christian Association Buffalo Niagara d/b/a YMCA Buffalo Niagara," referred to in these By-Laws as the "Association".

Section 2:
Purpose The Association, originally founded as a worldwide fellowship united by a common loyalty to Jesus Christ for the purpose of developing Christian personality and building a Christian society, welcomes into its membership and service, men and women, boys and girls of all ages, of all races, of all nations and of all religions. The Association encourages these persons to follow the moral principles of their own faith that they may achieve their highest potential as children of God. The Association is a charitable corporation as defined in the New York Not-for-Profit Law.

ARTICLE II - MEMBERSHIP

Section 1:
Class of members The members of this Association shall be those individuals who comply with the provisions of these By-Laws and the membership regulations as prescribed from time to time by the Board of Directors of the Association, referred to hereinafter as the "Board of Directors" or the "Board".

Section 2:
Qualifications for Voting Members Voting membership in this Association shall be open to any individual at least 18 years of age who complies with the requirements of the Certificate of Incorporation of the Association and the membership regulations prescribed from time to time by the Board.

Section 3:
Suspension
Expulsion Members may be suspended or expelled in accordance with the provision of the Association's membership regulations.

ARTICLE III - MANAGEMENT AND POWERS

Section 1:
Management The management of this Association shall be vested in the Board of no less than twelve (12) or more than forty (40) individuals who are eighteen years of age or over, plus the elected Chairs of the Branch

Advisory Boards (as defined in Article VIII hereof). The election of Directors shall be by vote of the qualified members of the Association annually as provided for in these By-Laws.

Directors shall serve without compensation of any kind.

Section 2:
Powers

The Board shall have and exercise all the powers necessary to conduct the work and policies of the Association in all details including, without limitation:

- (a) Establish policies and procedures for the overall management of the affairs of the Association;
- (b) Establish the Association's annual goals and approve its operating budget;
- (c) Determine the priority programs within the Association's goals which shall be conducted on an annual basis by each Branch;
- (d) Have the power to establish, merge, relocate or disband functional or geographic Branches;
- (e) Approve or disapprove the election of officers and members of each Branch's Advisory Board;
- (f) Have the authority to enter into all contractual agreements including performance contracts, funding agreements or partnerships necessary to carry out the programs of the Association;
- (g) Have the authority to make and amend these By-Laws which are consistent with the Certificate of Incorporation and New York Not-For-Profit Corporation Law and are subsequently approved by a quorum of voting members at the next Association Annual Meeting.

Section 3:
Board
Vacancies

The Board shall have power to fill, for unexpired terms, all vacancies occurring on the Board between annual elections, such appointments to be ratified by the membership at the next Association Annual Meeting.

Section 4:
Nominations

- (a) Vacancies Caused by Nominations for Directors to fill vacancies existing because of the expiration of terms shall be made by the Board Development

Expired Terms

Committee to be appointed by the Chairperson of the Board, at least thirty (30) days prior to the date of election. This Committee shall consist of a minimum of three Directors. The Chairperson of the Board shall designate the Chairperson of the Committee. The Committee shall present to the Annual Meeting of the Association one nomination for each vacancy on the Board and shall, in addition, present any other nomination which may have been proposed by any one hundred voting members of the Association. Each such proposal shall give the name, address of the nominee, his or her Branch membership, if applicable, and the name and address of each proposer, and shall be submitted in writing and sent to reach the Chairperson of the Board Development Committee at the Association's Headquarters not later than noon of the first business day of January of each year.

(b)
Notice of Nominations

The Board Development Committee shall cause a list of all nominations to be announced in publications of YMCA Buffalo Niagara, and posted on each Branch Bulletin Board and the website of the Association, and otherwise, as the Committee may determine, with the intent that the list of nominees receive as much publicity as reasonable.

Section 5:
Election of
Directors

Directors shall be elected to fill vacancies then existing as a result of expiration of terms or otherwise at the Annual Meeting of the Association. The Directors shall be elected for terms of three years, one-third being elected each year. Newly elected Directors shall take office at the first meeting of the Board following their election and shall hold office until their successors are elected.

Directors may be elected for a maximum of three consecutive terms of office, following which they must remain off the Board for at least one year before becoming eligible for re-election.

Directors who are elected to fill an unexpired term shall, upon completion of the term, be eligible for a three year term which shall be considered as a first term.

Notwithstanding anything to the contrary in these By-Laws, if a Director is elected to serve as an Officer of the Association, but would otherwise no longer be eligible to serve as Director as his/her term as a Director is expiring or has expired, he/she may act as such Officer and serve as a Director until such time as his/her term as an Officer expires.

No employee of the Association shall serve as Chair of the Board or hold any other title with similar responsibilities, unless the Board

approves such employee serving as Chair of the Board by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval; provided, however, that no such employee shall be considered an Independent Director.

Section 6:
Conduct of
Elections

The Board Development Committee shall have charge of the election and shall certify the returns to the Board.

Section 7:
Meetings

(a)
Regular Meetings

Regular meetings of the Board of Directors shall be held at least four (4) times a year at a time and place to be determined by the Board.

(b)
Special Meetings

Special meetings of the Board may be called by the Chairperson of the Board or shall be called by him/her upon the written request of at least three Directors. Such request shall specify the purpose of the meeting, which shall be incorporated in the notice thereof. No business shall be transacted at any special meeting except that for which the purpose is appropriately noticed.

(c)
Notice of Meetings

Notice of any regular or special meeting, or of any adjourned meeting, shall be deemed to be sufficiently given if deposited in the mail at least five (5) business days before any such meeting addressed to each Director at his/her Post Office address as it appears on the records of the Association and/or sent by electronic mail or facsimile, as long as a Director has agreed to receive notices of meetings by means other than a mailing.

(d)
Quorum

Nine voting Directors present at a meeting shall constitute a quorum. Should a quorum not be present at the time fixed for any meeting, the members present may adjourn the meeting to another time and any business which could be transacted at such meeting may be transacted at the adjourned meeting if a quorum is present.

(e)
Order of Business

The order of business of each regular meeting of the Board of Directors shall be determined by the Chairperson and the President of the Association.

(f)
Participation - Telephonic
and Video Conferencing

Directors may participate in Board or committee meetings by telephonic conference call or video conferencing as long as everyone participating can hear each other at the same time and the remote Director has the ability to participate fully.

(g)
Waiver of Notice of
Meeting

Notice of a meeting of the Board or a committee thereof need not be given to any Director who submits a waiver of notice, whether before or after the meeting. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including, without limitation, facsimile signature. If electronic, the transmission of the consent must be sent by electronic email and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 8:
Related Party
Transaction

(a)
Related Parties and
Related Party Transaction

Any contract or other transaction between the Association and one or more Related Parties (as defined herein) must be determined by the Board, or an authorized Committee thereof, to be fair, reasonable and in the best interest of the Association at the time of its approval. A Related Party is (i) a Director, Trustee, Officer or key person of the Association, (ii) any relative of a Director, Trustee, Officer or key person of the Association, or (iii) any business entity in which a person described in clauses (i) or (ii) has a 35% or greater ownership interest. Related Party Transaction means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which the Association is a participant, except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the related party's financial interest in the transaction is de minimis, (ii) the transaction would not customarily be reviewed by the Board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Association intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

(b)
Requirements

In determining whether the contract or other transaction is fair, reasonable and in the best interest of the Association, the Board shall:

(A) Consider alternative transactions to the extent reasonably possible;

(B) Approve the transaction by a majority of Directors or Committee members excluding any interested Directors at a meeting

at which a quorum is present; and

(C) Document in writing the basis for the Board or authorized Committee's approval, including discussions of any other proposals considered by the Board.

The relevant and material facts as to the Related Party's interest in such contract or transaction shall be fully disclosed in good faith in advance to the Board, or an authorized Committee thereof, and such facts shall be reflected in the minutes of the Board's meeting. Any interested Director shall not be present at such time as a vote is taken. A relative is defined as an individual's spouse, domestic partner, child, grandchild, great-grandchild, sibling, half-sibling, ancestor, or the spouse of the individual's child, grandchild, great-grandchild or sibling.

(c)
Existing Agreements

Nothing in the foregoing provision shall be taken to affect existing contracts or transactions at the time these By-Laws are adopted or amended, provided that such agreements or arrangements are competitive with the prevailing custom of the industry or trade. The determination whether a transaction is competitive with the prevailing custom of the industry or trade will be made by a majority of the Directors present at a meeting at which a quorum is present, and any interested Director shall not be counted in determining the presence of a quorum and in determining the vote, and any interested Director shall not be present at such time as the vote is taken.

(d)
Annual Review

Each Director, Trustee and Officer shall acknowledge annually in writing to the Secretary that he or she has read, understood the provisions of Paragraph (a) of this Section and has executed a Conflict of Interest Statement in such form as required by the New York Not-For-Profit Corporation Law and as the Board shall prescribe.

Section 9:
Discipline

The President, in the case of a member of the Association, and the Board in the case of Director, shall act upon any charges of misconduct, disorder or neglect of duty on the part of any member of the Association or Director which adversely impacts upon the achievement of the goals and objectives of the Association. The decision of the President or Board, as the case may be, with respect to any such charges shall be determinative of the issue and not subject to review. Directors may be removed for cause by a majority vote of the entire Board of Directors where any such Director shall not be present at the time the vote is taken.

Section 10:
Compensation To the extent the Board determines the compensation of any employee of the Association, that employee may not participate in the deliberations or the voting on his/her own compensation. However, the employee may initially be present for the sole purpose of providing background information.

Section 11:
Action Without a Meeting Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by each Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, without limitation, a facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or the committee.

ARTICLE IV - MEETINGS OF THE ASSOCIATION

Section 1:
Annual Meeting The Annual Meeting of the Association shall be held prior to May 31st of each year at a time and place to be determined by the Board. The notice of the Annual Meeting of the Association, stating the time and place at which it shall be held, shall be posted on the bulletin boards of each of the Branches and the Association's website not less than twenty (20) days before the date of the meeting.

Section 2:
Special Meetings Special meetings of the Association may be called by the Chairperson of the Board, by order of the Board or upon the written request of fifty (50) voting members of the Association. The notice for all special meetings shall specify the purposes thereof and be posted on the bulletin boards of each of the Branches and the Association's website not less than ten (10) days before the date of the meeting. No business shall be transacted at any such special meeting except that for which the call is issued.

Section 3:
Quorum Fifty members eligible to vote shall constitute a quorum at any meeting of the Association.

Section 4:
Voting All members of the Association shall be entitled to attend and participate in the meetings thereof. Only voting members shall have the right to vote at such meetings.

ARTICLE V - ELECTIVE OFFICERS

Section 1: The elective Officers of the Association shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as the Board may determine.
Designation

Section 2: Officers of the Association shall be any individual at least 18 years of age and may include members of the Board. However, no employee of the Association may hold the office of Chairperson of the Board.
Qualifications

Section 3: Officers of the Association shall be elected by the Board at their first meeting following the Annual Meeting of the Association each year.
Method of Selection

Section 4:
Term of Office

(a) Except as otherwise set forth herein, all elective Officers shall hold office for a term of two (2) years beginning on the date of their installation or until their successors are elected. Any Officer, however, may be removed by the Board at any time with or without cause by a majority of the entire Board of Directors. Any Officer elected to fill an unexpired term shall hold such office for the period of such unexpired term.
Terms of Office/Removal

(b) In the event that a Director's term expires prior to his/her term as an elective Officer, he/she shall remain as a member of the Board through the completion of his/her term of elective office.
Completion of Term of Office

Section 5: The Chairperson of the Board shall preside at all meetings of the Association and the Board. He/she shall have all the powers and duties specifically assigned to him/her by the provisions of these By-Laws, and in addition he/she shall serve ex-officio as a member of all committees of the Board, the Board of Management of each Branch, the Board of Trustees, and all organizations connected with the Association. He/she shall sign on behalf of the Association all leases, contracts and other legal documents of the Association, which have been approved by the Board of Directors unless the Board of Directors shall direct some other Officer to sign such documents. He/she shall report in writing to the Annual Meeting of the Association concerning the work of the Association during the preceding year.
Responsibilities of Chairperson

Section 6: The Vice-Chairperson shall have all the powers and perform all the duties of the Chairperson, in the absence or inability to act of the Chairperson. In the absence or inability to act of the Chairperson
Responsibilities of Vice-

Chairperson and the Vice-Chairperson, a Chairperson pro tem, to be elected by the Board of Directors, shall act and shall have all the powers and perform all the duties of the Chairperson until the Chairperson or the Vice-Chairperson is present and can act.

Section 7:
Responsibilities of Secretary The Secretary shall cause an accurate record be kept of all the transactions of the meetings of the Board, receive and file written reports made to the Board, and give proper notice of all regular, special and adjourned meetings.

Section 8:
Responsibilities of Treasurer The Treasurer shall be responsible for the receipt, custody, banking and disbursement of all funds of the Association for which the Board may be responsible, subject to such regulations and/or actions as may be prescribed by the Board and the Finance/Audit Committee. He/she shall serve as Chairperson of the Finance/Audit Committee.

ARTICLE VI - COMMITTEES OF THE BOARD

Section 1:
Method of Selection Within the period prior to the next scheduled meeting of the Board after the annual election of the Officers, the Board shall appoint the members of the Committees of the Board of Directors and designate the Chairpersons thereof for the ensuing year, subject to the approval of the Board, all in conformance with these By-Laws. The Board shall appoint the members of such Committee of the Board with the consent of a majority of the Board of Directors present at a Board meeting at which a quorum is present. In the case of the Executive Committee or similar committee however denominated, the appointment of the members of the Executive Committee require a majority vote of the entire Board, except if the Board has 30 or more members, in which case a vote of at least three-quarters of those present will be sufficient if there is a quorum of the Board present. All members of such Committees shall be members of the Board.

Section 2:
Standing Committees There shall be the following standing Committees of the Board:
(1) Executive
(2) Finance/Audit
(3) Human Resources
(4) Properties
(5) Program
(6) Board Development
(7) Financial Development
(8) Diversity, Inclusion and Global Committee

Section 3:
Other Board
Committees

The Chairperson of the Board, subject to the approval of the Board, may appoint such other standing or special committees as he/she may deem necessary from among members of the Board. The Chairperson shall designate the Chairperson of each such committee and shall designate the powers and duties of the committee. Each such committee shall report from time to time, and at least annually, to the Board and the President.

Section 4:
Committee
Meetings,
Quorum, etc.

Each Committee shall determine the time and place of its meetings. A majority of each committee shall constitute a quorum. When no quorum is present, business may be transacted subject to subsequent written consent by a majority of the members of the committee in the manner set forth in Article III, Section 11 hereof.

Section 5:
Reports to the
Board
of Directors

Each standing and special committee, upon request of the Chairperson or the President, shall submit a written report consisting of the minutes of its work to the Board or to the Executive Committee.

Section 6:
Composition,
Powers
and
Responsibilities
of the
Executive
Committee

The Executive Committee shall be composed of the Officers of the Association. The Chairperson of the Board shall act as Chairperson of the Executive Committee. The Executive Committee shall have all the powers of the Board and shall act on behalf of the Board between the meetings of the latter. It shall see that all instructions of the Board not referred to any other committee are promptly carried out including the work of the Branches. It shall be responsible for planning and supervising on behalf of the Board, the general policies of the Association, and for all matters for which specific responsibility has not been assigned to some other committee. It shall make nominations to the Board to fill vacancies in the membership of the Board occurring for reasons other than the expiration of terms. The President of the Association shall be executive officer of the Executive Committee and shall record and file the minutes of its meetings.

Section 7:
Composition,
Powers and
Responsibilities
of the
Finance/Audit
Committee

The Finance/Audit Committee shall be composed of at least three Independent Directors of the Board as defined in Article XI hereof including the Chairperson of the Board and the Treasurer.

It shall be responsible for planning and supervising, on behalf of the Board, all matters concerning the finances of the Association including income production; the receipt, custody, banking and disbursement of funds; purchasing; insurance; accounting; auditing, budget control; all matters involved in the preparation of the annual budget of the Association and for presenting such budget to the Board with its recommendation thereon; and for all other matters involved in the business management of the Association, except

those matters for which the Board of Trustees is responsible. It shall have power to make adjustments in the budget of the Association from time to time.

Article XI sets forth additional responsibilities of the Finance/Audit Committee.

Section 8:
Composition,
Powers and
Responsibilities
of the Human
Resources
Committee

The Human Resources Committee shall be composed of at least three members of the Board including the Chairperson of the Board.

It shall be responsible for consulting with and advising the President upon all matters affecting the staff including an annual review of their work. It shall be responsible, subject to the Board, for the setting of standards relating to the employment, remuneration, advancement, vacations and training of the staff.

Section 9:
Composition,
Powers and
Responsibilities
of the
Properties
Committee

The Properties Committee shall be composed of at least three members of the Board including the Chairperson of the Board.

It shall be responsible for overseeing all aspects of the care of the Association's properties, energy reduction measures and planning with the Trustees for new or renovated facilities. It shall make recommendations to the Trustees where applicable.

Section 10:
Composition,
Powers and
Responsibilities
of the Program
Committee

The Program Committee shall be composed of at least three members of the Board of Directors, including the Chairperson of the Board.

It shall be responsible for coordinating market research, program development, promotion, pricing and membership policies designed to increase the number of members participating in YMCA programs.

Section 11:
Corporation,
Power and
Responsibilities
of the Board
Development
Committee

The Board Development Committee shall be composed of at least three members of the Board of Directors including the Chairperson of the Board.

It shall be responsible for overseeing the Organization's Board development efforts as well as the responsibilities set forth in Article III, Section 4 of these By-Laws.

Section 12:
Composition,
Powers and
Responsibilities
of the Financial

The Financial Development Committee shall be composed of at least three members of the Board including the Chairperson of the Board.

It shall be responsible, subject to the Board, for the planning and

Development Committee	implementation of all financial development activities of the Association, including annual campaign, capital campaign, endowment development/planned giving, special events and grant writing.
<u>Section 13:</u> Compensation, Power and Responsibility of the Diversity, Inclusion & Global Committee	<p>The Diversity, Inclusion & Global Committee shall be composed of at least three members of the Board including the Chairperson of the Board.</p> <p>It shall be responsible for implementing organizational policies that strive to ensure access, inclusion and engagement for all members to reach their personal potential and live life to the fullest.</p>
<u>Section 14:</u> Staff Assignment to Each Committee	The President of the Association shall assign a staff person to each standing and special committee of the Board who shall record and file the minutes of the meetings of each such Committee to which he/she is assigned, and shall otherwise help the committee in the development and implementation of policies, but shall have no authority to vote.
<u>Section 15:</u> Advisory Persons	Individuals other than Directors of the Board may be invited to attend some or all meetings of any committee of the Board to act in an advisory capacity with no authority to vote.
<u>Section 16:</u> Non-Board Committees	Committees other than committees of the Board shall be committees of the Association. Such committees of the Association shall be elected or appointed by the Directors when appropriate, but no such committee shall have the authority to bind the Board.

ARTICLE VII - INDEMNIFICATION

<u>Section 1:</u> Indemnification	The Association shall indemnify each person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Director, Trustee or Officer of the Association, or, while a Director, Trustee or Officer, serves or served, at the request of the Association, any other Association, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and
--------------------------------------	---

deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, and provided further that no such indemnification shall be required with respect to any settlement or other nonadjudicated disposition of any threatened or pending action or proceeding unless the Association has given its prior consent to such settlement or other disposition.

The Association shall advance or promptly reimburse upon request any Director, Trustee or Officer seeking indemnification hereunder for all expenses, including attorneys' fees, reasonably incurred in defending any action or proceeding in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if such person is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced or reimbursed exceed the amount to which such person is entitled.

For the purposes of this Article VII only, Officers shall include Executive Vice Presidents appointed by the President in Article X.

This Article shall be given retroactive effect and the full benefits hereof shall be available in respect of any alleged or actual occurrences, acts, or failures to act prior to the date of the adoption of this Article. The right to indemnification or advancement of expenses under this Article shall be a contract right.

ARTICLE VIII - BRANCHES

- Section 1:** Establishment The Board may establish Branches for the conduct of the work of the Association at such times and places as the Board of Directors may determine. The Board may reorganize or discontinue any Branch. One or more units of work may be consolidated, defined and treated as one Branch, if the Board shall deem it advisable.
- Section 2:** Supervision and Planning of Activities The work of each Branch shall be planned and conducted in conformity with such rules and regulations as are adopted by the Board of Directors. General supervision of such work shall be by the President, the Board, the Committees and the Officers. The immediate administration of the work of each Branch shall be by its Executive Director under the direction of the President.
- Section 3:** Composition of Advisory Branch Advisory Boards:
- (a) Each Branch shall have a Branch Advisory Board constituted for the purpose of advising the President and the Branch

Boards

Executive Director of community needs in the branch service area, reviewing programs and services to meet those needs, and advancing the mission of the Y through fundraising and advocacy. Each Branch Advisory Board will consist of not fewer than nine (9) nor more than fifteen (15) individuals elected by the Branch Advisory Board at its first meeting following the association's Annual Meeting. Members of the Branch Advisory Board should be selected from both the community served by the Branch and members of the Branch being individuals at least 18 years of age.

- (b) The membership of the Branch Advisory Board shall be divided into three panels of members with one panel's term expiring each year upon completing a three year term.
- (c) The members of the Branch Advisory Board shall be eligible for membership for three (3) three year terms and at the expiration of the third term shall again be eligible for membership after they remain off the Branch Advisory Board for at least one (1) year.
- (d) Members of the Branch Advisory Board who are appointed to fill an unexpired term shall, upon completion of that term, be eligible for a three year term which shall be considered as a first term.

Section 4:
Officers,
Method of
Selection, and
Term of Office

The Officers of the Branch Advisory Board shall consist of a Chairperson, and one or more Vice Chairpersons.

Each Branch Advisory Board shall, at the first meeting following the association's Annual Meeting, organize and elect one Chairperson and one or more Vice-Chairpersons from its own membership for a period of one year or until their successors are elected.

Section 5:
Meetings

Regular meetings of the Branch Advisory Board shall be held at least quarterly (four times a year), at a time fixed by the majority of members.

Special meetings may be called by the Chairperson, the President of the Association, the Chairperson of the Board of Directors or by any Officer of the Branch Advisory Board upon written request of at least three of its members. All minutes of regular and special Branch Advisory Board meetings shall be recorded by the Branch Executive or his/her designee and filed with the President of the Association.

Section 6:
Election The manner of election of the Branch Advisory Board and of the Officers of each Branch shall be in accordance with the rules and regulations adopted by the Board of Directors subject to approval by the Board of Directors.

ARTICLE IX - BOARD OF TRUSTEES

Section 1:
MANAGEMENT The Board of Trustees shall support the mission and goals of YMCA Buffalo Niagara through the management of the Association's real property and endowment funds together with any gift, devise, or bequest.

Section 2:
MEMBERSHIP

(a)
Eligibility Membership on the Board of Trustees shall be open to any individual at least 18 years of age who complies with the Certificate of Incorporation of the Association and the membership requirements prescribed from time to time by the Board of Trustees.

(b)
Trustees The Board of Trustees shall consist of no less than six (6), or more than twelve (12), voting members-at-large plus the current Chair of the Board of Directors. The membership shall be divided into no less than three (3) panels of members with one panel expiring each year upon completing one three (3) year term. The members of the expiring panel shall again be eligible for election to another term of three (3) years with no term limits. A service year shall be July 1st to June 30th of the following year. A member may remain as a Trustee until his/her successor is elected. All Trustees shall serve without compensation.

(c)
Trustees Emeritus The Trustees Emeritus existing as of May 7, 2015 shall serve for the duration of their lifetime and will serve as voting members of the Board. Trustees Emeritus will not be included in the member-at-large category. No individual shall be appointed as a Trustees Emeritus after May 7, 2015.

(d)
Board Vacancies The Board of Trustees shall have the power to fill, for unexpired terms, all vacancies occurring in its number between annual elections.

(e) Nominations Nominations for Trustees to fill vacancies due to expiration of terms or the resignation or removal of a Trustee shall be made by a Nominating Committee to be appointed by the Chairperson of the Board of Trustees at least thirty (30) days prior to the date of the election. This committee shall be made up of three (3) Trustees. The Chairperson of Trustees shall appoint the Chairperson of the Nominating Committee. The Committee shall present to the Board of Trustees one (1) nomination for each vacancy at the next appropriate meeting of the Trustees. Trustees shall be elected by a majority of Trustees present at a meeting at which a quorum is present.

(f) Discipline The Board of Trustees shall act upon any charges of misconduct, disorder or neglect of duty on the part of any members of the Board of Trustees which adversely impacts upon the achievement of the goals and objectives of the Association. The decision of the Board of Trustees with respect to any such charges shall be determinative of the issue and not subject to review. Trustees may be removed for cause by a majority vote of all Trustees eligible to vote excluding the Trustee in question.

Section 3:
MEETINGS

(a) Regular Meetings Regular meetings of the Board of Trustees shall be held at least three (3) times a year at a time and place to be determined by the Board.

(b) Special Meetings Special meetings of the Board of Trustees may be called by any officer of the Board of Trustees, or shall be called upon written request of two (2) Trustees to the Chairperson. Such request shall specify the object of the meeting, which shall be incorporated in the notice thereof. No business shall be transacted at any special meeting except that for which the specific notice was given.

(c) Notice of Meetings Notice of any regular or special meeting or of any adjourned meeting, shall be deemed sufficiently given if deposited in the mail or electronically transmitted at least five (5) business days before the date of such meeting. Notwithstanding the foregoing, notice of a special meeting may be waived if all Trustees execute a waiver of notice document before or after a meeting.

(d) Meetings by Conference Telephone Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment as long as all persons participating in the meeting are able to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

- (e) At all meetings of the Board of Trustees, four (4) members shall constitute a quorum.
- (f) The order of business of each regular meeting of the Board of Trustees shall be determined by the Chairperson.

Order of Business

Section 4:
POWERS

The Board of Trustees shall have and exercise all the powers necessary to conduct the work and policies of the Association in all details including:

- a) Establishment of guidelines and procedures for the acquisition and disposition of real property;
- b) Establishment of policies and procedures for the acceptance of gifts of real property, securities, bequests or other negotiable instruments as well as the management of these assets;
- c) Management of the real property and endowment assets of the Association. The Board of Trustees shall endeavor to maximize the return on the assets of the Association, real property, endowment, or otherwise, consistent with the mission and goals of the Association;
- d) Have the authority without needing approval of the Members or Board of Directors to make and amend Article IX of the By-Laws upon a two-thirds vote of the Board of Trustees, as long as any amendments do not conflict with the Articles of Incorporation.

Section 5:
OFFICERS

- (a) Designation The elective officers of the Board of Trustees shall be a Chairperson, Vice Chairperson, Treasurer, Secretary and such other officers as the Board of Trustees may determine.
- (b) Method of Selection The officers of the Board of Trustees shall be elected by the Board of Trustees no later than the second meeting following the Annual Meeting of the Association each year.
- (c) Term of Office/Removal Except as otherwise set forth herein, all elective officers shall hold office for a term of two (2) years beginning on their date of installation or until their successors are elected. The Board of Trustees, however, may remove any officer at any time, for reasons of misconduct, disorder or neglect. Any officer elected to fill an unexpired term shall hold such office for the period of such unexpired time.

(d) Responsibilities of Chairperson

The Chairperson shall preside at all meetings of the Board of Trustees. He/she shall have all the powers and duties specifically assigned to the Chairperson by the provisions of these By-Laws, and in addition he/she shall serve ex-officio as a member of all committees of the Board of Trustees. He/she shall sign on behalf of the Association all leases, contracts and other legal documents of the Association, which have been approved by the Board of Trustees unless the Board of Trustees shall direct some other Trustee or Officer of the Association to sign such documents.

(e) Responsibilities of Vice-Chairperson

The Vice-Chairperson shall have all the powers and perform all the duties of the Chairperson, in the absence or inability to act of the Chairperson. In the absence or inability to act of the Chairperson and the Vice-Chairperson, a Chairperson pro tem, to be elected by the Board of Trustees, shall act and shall have all the powers and perform all the duties of the Chairperson until the Chairperson or the Vice-Chairperson is present and can act.

(f) Responsibilities of Secretary

The Secretary shall see that an accurate record be kept of all the transactions of the meetings of the Board of Trustees, receive and file written reports made to the Board of Trustees, and give proper notice of all regular, special and adjourned meetings.

(g) Responsibilities of Treasurer

The Treasurer shall be responsible for the receipt, custody, banking and disbursement of all funds of the Association for which the Board of Trustees may be responsible, subject to such regulations as may be prescribed by the Board of Trustees and the Investment and Finance Committee. He/she shall serve as Chairperson of the Investment and Finance Committee.

Section 6:
**COMMITTEES
OF THE BOARD
OF TRUSTEES**

(a) Appointment of Committees

Within thirty days after the general election of officers, the Chairperson shall appoint the Committees of the Board of Trustees and designate the Chairpersons thereof for the ensuing period, subject to the approval of the Board.

(b) Other Board Committees

The Chairperson, subject to the approval of the Trustees, may appoint such other standing or special committees as he/she may deem necessary from among the members of the Board of Trustees. The Chairperson shall designate the Chairperson of each such committee and shall designate the powers and duties of the committee. Each such committee shall report from time to time, and at least annually, to the Board of Trustees and the President of the Association.

(c)
Composition, Powers and
Responsibilities of the
Investment and Finance
Committee

The Investment and Finance Committee shall be composed of at least four (4) members of the Board of Trustees including the Treasurer. This Committee shall be responsible for planning and supervising, on behalf of the Board of Trustees, all matters concerning the investment, management and distribution of the endowment assets of the Association and for all other matters involved in the business management of the Association, except those matters for which the Board of Directors is responsible.

Section 7:
CONFLICT OF INTEREST

The members of the Board of Trustees shall be subject to the terms of the Association’s Conflict of Interest Policy.

Section 8:
INDEMNIFICATION

The members of the Board of Trustees shall be indemnified pursuant to Article VII of these By-Laws.

ARTICLE X - EMPLOYED STAFF

Section 1:
Method of
Selection

All Staff members of the Association shall be employed for such periods and under such standards, terms and conditions as are determined by the President in accordance with the Association’s Personnel Policy.

Section 2:
Selection and
Responsibilities

The President shall be employed by the Board and shall be the Chief Executive Officer of the Association. The President shall be directed by the Board and shall be responsible for the general direction and control of the work of the Association. He/she shall employ the other staff of the Association including Executive Vice Presidents. He/she shall perform such other duties and observe such relations and limitations as may be prescribed by these By-Laws or as are directed from time to time by the Board. He/she shall be an ex-officio member of all Committees of the Board, of the Association and of the Branches. The President’s employment with the Association can only be terminated by a majority vote of the entire Board of Directors.

Section 3:
Responsibilities
of
Branch
Executives

Branch Executives shall be under the direction of the President of the Association and he/she shall be responsible for the general direction of the operations of the Branch.

ARTICLE XI - ADDITIONAL RESPONSIBILITIES - FINANCE/AUDIT COMMITTEE

In addition to the responsibilities set forth in Section 7 of Article VI hereof, the following responsibilities shall be applicable to the Finance/Audit Committee:

(a) The Finance/Audit Committee, comprised solely of Independent Directors, shall oversee the accounting and financial reporting processes of the Association and the audit of the Association's financial statements in accordance with the requirements of this Article. The Finance/Audit Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

(b) The Finance/Audit Committee shall, in addition to those responsibilities set forth in paragraph (a) of this Article, (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: (A) any material risks and weaknesses in internal controls identified by the auditor; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Association's accounting and financial reporting processes; (3) annually consider the performance and independence of the independent auditor; and (4) report on the committee's activities to the Board.

(c) The Finance/Audit Committee shall oversee implementation of and compliance with any conflict of interest policy or whistleblower policy adopted by the Association if this function is not otherwise performed by another committee of the Board comprised solely of Independent Directors.

(d) Only Independent Directors may participate in any Board or committee voting relating to matters set forth in this Article.

(e) For purposes of these By-Laws, an Independent Director means a Director who: (i) is not, and has not been within the last three years, an employee or a key person of the Association or an affiliate of the Association, and does not have a relative who is, or has been within the last three years, a key person of the Association or an affiliate of the Association; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the

Association or an affiliate of the Association; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current Officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Association or an affiliate of the Association if the amount paid by the Association to the entity or received by the Association from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of \$10,000 or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than \$500,000; \$25,000 if the entity's consolidated gross revenue was \$500,000 or more but less than \$1,000,000; \$100,000 if the entity's consolidated gross revenue was \$1,000,000 or more; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Association's outside auditor or who has worked on the Association's audit at any time during the past three years. For purposes of this subparagraph, the terms: "compensation" does not include reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by paragraph (a) of section 202 (General and special powers) of the New York Not-for-Profit Corporation Law; and "payment" does not include charitable contributions, dues or fees paid to the Association for services which the Association performs as part of its nonprofit purposes, or payments made by the Association at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Association are available to individual members of the public on the same terms, and such services received by the Association are not available from another source. For purposes of this section, the terms "key person", "affiliate" and "relative" shall have such meanings as ascribed to them in the New York Not-for-Profit Corporation Law, as may be amended from time to time.

ARTICLE XII - AMENDMENTS

Section 1: These By-Laws may be amended by two-thirds vote of the members
Amendments of the Board present at any regular or special meeting of the Board.

Any amendment so adopted by the Board of Directors shall be presented to the next Annual Meeting of the Association held pursuant to Section 1, Article IV of these By-Laws or any special meeting held pursuant to Section 2, Article IV of these By-Laws, and if approved by a majority of the members present and voting, shall at that time constitute an amendment to the By-Laws.

Approved by Board of Directors, April 28, 2021
Approved by the Membership of the Association, May 5, 2021

Doc #01-2746808.14