

Draft (a/o 4-11-17)

By-Laws of the Young Men's Christian Association of Trenton, Inc.

Article I. Corporate Name and Offices

Section 1.

The name of this corporation is the Young Men's Christian Association of Trenton, Inc., hereinafter the "Trenton YMCA".

Section 2.

The principal office of this organization is located at 431 Pennington Avenue, City of Trenton, New Jersey.

Section 3.

The registered agent of the YMCA is Michael G. Donahue located at c/o Stark & Stark, 993 Lenox Drive, Lawrenceville, New Jersey 08648.

Article II. Membership in the National Council of Young Men's Christian Associations of the United States of America

Section 1.

The Trenton YMCA shall be a member association of the National Council of Young Men's Christian Associations of the United States of America ("National Council") and participate in the national and international YMCA movement.

Section 2.

The Trenton YMCA shall adhere to the requirements for membership in the National Council and shall demonstrate its support for the cause and the reputation of the YMCA Movement.

Article III. Exempt Purpose

Section 1.

The Trenton YMCA is a nonprofit, 501(c)(3) charitable organization that strengthens community through its focus on youth development, healthy living, and social responsibility. We welcome all members of the public to join, support and volunteer at the YMCA.

Section 2.

The Trenton YMCA shall conform to all rules and requirements of a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to the non-profit requirements of the State of New Jersey. It shall ensure that its earnings do not inure to the benefit of any private shareholder or individual and shall refrain from participating in political campaigns or partisan politics.

Article IV. Membership

Section 1.

Who May be Members

The Trenton YMCA is committed to a culture of diversity and inclusion. All persons are welcome to become members of the Trenton YMCA; membership is open to all and financial assistance is available for those who cannot afford the full membership fee. The Board of Directors may establish categories, criteria, fees, and requirements for membership. Members do not have voting rights.

Section 2.

Termination of Membership

As a private membership organization, the YMCA reserves the right to remove members whose behavior does not conform to member requirements, including the YMCA's core values of caring, honesty, respect, and responsibility.

Section 3.

Meeting of Members

The President may schedule a meeting of the Trenton YMCA membership at any time. Notice of a membership meeting shall be given in a reasonable manner as directed by the President.

Article V. Management by Volunteer Board of Directors

Section 1.

Number of Directors

The management of the Trenton YMCA shall be vested in a volunteer Board of Directors of not less than 9 or more than 21 persons. The YMCA will endeavor to have a board that is diverse, reflective of the community, and that possess the necessary skill sets to assure the YMCA can effectively meet community needs.

Section 2.

Powers of Directors

The Board of Directors shall supervise and control the business and affairs of the organization. The board may hold or dispose of property, real or personal, as may be given, devised, or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire, and dispose of such property as may be necessary to carry out the purposes and programs of the corporation.

Section 3.

Duties and Compensation

Members of the board owe a legal fiduciary duty to the YMCA and shall act only in the YMCA's best interest. The board shall act as a body; no individual director may speak or act on behalf of the board unless authorized by the board. Board members shall respect the confidentiality of board deliberations and shall support decisions voted by the board even when the board member dissented in the vote. No board member shall accept, directly or indirectly, compensation for duties performed as a board member. However, reasonable expenses shall be reimbursed.

Section 4.

Branches (if applicable)

The Board of Directors may establish or disband operations or branches and may establish policies for their governance so long as they conform to the requirements of the Y-USA National Committee on Membership Standards.

Section 5.

Election of Directors

Directors shall be chosen annually and from time-to-time to fill any vacancy by a majority vote of the fully constituted membership of the Board of Directors at a time and place fixed by the board.

Section 6.

Nominations

The board governance committee shall submit names of persons to be voted upon at the next annual election of directors, or, to fill a board member's unexpired term, at a regular or special board meeting.

Section 7.

Term of Office

Directors shall hold office for three years, or until their successors are elected unless, prior to then, they have resigned or been removed from office. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

Section 8.

Term Limits

A Director shall be limited to three consecutive three year terms but shall be eligible for future terms after not serving as a board member for a full year thereafter. Term limits shall commence with the date of adoption of these bylaws.

Section 9.

Removal from Office

A director or officer may be removed from office, with or without cause, by a three-fourths vote of the fully constituted membership of the Board of Directors at a regular or special meeting. Election or appointment of a board member shall not itself create any contractual rights.

Section 10.

Resignation from Office

Any director or officer may resign at any time by giving written notice to the President/Chief Volunteer Officer or his/her duly appointed designee. Any such resignation shall be effective upon submission or at a time specified in the notice of resignation.

Section 11.

Vacancies

The Board of Directors shall have the power to fill the unexpired term of any board member occurring between annual elections.

Section 12.

Evaluation of Board

The board governance committee shall review the performance of each individual Director annually based on criteria the committee establishes and the President approves. Directors shall at least every other year evaluate their own performance and the composition of the board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new directors and otherwise.

Section 13.

Employment and Evaluation of Chief Executive Officer

The board shall employ a Chief Executive Officer who meets the qualifications required by the National Council of Young Men's Christian Associations of the United States of America (Y-USA). The board shall determine a compensation that satisfies the IRS rebuttable presumption test: 1) review and approval by independent persons; 2) comparability data; and 3) contemporaneous substantiation of its deliberations and decision.

The board shall annually review the performance of the Chief Executive Officer against measurable goals and outcomes.

The Chief Executive Officer shall report to the Board of Directors on all matters affecting the Trenton YMCA, shall be a full time employee and shall perform the duties of a YMCA CEO and such other duties as are assigned by the Board of Directors. All other employees of the Trenton YMCA shall be hired by the Chief Executive Officer in accordance with the policies set by the Board of Directors.

Article VI. Officers of the Board of Directors

Section 1.

Officers

The officers of this YMCA shall be a Chief Volunteer Officer (CVO)/President of the Board, Vice Chief Volunteer Officer and Vice President (CVO/VP), Secretary, and Treasurer. The board may appoint such other assistant officers as it deems necessary and such officers shall have the authority prescribed by the board.

Section 2.

Election and Terms of Office

All officers shall be elected by the board at the annual meeting of the Trenton YMCA and shall hold a two year term of office or until his/her successor is elected and qualified.

Section 3.

Officer's Duties

Chief Volunteer Officer/President of the Board. The CVO/President shall preside at all meetings of the Board of Directors, and he or she or his/her designee from the Board shall be an ex-officio member of all board committees. He or she shall generally supervise the business of the YMCA and shall execute documents on its behalf. [The CVO shall appoint all committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Vice Chief Volunteer Officer/Vice President. The Vice CVO/VP shall act in the absence or disability of the CVO. The Vice CVO shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the CVO.

Secretary. The Secretary, together with the CVO or Vice CVO, shall execute such legal papers, documents, or instruments as authorized by the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Treasurer. The Treasurer shall oversee the fiscal affairs of the corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.

Removal from Office

An officer may be removed from office, with or without cause, by a three-fourths vote of the fully constituted membership of the Board of Directors at a properly noticed meeting. Election or appointment of an officer shall not itself create any contractual rights.

Section 5.

Resignation from Office

Any officer may resign at any time by giving written notice to the President/Chief Volunteer Officer or his/her designee. Any such resignation shall take place at the time specified therein.

Section 6.

Vacancies

The Board of Directors shall have the power to fill any unexpired terms occurring between annual elections at any regular or special meeting called for such purpose.

Article VII. Committees and Advisory Boards

Section 1.

Establishment of Committees

The CVO/President may establish one or more standing or special committees or a task force and may appoint the members and chairs of all committees and task forces. Unless otherwise determined by the board, all committees shall be approved by the board and report their acts and proceedings to the Board of Directors.

Section 2.

Composition and Authority of Committees

Board committees shall be composed of a majority of members of the board and shall be chaired by a member of the board. Committees shall have such authority as is delegated to them by resolution of the board, but no committee shall have authority to fill or create vacancies on the board, amend these Bylaws, approve mergers, dissolution or other major decisions. Committees have no authority to amend or repeal any board resolution.

Section 3.

Advisory Committees and Task Forces

The CVO/President with the advice and consent of the Board may establish advisory committees and task forces composed of persons who are not directors to advise the Board on matters of interest. Such advisory committees and task forces have only such authority as they are given by the Board and have no authority to bind the YMCA.

Section 4.

Committee Meetings

Unless otherwise directed by the Board, committees shall set their own meeting schedules and notice provisions as authorized by law. A majority of the committee members shall constitute a quorum*.

Article VIII. Meetings of the Board of Directors

Section 1.

Regular Meetings Frequency

The board shall meet a minimum of six times annually but can meet more frequently as agreed to by the board. The Board shall adopt a schedule for its regular meetings to take place in the YMCA's subsequent fiscal year no later than the last Board meeting held in the YMCA's then current fiscal year.

Section 2.

Special Meetings

Special meetings of the board may be called by the CVO/President or by at least 30 percent of the board at any time. At least seven days' notice stating the time, place and purpose of any special meeting shall be given to members of the board. In the event of an emergency as he/she determines, the President/CVO may call a special meeting on less than seven days' notice.

Section 3.

Notice of Meetings

Whenever notice is required, it shall be given in writing by facsimile transmission and electronic mail to each board member, by facsimile number or e-mail address as it appears on the records of the corporation. Each director shall supply to the Secretary a facsimile number and e-mail address for the purpose of notice. The notice shall specify the place, day and hour of the meeting and any other information which may be required, including, in the case of a special meeting, the nature of the business to be transacted. Notice shall be deemed to have been given when facsimile transmission and/or electronic mail, is dispatched to each facsimile number and e-mail address on file with the Secretary..

Section 4.

Waiver of Notice

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.

Quorum

At any meeting of the directors of the corporation, forty (40%) percent of all directors shall constitute a quorum. Acts of a majority of the directors present at a duly convened meeting at which a quorum is present shall be acts of the board, unless otherwise provided in these Bylaws.

Section 6.

Vote

Every director shall be entitled to one vote. Voting by proxy is not permissible. Unless otherwise provided in these Bylaws, a vote of the majority of the board at a duly convened meeting shall be binding.

Section 7.

Attendance Policy

The Trenton YMCA Board is an active, working board and attendance, absent an excuse accepted by the CVO, is mandatory. Three unexcused absences within nine months shall entitle the board to remove such member or officer from the board by majority vote of the fully constituted board.

Section 8.

Meetings by Teleconference

Directors may participate in and act at any meeting of the board or its committees through the use of a telephone conference or other similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation by this method shall constitute attendance and presence in person at the meeting of the person(s) so participating.

Section 9.

Actions without a Meeting

Any action requiring a vote or permitted to be voted on at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the board or committee vote unanimously in writing to take the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the board or of the committee.

Section 10.

CEO Attendance at Board Meetings

By virtue of office, the CEO attends all board meetings. However, the CEO is not a member of the board, has no vote, and does not participate in any matter that might pose a conflict of interest, such as CEO compensation. The CEO shall not attend when the board goes into executive session.

Section 11.

Location of Meetings

Board meetings shall take place at a location in or within five miles of Mercer County.

Article IX. Financial Management and Fiscal Controls

Section 1.

Internal Controls

The Board of Directors shall establish such internal fiscal policies and controls as are necessary to assure the protection of the YMCA's assets.

Section 2.

Check Signing Authority (optional)

All checks over the amount of \$5,000.00 shall require two signatures, one of which shall be the CEO or his/her representative from the staff approved by the Board and the other shall be the CVO/President or such other board member authorized by board resolution.

Section 3.

Deposits

All funds of the Trenton YMCA, not otherwise employed, shall be deposited in such depositories as the Board of Directors may determine. Separate accounts that are not under the control of the board are prohibited.

Section 4.

Financial Reports

The Board of Directors shall regularly review the financial condition of the Trenton YMCA and shall seek such information from its accountants and auditors, including an audit report prepared by a qualified independent auditor annually, as will allow it to have a full understanding of the fiscal health of the organization.

Section 5.

Fiscal Accountability

The Board of Directors has the legal and fiduciary responsibility to exercise due care and prudence in the financial affairs of the organization. To that end, the Finance Committee shall review and oversee

the procedures and controls created and utilized by management to ensure safe and sound financial practices. Subject to Board approval, the Finance Committee will also engage an external auditor to perform an annual audit as a necessary check on the internal control environment. The Board shall exercise appropriate stewardship, including the purchase of insurance protection. The Trenton YMCA is a non-profit public charity and its assets must be protected so that it may continue to serve the community at present and into the future.

Article X. Indemnification

To the fullest extent allowed by law, the Trenton YMCA will indemnify any current or former director or officer, and may by resolution indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, employee, or volunteer acting on behalf of the YMCA. Notwithstanding the foregoing, there shall be no indemnification for gross negligence, intentional misconduct or criminal conduct.

In the absence of gross negligence, intentional misconduct or criminal conduct, the Trenton YMCA shall advance expenses and/or undertake the defense itself, but such expenses shall be repaid if it is ultimately determined that an officer, director, employee, or volunteer was not entitled to such indemnification.

The Board of Directors shall authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or other agent against any liability incurred by him or her which arises out of the person's status with the YMCA.

Article XI. Mergers

Decisions on whether this YMCA shall merge with another entity shall require a greater than 80 percent vote of the fully constituted membership of the Board of Directors. Any such action shall be done in accordance with the law of the State of New Jersey governing non-profit, charitable organizations.

Article XII. Dissolution or Bankruptcy

Decisions on whether the Trenton YMCA shall dissolve shall require a greater than 80 percent vote of the fully constituted membership of the Board of Directors. Any such action shall be done in accordance with the law of the State of New Jersey governing non-profit, charitable organizations.

Decisions on whether this YMCA shall file bankruptcy require a two-thirds vote of the fully constituted membership of the Board of Directors. Any such action shall be done in accordance with federal and state law.

Article XIII. Disposition of Assets

Should the Trenton YMCA dissolve, the remaining assets of the corporation shall be transferred to one or more other corporations, societies, or organizations engaged in activities substantially similar to those of this YMCA, primarily serving the City of Trenton area and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code or regulation), and also pursuant to the then applicable New Jersey statutes governing not-for-profit corporations and trust provisions.

Article XIV. Conflict of Interest

All board members shall enforce the YMCA's conflict of interest policy, shall annually disclose potential conflicts of interest in writing and shall report all potential conflicts that occur during the year for review by an independent body appointed by the CVO/President.

Article XV. Amendment of Bylaws

These Bylaws may be amended by a majority of the fully constituted board with proper notice of proposed amendments having been first given.

Article XVI. Force and Effect

These Bylaws are subject to the provisions of the State of New Jersey corporate laws for non-profit corporations and the Articles of Incorporation of the Trenton YMCA as they may be amended from time to time. If any provision in the Bylaws is inconsistent with a provision of the state law or Articles of Incorporation, the provision of the state act or the Articles of Incorporation shall govern to the extent of such inconsistency.

Article XVII. Rules of Procedure

The YMCA shall use *Roberts Rules of Order* as its parliamentary guide and shall govern in accordance with its procedures so long as they do not conflict with the provisions of these Bylaws or governing legal authority.

I hereby certify that I am the current Secretary of the Young Men's Christian Association of Trenton, Inc. ("Trenton YMCA") and these by-laws were approved by the Board of Directors of the Trenton YMCA on the _____ day of _____, 2017 in accordance with applicable procedures of the Trenton YMCA's by-laws repealed by the adoption of these by-laws.

Peter Toft, Secretary

Young Men's Christian Association of Trenton, Inc.