



YOUNG MEN'S CHRISTIAN ASSOCIATION AND WOMAN'S EDUCATIONAL AND INDUSTRIAL UNION OF AUBURN, NY BYLAWS

ARTICLE I – PURPOSES

Section 1 Purpose

The purposes for which this Corporation is organized are those set forth in the Certificate of Incorporation and any amendments to said articles.

Section 2 Mission

The Young Men's Christian Association and Women's Educational and Industrial Union of Auburn, N.Y. d/b/a Auburn YMCA-WEIU (Auburn YMCA) is a New York Not-For-Profit corporation with the mission to put Christian principles into practice through programs that build healthy spirit, mind and body for all.

Section 3 Limitations

The Corporation is also organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. Auburn YMCA is not formed for pecuniary profit or for financial gain. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section) of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 4

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

The Auburn 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.

The Auburn 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 II - MEMBERSHIP & MEMBERSHIP MEETINGS

Section 1

Classes of Membership Authorized

The Corporation shall have one class of members.

Section 2

Qualification of Members

The Corporation shall have one (1) class of members which shall have all voting rights of members under applicable law. The voting members shall consist of the following members of the Board of Directors of the corporation.

Section 3

Membership Dues

Each facility member shall be obligated to pay such membership dues as may be prescribed from time to time by the Board of Directors as needed.

Section 4

Annual Meeting

A meeting of the Members entitled to vote shall be held for the election of Directors and the transaction of business as determined by the Board of Directors.

The Board of Directors shall present at the Annual Meeting of membership a report (a) verified by the President and Treasurer or by a majority of the Directors, or (b) certified by a firm of independent accountants, showing in appropriate detail the following:

- (i) the assets and liabilities, including the trust funds, of the Corporation;
- (ii) the principal changes in assets and liabilities, including trust funds;
- (iii) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;
- (iv) the expenses or disbursements of the Corporation for both general and restricted purposes; and
- (v) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number and a statement of the place where the names and places of
- (vi) residence of the current members may be found.

The Annual Report needs to provide the above information as of the end of the twelve-month fiscal period terminating not more than six months prior to the meeting at which the Annual Report is presented. The Annual Report shall be filed with the records of the Corporation and a copy included in the minutes of the Annual Meeting.

Section 5

Special Meetings

Special meetings of the Members entitled to vote may be called at any time by the Board President, or a majority vote of the Board of Directors, at a meeting of the Board of Directors at

which a quorum is present or upon the written request of at least ten (10) percent of the Members of the Corporation qualified to vote at a member meeting when the request was signed.

Section 6

Place of Meetings

Meetings of the membership shall be held at the principal office of the Corporation or at such other place, within or outside the State of New York, as may be fixed by the Board of Directors. The Board of Directors may, in its sole discretion, determine that meetings of members may be held partially or entirely by means of electronic communication. The electronic service or platform shall be considered the place of the member meeting if the meeting is held solely by means of electronic communication. Any meeting held by means of electronic communication shall include reasonable measures:

- a) to verify that each person participating electronically is a member;
- b) to provide each member participating electronically with a reasonable opportunity to participate in the meeting, including an opportunity to propose, object to, and vote upon a specific action to be taken by the members, and to see, read or hear the proceedings of the meeting substantially concurrently with those proceedings; and
- c) record and maintain a record of any votes or other actions taken by electronic communication at the meeting.

Section 7

Notice of Meetings

Section 7.1 Written Notice

Written notice shall be given to Members entitled to vote of each meeting of the Membership. Written notice shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called. A copy of the notice of any meeting shall be given personally, by mail, or by electronic mail to each member entitled to vote at such meeting. If the notice is given personally, by first class mail, or by electronic mail, it shall be given not less than ten nor more than fifty days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at his address as it appears on the record of members, or, if he shall have filed with the secretary of the corporation a written request that notices to him be mailed to some other address, then directed to him at such other address. If mailed electronically, such notice is given when directed to the member's electronic mail address as it appears on the record of members, or other electronic mail address as filed with the secretary of the corporation.

Notwithstanding the foregoing, such notice shall not be deemed to have been given electronically (1) if the corporation is unable to deliver two consecutive notices to the member by electronic mail; or (2) the corporation otherwise becomes aware that notice cannot be delivered to the member by electronic mail.

The Auburn YMCA shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

Section 7.2

Waiver of Notice

Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee, or agent by signing such waiver or causing his

signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver 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 member.

The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

Section 8

Quorum

A quorum shall be required for the legal and proper conduct of the business of the Membership. Any members present at a meeting of members whom are entitled to cast a vote thereat shall constitute a quorum for the transaction of any business at the Annual Meeting of members, except as otherwise provided by statute or these By-Laws. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

Section 9

Adjournment

A majority of the Members entitled to vote present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Members entitled to vote who are absent at the time of the adjournment.

Section 10.

Organization

Section 10.1

Parliamentary Law

Robert's Rules of Order, newly revised, shall be the controlling authority on all questions of parliamentary law not covered within the Constitution and By-laws.

Section 10.2

President

At all meetings of the Membership, the President of the Board shall preside, or in his/her absence, the Vice-President shall preside, or in his/her absence, another Member of the Board of Directors chosen by the President.

Section 10.3

Secretary

At all meetings of the Membership, the Secretary of the Board, or in his/her absence, another Director chosen by the President, shall act as secretary at the meeting.

Section 11

Qualification of Voters

Every Member of record 30 days prior to the holding of any meeting of the Members shall be entitled to one vote upon each proposition coming before the Annual Meeting or any special meetings of the Membership.

Section 12

Actions of the Membership

Whenever any corporate action, other than the election of Directors, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law, the Certificate of Incorporation and/or these By-laws, be authorized by a majority of the votes cast at such meeting at which a quorum has been present.

Section 13

List of Members at Meeting

A list or record of members entitled to vote, certified by the Secretary or President, shall be produced at any meeting of the Membership upon the request therefore of any member who has given written notice to the Corporation that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons who appear from such list of record to be Members entitled to vote thereat may vote at such meeting.

Section 14

Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting upon the unanimous consent of all of the members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member or the member's authorized officer, director, employee or agent by signing such consent or causing his signature to be affixed to such waiver by any reasonable means including but not limited to 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 member.

ARTICLE III – DIRECTORS

Section 1

Function

All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board of Directors (whether defined as directors or managers in the Articles of Incorporation).

Section 2. Qualification

Directors shall be elected by the Board of Directors as necessary to fulfill the requirements stated herein.

Section 3. Presumption of Assent

A director of a corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- i. Such member objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or
- ii. Such director votes against or abstains from the action taken.

Section 4. Number

The Board of Directors shall consist of not less than eleven (11) members and not more than twenty-three (23) members.

Section 5. Election and Term

All director terms shall be for three (3) years, except initial appointments may be for shorter terms. To the extent possible, the terms of office for additional directors shall be staggered so that one-third is elected each year. No Director shall serve more than three (3) consecutive three-year terms. A 12-month break required prior to being appointed to the board after three consecutive three-year terms. The Immediate Past President, by virtue of the office and to provide consistent leadership, may serve a tenth year on the board if their final year as President coincides with the final year of their board term. Each director shall have one vote regarding any corporate action to be taken by the Board.

Section 6. Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the entire board. A director elected or appointed to fill a vacancy shall be appointed for a term of office continuing until the next election of directors. At the annual meeting, the director who filled the vacant seat may be elected to begin their first three-year term.

Any directorship to be filled by reason of an increase in the number of directors may be filled by the board of directors, but only for a term of office continuing until the next election of directors.

A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs.

Section 7. Removal and Resignation of Directors

7.1 Removal

Any member of the Board of Directors may be removed from office with or without cause by a 2/3 vote of the entire Board of Directors. The notice of a meeting of the board to recall a board member or members of the Board of Directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Any director removed from office shall turn over to the board of directors within 48 hours any and all records of the corporation in his possession.

7.2 Resignation

A director may resign at any time by delivering written notice thereof to the President of the Board of Directors. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 8. Quorum and Voting

A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the action requires a majority vote of the entire board.

Section 9. Notice Time and Call of Meetings

Regular meetings of the Board of Directors will be held without notice on such dates as are designated by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors will be given to each director either by personal delivery, e-mail or first-class mail. Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Neither the business to be transacted nor the purpose of regular or special meetings of the board of directors' need be specified in the notice or waiver of notice of such meeting.

A majority of the directors' present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the Chief Executive Officer, or the President of the Auburn YMCA board. Meetings must be called by the CEO or President of the Board, if at least five directors request a meeting be called and make such request in writing to the CEO and/or President.

Section 10. Actions by the Board

10.1 Actions by the Board at a Meeting.

- (A) The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the action requires a majority vote of the entire board.
- (B) Actions requiring a two-thirds (2/3) vote of the entire Board of Directors include:
 - (i) The amendment of the corporate by-laws;
 - (ii) The election and removal Officers;
 - (iii) The filling of director vacancies; and
 - (iv) The removal of directors.
- a.) The following items must be approved first by a two-thirds (2/3) vote of the Board present at a meeting at which a quorum is present and then submitted to the Voting Members which must approve such action by two-thirds (2/3) vote*:
 - a. approval of a merger or consolidation;
 - b. approval of dissolution of the Corporation; and
 - c. approval of the sale of all or substantially all of the Corporation's assets, which action shall also be subject to approval by the Board of Trustees to the extent it involves real property assets of the Corporation.
- b.) Any amendment to the Certificate of Incorporation must be approved by majority vote of the Voting Members present at a meeting of the Members at which a quorum is present.
- c.) Board meetings and committee meetings may be held, fully or partially, by audio or video conference. Any one or more members of the board or of any committee thereof who is not physically present at a meeting of the board, or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

10.2 Actions by the Board 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 the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, 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 by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee. Such consent will have the same effect as a unanimous vote.

Section 11

Interested Directors and Related Party Transactions

The Auburn YMCA may not enter into any related party transaction unless the transaction is determined to be fair and reasonable and, in the corporation's, best interest at the time of such determination. The Auburn YMCA shall adopt and maintain a policy for the approval or disapproval of Related Party Transactions and said policy shall be deemed to be incorporated herein.

ARTICLE IV - OFFICERS

Section 1

Offices

The officers of the Auburn YMCA will consist of an Executive Committee comprised of the following: President, Vice-President, Secretary, Treasurer, an At Large Director and the Immediate Past-President.

The Board President shall be elected for a two-year term. All other Officers other than the President shall be elected for a term of one year and may be re-elected the following year. The Board President shall be elected to a two (2) year term. If a vacancy shall occur for an Officer position, the President of the Board shall have the authority to appoint a successor upon the approval of a majority of the entire board.

Section 2

Duties

The officers of the Auburn YMCA will have the following duties:

- d.) The President shall be the Board President of the Auburn YMCA who generally oversees the Chief Executive Officer in the management of the business and affairs of the Auburn YMCA subject to the directions of the Board of Directors. Said officer will preside at all meetings of the members and Board of Directors;
- e.) During the absence or disability of the President, the Vice-President shall perform the duties and exercise all the powers of the President. The Vice-President shall perform such other duties as the Board or the Vice-President may from time to time prescribe;
- f.) The Secretary will be responsible for certifying all of the corporate records except the financial records. Furthermore, said person ensure the recording of the Minutes of all meetings of the members and Board of Directors, all notices of meetings and perform such other duties as may be prescribed by the Board of Directors or the president. Furthermore, said officer shall be responsible for authenticating records of the Auburn YMCA;
- g.) The Treasurer shall have access to all corporate funds and financial records, maintain full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members and whenever else required by the board of directors or the president, and perform such other duties as may be prescribed by the board of directors or the president.
- h.) The Past-President will support the other Officers in actively managing the business and affairs of the Auburn YMCA, along with such other and further duties as may be requested by the Board.

Section 3

Removal and Resignation of Officers

An officer or agent elected or appointed may be removed by the Board of Directors at any time, with or without cause by a 2/3 vote of the entire Board of Directors.

Any officer may resign at any time by delivering notice to the Auburn YMCA. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the corporation's board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date of the pending vacancy.

ARTICLE V - COMMITTEES

Executive and Other Committees

A resolution, adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and/or other committee(s) which will have and may exercise all the authority of the Board of Directors to the extent provided in such resolution except as is provided by law. Each committee must have three or more members who serve at the pleasure of the Board of Directors. The board may, by resolution adopted by a majority of the full Board of Directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee.

Section 1

Standing Committees

The Standing Committees of the Corporation are:

- (i) Executive
 - (ii) Governance
 - (iii) Finance, Audit, and Investment
 - (iv) Building and Risk Management
 - (v) Fund Development
- (a) Members of standing committees shall be appointed by the Board President for a one (1) year term or, in the case of appointments due to vacancy(ies), from the time of appointment, and ending at the close of the fiscal year.
- (b) Each committee shall consist of at least 3 directors.
- (c) The Chair of the Finance, Audit, and Investment Committee shall be the Treasurer.
- (d) The Chairs of all other standing committees shall be annually appointed by the Board President from the members of the committee for a term beginning at the time of the appointment and ending at the close of the fiscal year.
- (e) The Chief Executive Officer is an 'ex officio' member of all standing committees herein provided or created by future action of the Board President and/or the Board of Directors.

Section 2

Ad Hoc Committees

The Board President and/or the Board of Directors have the authority to establish such other committees as may be necessary from time to time. Each committee shall consist of at least 3 directors.

- (a) Members of Ad Hoc Committees shall be appointed by the Board President, for a term beginning at the time of the appointment and ending at the close of the fiscal year, or sooner if the special committee work is completed.

(b) The Chairs of ad hoc committees shall be appointed from the committee membership for a term beginning at the time of the appointment and ending at the close of the fiscal year.

(c) The Chief Executive Officer is an 'ex officio' member of all ad hoc committees herein provided or created by future action of the Board President and/or the Board of Directors.

Section 3

Executive Committee

The board of directors may, by a majority vote of the entire board, designate an Executive Committee and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

The Executive Committee shall have, and may exercise, all the powers of the Board between meetings of the Board, except that it shall not have authority to:

- (a) Fill vacancies in the Board or in any Committee.
- (b) Amend or repeal these By-Laws or adopt new By-Laws.
- (c) Amend or appeal any resolution of the Board unless, by its terms, such resolution is so amendable or repealable.
- (d) Purchase or sell property

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 4. Finance, Audit, and Investment Committee

The Finance, Audit, and Investment Committee shall oversee the accounting and financial reporting processes of the corporation and the audit of the corporation's financial statements. The Committee shall annually retain an independent auditor to conduct the audit and upon the completion thereof, review the results of the Audit and any related management letter with the auditor. In addition, the committee shall also:

- a) Review with the auditor the scope and planning of the audit prior to the audit's commencement;
- b) Upon completion of the audit, review and discuss with the independent auditor:
 - (i) any material risks and weaknesses in internal controls identified by the auditor;
 - (ii) any restrictions on the scope of the auditor's activities or access to requested information;
 - (iii) any significant disagreements between auditor and management; and
 - (iv) the adequacy of the corporation's accounting and financial reporting processes;
- c) Annually consider the performance and independence of the auditor; and
- d) Report on the audit committee's activities to the entire board.

The Finance, Audit, and Investment Committee is to enforce and provide changes to the Statement of Investment Policy to the board of directors as necessary. They are to monitor the investment of assets of the Auburn YMCA and meet with the financial institution that is managing those assets.

The Finance, Audit, and Investment Committee shall oversee the adoption, implementation of, and compliance with any conflict-of-interest policy and whistleblower policy adopted by Auburn YMCA. Only independent directors may participate in any deliberations by this committee or voting relating to matters set forth herein.

Section 5

Building and Risk Management Committee

The Building and Risk Management Committee's purpose is to ensure that the YMCA buildings, grounds and property are maintained in a safe, attractive and clean condition for the benefit of the YMCA members and community. The committee continually assesses the condition of property, research and reviews project proposals and recommends action to the Board of Directors.

Section 6

Governance Committee

The Board Governance Committee will work to improve the overall effectiveness of the board members and the Board of Directors. Aspects of this work will include the nine steps in the Board Building Cycle (Best Practices of YUSA) which include; Identification, Cultivation, Recruitment, Orientation, Involvement, Education, Evaluation, Rotation and Celebration. The work will take into account the nature of Governance as an on-going function that will not only transcend a variety of CVO's (Chief Volunteer Officers) but lay the foundation that will work well into the future of board leadership.

Section 7

Fund Development

The Fund Development Committee is responsible for taking an active role with staff to identify prospects for Endowment gifts (membership in the Legacy Club), as well as potentially making introductions and accompanying staff on visits to the prospective planned giving and annual support prospects. The Committee shall be responsible for reviewing fundraising policies and bringing suggested changes to the full Board of Directors for approval. The committee also will take an active role in planning and implementing any recognition events to honor those making commitments to Auburn YMCA.

Section 8

Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees must consist of at least three board members and may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 9

Committee Charters

Annually the Board President shall, with approval of the Board of the Directors, publish and cause to be distributed to all committee members a 'Committee Charter' that provides the committee's charge or mission statement that defines:

- i. The committee's purpose,
- ii. Primary goal(s) and objectives, and,
- iii. In the case of special committees, a time frame for completion of committee work.

Meetings: Unless otherwise provided by the corporation's by-laws, meetings of committees shall be held at such time and place as shall be fixed by the respective committee President or by vote of a majority of all of the members of the committee. Written minutes of the proceedings of all meetings of each committee shall be kept by a member appointed by the committee President and shall be reported at the next regular meeting of the Board.

Section 10

Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such

changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VI – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1

Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2

Checks and Notes

All checks or demands for money and notes of the Corporation for an amount up to but not exceeding \$10,000 shall be signed by the CEO or designee of the corporation. All checks or demands for money and notes of the Corporation for an amount of or exceeding \$10,000 shall require written or electronic approval by either the Board President or Treasurer. For recurring expenses that will meet or exceed \$10,000, in lieu of a recurring approval, an annual schedule can be provided and approved by both the Board President and Treasurer at the beginning of the fiscal year of the corporation, any changes or adjustments to the schedule shall require approval from either the Board President or Treasurer.

Section 3

Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE VII- BOOKS AND RECORDS

Section 1. Corporate Records

The Auburn YMCA shall keep as records Minutes of all meetings of its members and board of directors, and committees. Furthermore, the Auburn YMCA will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time:

- i. Accurate accounting records;
- ii. A record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members;
- iii. A copy of the Auburn YMCA's articles of incorporation and all amendments thereto currently in effect; iv. A copy of the Auburn YMCA's Bylaws or restated Bylaws and all amendments thereto currently in effect;

- iv. Minutes of all members' meetings and records of all action taken by members without a meeting for the past three years;
- v. Written communications of all members generally or all members of a class within the past three years, furnished for the past 3 years;

Section 2. Records Inspection by Members

A member of Auburn YMCA is entitled to inspect and copy, during regular business hours at the Auburn YMCA's principal office any of the records of the Auburn YMCA if he/she gives the corporation written notice of such demand at least 5 business days before the date on which such member wishes to inspect and copy. A member of the Auburn YMCA is entitled to inspect and copy during regular business hours at a reasonable location specified by the Auburn YMCA, any of the records hereinafter set forth of the corporation if:

- i. The member gives the Auburn YMCA written notice of such demand at least 5 business days before the date on which such member wishes to inspect and copy; and
- ii. Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest as a member): and
- iii. The member describes with reasonable particularity such member's purpose and the records such member desires to inspect and such records are directly connected with such member's purpose. The records hereinafter set forth are as follows:
 - a. Excerpts from Minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the corporation, Minutes of any meeting of the members, and records of action taken by the members or Board of Directors without a meeting to the extent not otherwise subject to inspection;
 - b. Accounting records of the corporation;
 - c. Record of members;

Any other books and records. The foregoing inspection rights may be exercised by a member, member's agent or member's attorney. It is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic, or other means. The charge of copies shall be borne and paid in accordance with New York Law. If requested by a member, the corporation will comply with such demand by providing the member with a list of its members compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

Section 3. Financial Reports for Members

Copies of all Financial Reports shall be made available to all members at the Annual Meeting. All Financial Reports will also be made available to members upon written request.

ARTICLE VIII - EMERGENCY POWERS AND EMERGENCY BYLAWS

The Board or Directors of Auburn YMCA may adopt Bylaws to be effective only in an emergency. An emergency exists if a quorum of Auburn YMCA's directors cannot readily be assembled because of some catastrophic event. The emergency Bylaws may make all provisions necessary for managing the Auburn YMCA during an emergency, including procedures for calling a meeting of the Board of Directors, quorum requirements for the meeting, and designation of additional of substitute director(s). The Board of Directors, either before or during any such emergency may provide, and from time to time modify lines of succession if during such emergency any or all officers or agents of the Auburn YMCA are for any reason rendered incapable of discharging their duties. All provisions of the regular Bylaws consistent with the emergency Bylaws remain effective during the emergency. The emergency Bylaws are not effective after the emergency ends. Actions taken by the Auburn YMCA in good faith in accordance with the emergency bylaw have the effect of binding the Auburn YMCA and may not be used to impose liability on a corporate director, officer, employee, or agent. In anticipation of or during any emergency, the

Board of Directors may modify lines of succession to accommodate the incapacity of any director, officer, employee of agent; relocate the principal office or designate alternative principal offices of regional offices or authorize the officers to do so. Unless emergency Bylaws otherwise provide, it is hereby provided that:

- i. Notice of a meeting of the Board of Directors need be given only to those directors who it is practicable to reach and may be given in any practicable manner
- ii. One or more officers of the corporation present at a meeting of the Board of Directors may be deemed to be directors of the meeting in order of rank and within the same rank in order of seniority as necessary to achieve a quorum; and
- iii. The director or directors in attendance at a meeting or any greater number affixed by the emergency Bylaws constitute a quorum.

Corporate action taken in good faith during an emergency described herein to further the ordinary affairs of the corporation bind the corporation and may not be used to impose liability on a corporate director, office employee or agent. An officer, director or employee acting in accordance with any emergency Bylaws is only liable for willful misconduct.

ARTICLE IX- DISTRIBUTION AND COMPENSATION

Section 1. Dividends

No dividend shall be paid nor any part of the income or profit of the Auburn YMCA shall be distributed to its members, directors, or officers.

Section 2. Compensation

The Auburn YMCA may pay compensation in a reasonable amount to its staff, directors or officers for services rendered, and upon dissolution or final liquidation, may make distributions as permitted under New York Law. Any such payment, benefit, or distribution does not constitute a dividend or distribution of income or profit.

ARTICLE X- TRANSACTION OF BUSINESS

Section 1. Real Property

The Corporation shall make no purchase of real property, nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the Board of Directors. Unless otherwise restricted by these Bylaws, no vote or consent of the members shall be required to make effective such action by the Board.

Section 2. Incidental Revenue

Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make incidental revenue. All such incidental revenues shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the corporation.

ARTICLE XI - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January.

Section 2. Voting via Phone/Email

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 the director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, 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 by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

ARTICLE XII – INDEMNIFICATION

Section 1. Liability Indemnification

The corporation shall indemnify each person who is or was a trustee, director, officer, or employee of the corporation, or of any other corporation which he/she served as such at the request of the corporation, against any and all liability and reasonable expenses that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other corporation or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he/she may become involved, as a party or otherwise, by reason of his/her being or having been a trustee, director, officer, or employee of the corporation or of such other corporation, or by reason of any past or future action taken or not taken in his/her capacity as such trustee, director, officer or employee, whether or not he/she continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he/she reasonably believed to be the best interests of the corporation or such other corporation, as the case may be and, in addition, in any criminal action or proceeding, where he/she had no reasonable cause to believe that his/her conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by, a trustee, director, officer or employee, other than amounts paid to the corporation itself or to such other corporation served at the corporation's request.

Section 2. Termination

The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction, or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a trustee, director, officer or employee did not meet the standards of conduct set forth in the first sentence of this Article, except where there shall have been a judgment rendered specifically finding that the action or conduct of such trustee, director, officer or employee constituted gross negligence or misconduct.

Section 3. Right of Indemnification

Any such trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the corporation, but only if (1) the Board of Directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the trustee, director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the corporation) shall deliver to it their written advice, that, in their opinion, such trustee, director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an

undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he/she is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XIII- PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

Section 1. Purpose

The Corporation is formed exclusively for purposes for which a corporation may be formed under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) and not for pecuniary or financial gain.

Section 2. Distribution

No part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers, except to the extent, if any, under the Non-Profit Corporation Law and Section 50 of the Internal Revenue Code.

Section 3. Advocate

The Corporation shall not operate any listing service for its members, or take steps which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

Section 4. Dissolution of Corporation

Upon the dissolution of the Corporation, no member, director or officer shall be entitled to any distribution of its remaining assets, rather its assets shall be distributed to such organizations as are exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), as may have an exempt purpose similar to the purposes for which this corporation is organized.

Section 5. Lobbying

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIV - AMENDMENTS

Section 1.

Bylaws may be adopted, amended, or repealed by a majority vote of the entire board of directors.

Adopted this 28th day of February, 2017

Revised 26th day of February 2019

Revised 16th day of April 2024

ATTEST:

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Dan Walters, Secretary

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I certify the foregoing to be the true and correct Bylaws of the Auburn YMCA.