

**Amended and Restated  
Bylaws of the  
Young Women's Christian Association  
of the United States of America, Inc.**

June 15, 2002;  
as amended April 29, 2006

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**Amended and Restated  
Bylaws of the  
Young Women’s Christian Association  
of the United States of America, Inc.**

I. NAME; STRUCTURE

The name of this organization is the Young Women’s Christian Association of the United States of America, Inc., hereinafter referred to as the YWCA. The YWCA is a not-for-profit corporation with membership including Local Associations (as more specifically described below) and Regional Councils (as more specifically described below). The YWCA board of directors (to be known as the National Coordinating Board), whose members are elected by the Local Associations, will have overall management responsibility for the YWCA.

II. MISSION

The YWCA is a women's membership movement nourished by its roots in the Christian faith and sustained by the richness of many beliefs and values. Strengthened by diversity, the YWCA draws together members who strive to create opportunities for women’s growth, leadership and power in order to attain a common vision: peace, justice, freedom and dignity for all people.

The YWCA will thrust its collective power toward the elimination of racism wherever it exists and by any means necessary.

III. MEMBERS

A. Local Associations

1. Term of Membership. Upon the effective date of these Amended and Restated Bylaws (referred to herein as the “Effective Date”), each existing member association of the unincorporated association, The Young Women’s Christian Association of the United States of America, on the date immediately preceding the Effective Date, shall be deemed a member of the YWCA, termed a “Local Association,” as of the date of each such member association’s founding. The term of all other Local Association membership shall commence with a National Coordinating Board certification of membership, in accordance with the terms and conditions of these Bylaws. Local Association membership shall terminate upon the earlier of a National Coordinating Board certification of membership termination, in accordance with a process developed by the National Coordinating Board in consultation with the Regional Councils, and pursuant to the terms and conditions of these Bylaws, or the voluntary resignation by the Local Association.

2. Membership Certification Process. The review of new Local Association membership applications, and the review of questions involving the potential loss of Local Association membership, shall be administered by the applicable Regional Council and a recommendation reported to the National Coordinating Board for action. The National Coordinating Board shall certify the commencement or termination of Local Association membership only after receiving a recommendation from the applicable Regional Council. Such review processes shall be conducted in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils, which procedures shall provide, among other things, for the exercise of reasonable discretion by the applicable Regional Council and by the National Coordinating Board, consistent with the purposes of the YWCA, in performing such activity. Unresolved disputes among Local Associations and Regional Councils regarding Local Association membership status shall be referred to the National Coordinating Board for resolution in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.

3. Number of Local Associations. There is no limit on the number of Local Associations.

4. Membership Requirements. The requirements of membership for Local Associations are:

a) Organization. Each Local Association shall be legally organized as a not-for-profit entity and either (i) be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or (ii) have entered into a fiscal sponsorship arrangement with a qualified organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, which arrangement is satisfactory to the National Coordinating Board and the Regional Council with which such Local Association is affiliated. Each Local Association shall file with its Regional Council and the National Coordinating Board copies of its charter and bylaws, or their equivalents, and amendments as they become effective, and these governance documents shall reflect that the Local Association is organized in accordance with these Bylaws.

b) Regional Council Affiliation. Each Local Association shall affiliate with one (1) Regional Council pursuant to the terms and conditions of these Bylaws. As members of the YWCA, each Local Association shall be bound by and abide by the determinations, policies and procedures of that Regional Council, subject to dispute mediation rights set forth in these Bylaws. Each Local Association shall affiliate with a Regional Council in a contiguous state or its own state; provided that a Local Association located in the states of Alaska or Hawaii shall affiliate with one (1) of the two (2) Regional Councils geographically closest to it. A Local Association shall be permitted to affiliate with a new Regional

Council not more than one (1) time in any two (2) year period, except for special cause as demonstrated to the satisfaction of the National Coordinating Board. Any such change in affiliation shall require not less than six months prior notice to the Regional Council losing the Local Association's affiliation, the Regional Council gaining the Local Association's affiliation and the National Coordinating Board.

c) YWCA Mission. Each Local Association shall operate in furtherance of the YWCA mission by, without limitation, adhering to standards of YWCA Hallmark programs as defined by the National Coordinating Board, and shall also participate in mission-driven advocacy efforts.

d) Diversity. Each Local Association shall ensure that its policies and practices reflect the YWCA's organizational commitment to racial, ethnic, and cultural diversity.

e) Women Under 30 Years of Age. Each Local Association shall take demonstrable steps to ensure the involvement of women under thirty (30) years of age in its activities.

f) Certain Operational Standards. Each Local Association shall operate in compliance with applicable law; the YWCA Certificate of Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; maintain solvency; provide requested financial, statistical information and status reports to its Regional Council, and provide requested financial, statistical information and status reports to the National Coordinating Board.

g) Peer Review. Each Local Association shall participate in a peer review process, which is designed to strengthen local capacity and assess YWCA membership standing, the elements of which shall be specified by the National Coordinating Board in accordance with these Bylaws. Local Associations will participate in the review process both as reviewers as well as being reviewed.

h) Dues. Each Local Association shall pay dues as established by its Regional Council in accordance with the terms and conditions of these Bylaws. Unresolved disputes among Local Associations and Regional Councils regarding dues shall be referred to the National Coordinating Board for resolution in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.

i) Trademark Use. Each Local Association shall use the Trademark (as such term is defined in Article IV, Section (D) of these Bylaws), including, without limitation, in its organizational name. All uses of the

Trademark shall be in accordance with terms and conditions established by the National Coordinating Board, consistent with the YWCA Certificate of Incorporation and these Bylaws.

j) YWCA Retirement Fund. Each Local Association shall ensure that all eligible employees participate in the YWCA Retirement Fund, except for any Local Association exempted from such participation by the YWCA as of January 1, 2002.

k) Individual Membership in Local Associations. Each Local Association shall have membership, which is available to all women and girls twelve years of age or over who are committed to the furtherance of the mission of the YWCA. Voting privilege and governance roles at Local Associations shall be reserved solely for women and girls, fifteen years and older. Any man or boy, twelve years of age or over, may become a Local Association associate. The National Coordinating Board may, in the exercise of its reasonable discretion, consistent with the purposes of the YWCA, grant the petition of a Local Association to adopt gender neutral membership and governance policies. The review and determination of any such petition shall be conducted by the National Coordinating Board, in accordance with written procedures and criteria developed by the National Coordinating Board in consultation with the Regional Councils.

l) Branding Requirements. Each Local Association shall implement the branding requirements established by the National Coordinating Board.

5. Certain YWCA Actions Requiring Local Association Action

a) The following actions will not be taken by the YWCA without the approval of the Local Associations, and the Regional Councils will have no vote on these matters: (i) amendment of the YWCA Certificate of Incorporation or Bylaws; (ii) the merger, consolidation or dissolution of the YWCA; and (iii) all other actions which, under applicable law, require member approval. Approvals of the matters set forth in subsections (i) and (ii), above, shall be by the vote of two-thirds (2/3) of the members entitled to vote thereon at any meeting of the members, or, as provided in the Certificate of Incorporation, by written consent of the members entitled to vote thereon.

b) The YWCA will not, to the extent practicable, make any material changes in the affiliation status of the YWCA with the World YWCA without first consulting with and seeking the recommendation of the Local Associations.

6. Voting Rights of the Local Associations. The Local Associations, as a YWCA membership class, and subject to the applicable procedures set forth in these Bylaws, are entitled to vote on the following matters:

- a) the election and the removal of National Coordinating Board members;
- b) the amendment of the YWCA Certificate of Incorporation or Bylaws;
- c) the merger, consolidation or dissolution of the YWCA; and
- d) all other matters that, under applicable law, require or permit member approval, other than those matters upon which the Regional Councils, as a YWCA membership class, are entitled to vote, as described in Section (B)(5), below.

B. Regional Councils

1. Term of Membership. Upon the Effective Date of these Bylaws (as such term is defined in Section (A)(1), above), each of the following organizations shall be deemed a member of the YWCA, termed a "Regional Council," as of such date: YWCA - Great Lakes Alliance Regional Council; YWCA – Heartland Regional Council; YWCA - Mid-Atlantic Regional Council; YWCA – Northwest Regional Council; YWCA – Northeast Regional Council; YWCA – Southeast Regional Council; YWCA - Southwest/Delta Regional Council; YWCA - New England Regional Council; and, YWCA - Pacific Regional Council. The term of all other Regional Council membership shall commence with a National Coordinating Board certification of membership, in accordance with the terms and conditions of these Bylaws. Regional Council membership shall terminate upon the earlier of a National Coordinating Board certification of membership termination, in accordance with a process developed by the National Coordinating Board in consultation with the Regional Councils, and pursuant to the terms and conditions of these Bylaws, or no sooner than 6 months after the Regional Council provides the National Coordinating Board and its Local Association affiliates with notice of the Regional Council's voluntary resignation of membership in the YWCA.

2. Membership Certification Process. The review of new Regional Council membership applications, and the review of questions involving the potential loss of Regional Council membership, shall be managed by the National Coordinating Board, which shall be responsible for certifying the commencement or termination of Regional Council membership. Such review processes shall be conducted in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils, which procedures shall provide, among other things, for the exercise of reasonable discretion by the National Coordinating Board, consistent with the purposes of the YWCA, in performing such activity. Unresolved disputes

regarding Regional Council membership status shall be addressed by the National Coordinating Board in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.

3. Number of Regional Councils. There shall be a minimum of six (6) and a maximum of twelve (12) Regional Councils.

4. Membership Requirements. The requirements of membership for Regional Councils are:

a) Multi-State Local Association Affiliates. The Local Associations affiliated with a Regional Council must be from more than one (1) state, and must be limited to Local Associations located solely in contiguous states; provided, however, that a Local Association located in the states of Alaska or Hawaii shall affiliate with one (1) of the two (2) Regional Councils located closest to it.

b) Notice of Changes in Local Association Affiliates. Each Regional Council shall notify the National Coordinating Board of the identity of its Local Association affiliates and of any changes to such affiliates.

c) Permitting Local Association Affiliations. Each Regional Council shall permit organizations that meet the membership criteria of Local Associations to affiliate with it in accordance with the terms and conditions set forth in these Bylaws.

d) No Fewer Than 10 Local Association Affiliates. Each Regional Council shall have no fewer than ten (10) affiliated Local Associations at any time. However, if a Regional Council has fewer than ten (10) Local Association at any time, it shall be permitted to continue as a Regional Council for a period of one (1) year. During such year, the National Coordinating Board will apply established procedures to assist the Regional Council in reconfiguring or formulating a plan of dissolution including, without limitation, the disposition of assets.

e) Manner of Local Association Affiliations. A Local Association's affiliation with a Regional Council shall be reflected in Regional Council governance documents in a manner satisfactory to the National Coordinating Board in accordance with these Bylaws. This shall include, without limitation, that the governing board of the Regional Council shall be comprised solely of two (2) representatives from each Local Association affiliate, all of which representatives shall be voting members of the affiliated Local Associations. At least one (1) such representative from each Local Association shall be an individual who is neither an employee nor an independent contractor of a Local Association, Regional Council or the YWCA (a "YWCA Volunteer").

- f) General Local Association Meeting. Each Regional Council shall conduct a general meeting of its Local Association affiliates no less often than annually.
- g) Local Association Capacity. Each Regional Council shall build local and regional capacity for service delivery by Local Associations.
- h) Local Association Technical Assistance; Training. Each Regional Council shall provide technical assistance and training to Local Associations.
- i) Local Associations at Risk. Each Regional Council shall provide support and assistance to Local Associations at risk of losing membership status.
- j) Collecting Dues from Local Associations. Each Regional Council shall collect dues from its Local Association affiliates in accordance with these Bylaws; provided that determinations regarding dues arrears and collection efforts shall be made by the Regional Council in accordance with standards consistently applied among its Local Association affiliates, subject to the requirement that these determinations be made in accordance with the overall best interests of the entire YWCA and in furtherance of the YWCA mission. Each Regional Council will determine the amount of dues, if any, beyond the National Coordinating Board minimum to be paid by its Local Association affiliates. Unresolved disputes among Local Associations and Regional Councils regarding dues shall be referred to the National Coordinating Board for resolution in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.
- k) Peer Review of Local Associations. Each Regional Council shall facilitate peer review processes to ensure that its Local Association affiliates comply with YWCA membership criteria for Local Associations; provided that no less than once every five (5) years, but more frequently if needed. Each Regional Council shall timely conduct a comprehensive peer review, pursuant to National Coordinating Board specifications and these Bylaws, of each of its Local Association affiliates, and promptly report such review to the Local Association and the National Coordinating Board.
- l) Local Association Membership Recommendations. Each Regional Council shall make recommendations regarding Local Association membership certification to the National Coordinating Board.
- m) Organization. Each Regional Council shall be legally organized as a not-for-profit entity and either (i) be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or (ii) have entered into

a fiscal sponsorship arrangement with a qualified organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, which arrangement is satisfactory to the National Coordinating Board. Each Regional Council shall file with the National Coordinating Board copies of its charter and bylaws, or their equivalents, and amendments as they become effective, and these governance documents shall reflect that the Regional Council is organized in accordance with these Bylaws.

- n) YWCA Mission. Each Regional Council shall operate in furtherance of the YWCA mission.
- o) Diversity. Each Regional Council shall ensure that its policies and practices reflect the YWCA's organizational commitment to racial, ethnic, and cultural diversity.
- p) Women Under 30 Years of Age. Each Regional Council shall take demonstrable steps to ensure the involvement of women under thirty (30) years of age in its activities.
- q) Regional Objectives. Each Regional Council shall provide its Local Association affiliates and the National Coordinating Board with written recommendations regarding regional YWCA objectives.
- r) Annual Budget. Each Regional Council shall prepare an annual written Regional Council budget, and furnish copies thereof to its Local Association affiliates and the National Coordinating Board.
- s) Referring Matters to National Coordinating Board. Each Regional Council shall refer issues to the National Coordinating Board for action when appropriate.
- t) YWCA Advocacy. Subject to the limitations set forth in Article IX, Section (a) of the YWCA Certificate of Incorporation, each Regional Council shall ensure that there is a strong YWCA advocacy presence at the local and state level.
- u) Branding Requirements. Each Regional Council shall implement the branding requirements established by the National Coordinating Board.
- v) YWCA National Presence. Each Regional Council shall assist the National Coordinating Board in developing a national presence.
- w) Certain Operational Standards. Each Regional Council shall operate in compliance with applicable law, the YWCA Certificate of Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; maintain solvency; provide requested financial, statistical

information and status reports to its Local Association affiliates, and provide requested financial, statistical information and status reports to the National Coordinating Board.

x) Annual Audit. Each Regional Council shall commission an annual Regional Council financial audit by an independent CPA firm, and present copies of the full audit, management letter, and financial statements to its Local Association affiliates and to the National Coordinating Board within six months of the close of its fiscal year.

y) Trademark Use. Each Regional Council shall use the Trademark (as such term is defined in Article IV, Section (D) of these Bylaws), including, without limitation, in its organizational name. All uses of the Trademark shall be in accordance with terms and conditions established by the National Coordinating Board, consistent with of the YWCA Certificate of Incorporation and these Bylaws.

z) YWCA Retirement Fund. Each Regional Council shall ensure that all of its eligible employees participate in the YWCA Retirement Fund.

aa) Certain YWCA Documents. Promptly after receiving any of the following documents from the Secretary of the YWCA, the Regional Councils shall review such documents and, within forty-five (45) days of receipt of such documents, provide their written recommendations, if any, to the National Coordinating Board: written proposals regarding Hallmark program issue areas, draft copies of the annual YWCA capital and operating budgets, draft copies of the annual YWCA goals and proposed strategies, and draft copies of the annual YWCA advocacy agenda; provided that such recommendations shall be advisory in nature and not binding on the National Coordinating Board.

5. Voting Rights of the Regional Councils. The Regional Councils, as a YWCA membership class, and subject to the applicable procedures set forth in these Bylaws, are entitled to vote on the following matters:

a) procedures regarding the commencement and termination of Local Association membership, and procedures regarding dispute resolution concerning Local Association membership status, as described and limited in Sections (A)(1) and (2), above;

b) procedures regarding dispute resolution concerning Local Association dues, as described and limited in Sections (A)(4)(h) and (B)(4)(j), above;

c) procedures regarding the commencement and termination of Regional Council membership, and procedures regarding dispute resolution concerning Regional Council membership status, as described and limited in Sections (B)(1) and (2), above;

d) Hallmark program issue areas, the annual YWCA capital and operating budget, the annual YWCA goals and proposed strategies, and the annual YWCA advocacy agenda, as described and limited in Section (B)(4)(aa), above; and

e) nominees for those National Coordinating Board members to be elected pursuant to Article IV, Section C(2), below.

### C. Member Meetings, Member Action

1. Annual Meeting. An Annual Meeting of members of the YWCA for the election of the members of the National Coordinating Board and for the transaction of such other business as may properly come before the meeting shall be held in the month of April, at a date, place and time fixed by the National Coordinating Board.

2. Special Meetings. Special Meetings of the members of the YWCA shall be called by the National Coordinating Board either (a) on its own initiative, or (b) at the written notice of either fifty percent (50%) or more of the Regional Councils or fifty percent (50%) or more of the Local Associations. The National Coordinating Board shall within thirty (30) days of receipt of such written notice from the members call a Special Meeting by providing written notice to the members of the YWCA, and shall hold such meeting upon no fewer than forty-five (45) days and no more than fifty (50) days of providing such notice.

3. Open Meetings. Annual Meetings and Special Meetings of members of the YWCA shall be open to attendance by all members of Local Associations, all members of Regional Councils and all National Coordinating Board members, subject to executive session privileges.

#### 4. Notice Requirements

a) Written Notices. Written notice of the place, date and time of any Annual Meeting or Special Meeting of members hereunder shall be provided to each member no fewer than forty-five (45) days or more than fifty (50) days prior to the date of the meeting. Notice of all meetings shall set forth the purpose or purposes for which the meeting is being called, and, in the case of Special Meetings, the person or persons calling the meeting.

b) Delivery of Notice. Notice to members shall be given by first-class mail, postage prepaid, or, where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery. Notices hereunder shall be deemed given when deposited in the U.S. mail, or otherwise upon acknowledgment of receipt.

c) Waiver of Notice. Notice of a meeting need not be given to any member that submits a signed waiver of notice whether before or after

the meeting, or that attends the meeting without protesting prior to the conclusion of the meeting the lack of notice.

5. Votes and Voting Representatives

a) Local Associations. In any matter hereunder in which a Local Association is entitled to vote, as described in Section (A)(6), above, the Local Association shall have two (2) votes, which shall be cast by individuals who are voting members of the Local Association, at least one (1) of whom must be a YWCA Volunteer (as such term is defined in Section (B)(4)(e), above). The Local Association shall inform the Secretary of the YWCA of the identity of such individuals in advance of the meeting.

b) Regional Councils. In any matter hereunder in which a Regional Council is entitled to vote, as described in Section (B)(5), above, the Regional Council shall have one (1) vote, which shall be cast by an individual designated by the Regional Council, who is a voting member of a Local Association affiliated with the Regional Council. The Regional Council shall inform the Secretary of the YWCA of the identity of such individual in advance of the meeting.

6. Voting; Quorum. Except with respect to the election of National Coordinating Board members, which is addressed in Article IV, Section C, below, and except as otherwise specified in the Bylaws, the Certificate of Incorporation or as required by law, action by YWCA members shall be by majority vote. A quorum of the Local Associations for the transaction of business shall be one-third (1/3) of Local Associations, provided that such Local Associations are affiliated with at least one-half (1/2) of the YWCA's Regional Councils, nationwide. A quorum of the Regional Councils for the transaction of business shall be a majority of the Regional Councils.

7. Voting Without Attending Meetings. Members need not send the voting representatives, as described in subsection 5, above, to a meeting to cast a vote, and instead, may act as follows:

a) By Proxy. Any action that members may or must take by vote may also be taken by written proxy, filed with the Secretary of the YWCA.

b) By Written Consent. Any action that members may or must take by vote may also be taken without a meeting on written consent signed by all members entitled to vote (unless a lesser number is authorized by the Certificate of Incorporation); or

c) Teleconferences, Videoconferences. Participation of one or more members by teleconference or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

8. Records of Meetings. All proxies, written consents and accompanying resolutions shall be filed with the minutes of the proceedings of the members which are maintained by the Secretary of the YWCA.

#### IV. NATIONAL COORDINATING BOARD

A. Powers. Unless otherwise provided in the Certificate of Incorporation, the National Coordinating Board shall manage the affairs and property of the YWCA in accordance with these Bylaws.

B. Number. The entire National Coordinating Board consists of no fewer than twelve (12) and no more than thirty (30) persons. As used in these Bylaws, the “entire National Coordinating Board” means the total number of National Coordinating Board members entitled to vote which the YWCA would have if there were no vacancies, and the “National Coordinating Board” means the total number of National Coordinating Board members then in office who are entitled to vote. The National Coordinating Board may include up to three (3) representatives of the World Executive Committee as ex-officio non-voting members.

C. Election; Qualifications; Term of Office. The members of the National Coordinating Board shall be nominated, elected and subject to removal, in accordance with the following:

1. Regular Election of National Coordinating Board Members. Subject to subsection 2, below:

a) Voting by Region. The Local Associations affiliated with each Regional Council shall, by plurality vote, elect two (2) members to the National Coordinating Board.

b) Nomination Process. The governing board of the applicable Regional Council shall designate a nominating committee for such election. Such committee shall provide its Local Association affiliates and the National Coordinating Board with written notice of its nominations no fewer than one hundred twenty (120) days prior to the Annual Meeting for the election of National Coordinating Board members.

c) Qualifications. The two (2) individuals elected to the National Coordinating Board by the Local Associations affiliated with a Regional Council must meet the following requirements: both individuals must be voting members of a Local Association affiliated with the applicable Regional Council, and at least one (1) of the individuals must be a YWCA Volunteer (as such term is defined in Article III, Section (B)(4)(e), above).

d) Removal. The Local Associations affiliated with a Regional Council shall have the right to remove, for cause, by majority vote, one or both of the National Coordinating Board members elected hereunder by such Local Associations. A National Coordinating Board member may also be removed for cause by action of the National Coordinating Board. The Local Associations affiliated with a Regional Council shall have the right to remove, without cause, the National Coordinating Board members elected hereunder by such Local Associations, but only upon the vote or written consent of no less than ninety percent (90%) of such Local Associations.

2. Special Election of National Coordinating Board Members. For the purpose of assuring that the composition of the National Coordinating Board demonstrates the advancement of the mission of the YWCA, the National Coordinating Board shall call and hold at the Annual Meeting a special election (a "Special Election") for additional National Coordinating Board members as follows, but only upon either: (i) a finding by the National Coordinating Board that the nominations received by the National Coordinating Board (pursuant to Section (C)(1)(b), above) will not, in the sole judgment of the National Coordinating Board, demonstrate such commitment; or (ii) the receipt by the National Coordinating Board of written notice from not less than ten percent (10%) of the Local Associations, not less than seventy five (75) days prior to the Annual Meeting, that the National Coordinating Board call and hold a Special Election:

a) Number and Qualifications. The total number of National Coordinating Board members elected in a Special Election may be up to twenty-five percent (25%) of the entire National Coordinating Board, but may not exceed that amount. Each National Coordinating Board member elected in a Special Election must be a voting member of a Local Association affiliated with a different Regional Council, and no Regional Council may have a total of more than three (3) representatives on the National Coordinating Board.

b) Nomination Process. No fewer than ninety (90) days prior to the Annual Meeting, the National Coordinating Board shall notify the Regional Councils of the number of National Coordinating Board members, if any, to be elected in a Special Election at the Annual Meeting, and ask the Regional Councils to suggest at least one (1) qualified nominee for each such position. No fewer than sixty (60) days prior to the Annual Meeting, the Regional Councils shall provide the National Coordinating Board with such suggested nominees, if any, for each such National Coordinating Board position.

c) Notice to Members. The National Coordinating Board shall notify the members of a Special Election, and its selections of nominees for each such position, in the Annual Meeting notice to members provided by the

National Coordinating Board pursuant to Article III, Section (C)(4)(a), above.

d) Election. A candidate shall be elected to the National Coordinating Board if the candidate receives the votes of a plurality of the Local Associations.

e) Term. National Coordinating Board members elected in a Special Election shall serve for one (1) term of two (2) years, and such terms shall not be subject to the staggered term provisions of subsection (4)(c), below. At the expiration of any such term, the number of National Coordinating Board members shall decrease by one (1), except if an additional Special Election for one (1) or more National Coordinating Board positions is to be held pursuant to the provisions of this subsection (2).

f) Removal. The Local Associations shall have the right to remove, for cause, by majority vote, a National Coordinating Board member elected in a Special Election. A National Coordinating Board member elected in a Special Election may also be removed for cause by action of the National Coordinating Board. The Local Associations shall have the right to remove, without cause, a National Coordinating Board member elected in a Special Election, but only upon the vote or written consent of no less than ninety percent (90%) of the Local Associations.

3. Quorum. Except as otherwise stated herein, a quorum of the Local Associations for any vote hereunder shall be a majority of the Local Associations affiliated with the applicable Regional Council.

#### 4. Term and Term Limits

a) Term. Each National Coordinating Board member's term will be for two (2) years, except that the term of half of the members of the National Coordinating Board elected at the First Annual Meeting (as such term is defined in Section (C)(1), above) pursuant to subsection (1), above, shall be for one (1) year. No National Coordinating Board member shall serve more than three (3) consecutive terms; provided that a National Coordinating Board member elected to fill a vacancy shall be eligible for re-election to three (3) consecutive terms.

b) End of Term. Except in the case of resignation or removal under these Bylaws, each member of the National Coordinating Board shall hold office until the expiration of her term and the election of her successor (if any).

c) Staggered Terms. Terms of the National Coordinating Board members elected pursuant to subsection (1), above, shall be staggered,

with half of such National Coordinating Board members coming up for election every year.

d) Filling Vacancies. In the event a National Coordinating Board member's term terminates or expires, for any reason, prior to the applicable Annual Meeting that ordinarily would end her term, the Local Associations that would be entitled to elect a National Coordinating Board member to such office shall, within three (3) months of such vacancy, elect a new National Coordinating Board member to fill such vacancy.

e) Waiting Period. A National Coordinating Board member who has served her three (3) consecutive terms may, after a minimum two (2) year absence, be eligible for re-election to the National Coordinating Board.

5. Diversity. This nomination and election process regarding National Coordinating Board members shall intentionally include consideration of age, ethnic, racial and cultural diversity.

6. Resignation. Any National Coordinating Board member may resign from office at any time by delivering a resignation in writing to the Chairperson of the YWCA, and to the Regional Councils affiliated with the Local Associations that elected such National Coordinating Board member. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

7. Transitional National Coordinating Board. Upon the Effective Date of these Bylaws (as such term is defined in Article III, Section (A)(1), above), and for a term to expire upon such individuals' re-election or the election of such individuals' successors (if any) at the first Annual Meeting held following such Effective Date (the "First Annual Meeting"), the following individuals shall be the members of the National Coordinating Board: Carla Billingham, Judy Brown, Carol Burns, Cheryl Curtis, Christie Dailey, Myrna Deckert, Mary Douglas, Glenda DuBoise, Joan Durant, Suzanne Durham, Mary Ann Forbes, Anne Golden, Diana Gorham, Nikki Kubista, Linda Nguyen, Audrey Peeples, Carlen Petersen, Yaamini Rao, Shirley Readdean, Rita Ryder and Marti Wilson-Taylor. Periods of time served by such individuals on the National Coordinating Board prior to the First Annual Meeting shall not be counted for term limitation purposes under these Bylaws.

D. Certain Responsibilities. In furtherance of its management authority and responsibility under Section (A), above, the National Coordinating Board shall do the following:

1. Hallmark Programs. Adopt national standards for Hallmark programs, which programs shall be, as of the Effective Date of these Bylaws (as such

term is defined in Article III, Section (A)(1), above), in the areas of racial justice and the economic empowerment of women; provided that at least ninety (90) days before adding, deleting or modifying Hallmark program issue areas, the National Coordinating Board shall provide the Regional Councils with draft copies of any such proposals for the Regional Councils' review and recommendations.

2. National Advocacy. Subject to the limitations set forth in Article IX, Section (a) of the YWCA Certificate of Incorporation, provide strong national advocacy.

3. Member Communication. Maintain an effective communications network among Local Associations and Regional Councils.

4. National Branding. Establish and implement recommendations and strategies related to national branding and visibility.

5. Strategic Collaboration. Establish strategic collaborations with other organizations in accordance with the YWCA approved goals, proposed strategies, mission, and advocacy priorities.

6. Certain Regional Council Recommendations. At least ninety (90) days before the beginning of the YWCA fiscal year, provide Regional Councils with draft copies of the annual YWCA capital and operating budgets; the annual YWCA goals and proposed strategies; and the annual YWCA advocacy agenda, for Regional Councils' review and recommendations.

7. Annual Audit. Commission an annual YWCA financial audit by an independent CPA firm, and present copies of the full audit, management letter, and financial statements to Regional Councils and Local Associations within six (6) months of the close of each fiscal year.

8. Monitoring Trademark Use. The YWCA owns all trademarks, service marks, trade names, logos and designs that include or use the words "Young Women's Christian Association" or the initials "YWCA" (collectively, the "Trademark"). Trademark use shall be monitored and all necessary and appropriate actions taken to preserve its value and prevent unauthorized uses. Permission to use the Trademark shall be granted only by resolution of the National Coordinating Board and only to Local Associations and Regional Councils, in accordance with the terms and conditions of the YWCA Certificate of Incorporation and these Bylaws, and applicable licensing agreements, and to others on a case-by-case basis as determined by resolution of the National Coordinating Board.

9. YWCA Retirement Fund. Ensure that all eligible YWCA employees participate in the YWCA Retirement Fund.

10. World YWCA Linkages. Maintain linkages to the World YWCA, establish a process to choose representatives for attendance at appropriate World

meetings, participate in World YWCA activities and global advocacy efforts to the greatest extent possible, and pay dues to the World YWCA.

11. YWCA Staff. Employ YWCA staff as needed.

12. Member Disputes. In accordance with these Bylaws, address disputes involving Local Associations and/or Regional Councils.

13. Local Association Payments to Regional Councils. Set minimum dues that Local Associations pay to their Regional Council.

14. YWCA Records. Manage and safeguard the records and archives of the YWCA.

15. YWCA Assets. Preserve and increase the assets of the YWCA, including, without limitation, by making material YWCA asset distributions only by resolution of the National Coordinating Board based on policy recommended by the Asset Management and Development Committee.

16. Local Association Peer Review Processes. In accordance with these Bylaws, develop uniform standards and criteria for the Local Association peer review process.

17. Membership Certifications. Certify Local Association and Regional Council membership.

18. Certain Operational Standards. Operate in compliance within all applicable law, the Certificate of Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; and maintain solvency.

19. Reports to Members. No less often than annually, provide the Local Associations and the Regional Councils with financial, statistical information and status reports regarding YWCA operations.

#### E. National Coordinating Board Meetings and Action

1. Annual Meeting. The National Coordinating Board shall hold its Annual Meeting immediately following the Annual Meeting of the members. At this meeting, officers of the National Coordinating Board shall be elected and installed by the National Coordinating Board, and annual reports shall be received; provided, however, that prior to the First Annual Meeting (as such term is defined in Section (C)(1), above), the named National Coordinating Board members listed in Section (C)(1), above, shall promptly elect officers, acting upon the recommendations of the Nominating Committee.

2. Regular Meetings and Special Meetings. The National Coordinating Board may fix times and places for Regular Meetings of the National Coordinating

Board. Special Meetings of the National Coordinating Board shall be held whenever called by no fewer than seven (7) members of the National Coordinating Board, or by the Chairperson of the YWCA, in each case at such time and place as shall be fixed by the person or persons calling the meeting. Notice of Regular Meetings and Special Meeting shall be given by the Secretary of the YWCA, or by a person calling the meeting, to each National Coordinating Board member and to each Regional Council by first-class mail at least ten (10) days before the meeting, or, where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery at least three (3) days before the meeting.

3. Waiver of Notice. Notice of a meeting need not be given to any National Coordinating Board member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice.

4. Open Meetings. National Coordinating Board meetings hereunder shall be open to attendance by all members of Local Associations and all members of Regional Councils, and all National Coordinating Board members, subject to executive session privileges.

5. Voting; Quorum. Except as otherwise specified in the Bylaws, the Certificate of Incorporation or as required by law, a majority of the National Coordinating Board shall constitute a quorum for the transaction of any business, and at any meeting of the National Coordinating Board at which a quorum is present, the vote of a majority of the National Coordinating Board members present at the time of the vote shall be the act of the National Coordinating Board, but a majority of the National Coordinating Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place. No notice of any such adjournment need be given.

6. Action by Unanimous Written Consent. Any action required or permitted to be taken by the National Coordinating Board may be taken without a meeting if all members of the National Coordinating Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the National Coordinating Board or committee.

7. Teleconferences, Videoconferences. Participation of one or more National Coordinating Board members by teleconference or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

## V. OFFICERS

A. Officers. The Officers of the YWCA shall include a Chairperson, Vice-Chairperson, Secretary, and Treasurer, and such other officers as the National Coordinating Board may from time to time appoint or elect, and each shall have such powers and duties as set forth in these Bylaws and as assigned by the National Coordinating Board from time to time.

### B. Election; Term of Office

1. Election. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected by the National Coordinating Board, acting upon recommendations of the Nominating Committee.

2. Removal. An officer may be removed at any time, with or without cause, by resolution of the National Coordinating Board.

3. Resignation. Any officer may resign from office at any time by delivering a resignation in writing to the Chairperson of the YWCA, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

4. Term. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected to a one (1) year term, and may be re-elected for an additional term. No such officers shall hold the same office for more than two (2) consecutive terms.

5. Vacancies. If a vacancy occurs in the Chairperson's office, the Vice-Chairperson will fill that role. If a vacancy occurs in any other officer positions, the Nominating Committee will present a name to the National Coordinating Board for approval and election.

C. Chairperson. The Chairperson shall preside at all National Coordinating Board meetings and other national meetings of the YWCA. By virtue of her office, the Chairperson: (1) shall be a member, without vote, of all committees acting on behalf of the YWCA; and (2) shall serve as a member of the YWCA with full voting rights, entitled to cast a single vote on all matters upon which Local Associations are entitled to vote (as described in Article III, Section (A)(6), above) and on all matters upon which Regional Councils are entitled to vote (as described in Article III, Section (B)(5), above).

D. Vice-Chairperson. At the request of the Chairperson, or in the absence or inability of the Chairperson to act, the Vice-Chairperson shall perform all the duties and may exercise any of the powers of the Chairperson. In addition, the Vice-Chairperson shall have such powers and perform such other duties as the National Coordinating Board may determine.

E. Secretary. The Secretary shall have charge of such books, documents and papers as the National Coordinating Board may determine, and shall have custody of the corporate seal, if any then exists. The Secretary shall attend and keep the minutes of all the meetings of the National Coordinating Board and of all the national meetings of the Local Associations and the Regional Councils. The Secretary shall have authority to certify Bylaws, resolutions and other documents of the YWCA as true and correct copies thereof. The Secretary may affix the corporate seal, if any then exists, when so authorized or ordered by the National Coordinating Board, and shall have such powers and perform such other duties as the National Coordinating Board may determine. The Secretary may be assisted in performing her duties by an Assistant Secretary who has been appointed by the National Coordinating Board and who need not be a National Coordinating Board member.

F. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the YWCA, which may come into her hands. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the YWCA, and shall deposit all monies and other valuable effects of the YWCA in the name and to the credit of the YWCA in such banks or depositories as the National Coordinating Board may designate. Whenever required by the National Coordinating Board or the Chairperson, the Treasurer shall render a statement of the accounts. The Treasurer shall have such powers and perform such other duties as the National Coordinating Board may determine. The Treasurer may be assisted in performing her duties by an Assistant Treasurer who has been appointed by the National Coordinating Board and who need not be a National Coordinating Board member. By virtue of her office, the Treasurer shall be a member, with voting rights, of the Asset Management and Development Committee.

## VI. COMMITTEES

### A. Executive Committee

1. Composition. There shall be a standing committee of the National Coordinating Board which shall be an Executive Committee comprised solely of National Coordinating Board members, which shall have no fewer than three (3) members, and subject to such limitations, whose number shall be fixed from time to time by the National Coordinating Board, and whose members shall serve at the pleasure of the Board.

2. Election and Term. The members of the Executive Committee shall be elected to a one (1) year term by vote of the majority of the entire National Coordinating Board at the Annual Meeting of the National Coordinating Board acting upon the recommendations of the Nominating Committee; provided, however that the Chairperson, Vice-Chairperson, Secretary and Treasurer shall serve ex officio as voting members of the Executive Committee.

3. Duties and Powers. The Executive Committee shall have general supervision of the affairs of the National Coordinating Board between its

business meetings, fix the hour and place of its meetings, make recommendations to the National Coordinating Board, and perform such other duties as are specified in these Bylaws. The Committee shall be subject to direction by the National Coordinating Board, and none of its acts shall conflict with action taken by the National Coordinating Board. Notwithstanding the foregoing, neither the Executive Committee nor any other National Coordinating Board committee shall have authority as to the filling of vacancies in the National Coordinating Board or in any National Coordinating Board committee, the amendment or repeal of the Certificate of Incorporation or these Bylaws or the adoption of new Bylaws, and the amendment or repeal of any resolution of the National Coordinating Board which by its terms shall not be so amendable or repealable.

4. National Coordinating Board Ratification. Actions of the Executive Committee must be ratified by the National Coordinating Board.

5. Special Meetings. The Chairperson may call special meetings of the Executive Committee on reasonable notice, as deemed necessary.

#### B. Nominating Committee

1. Composition. There shall be a standing committee of the National Coordinating Board, which shall be a Nominating Committee comprised solely of National Coordinating Board members. The Nominating Committee shall have five (5) members, each of whom shall have been elected by the Local Associations affiliated with different Regional Councils; provided that prior to the First Annual Meeting (as such term is defined in Article IV, Section (C)(1), above), the named National Coordinating Board members listed in Article IV, Section (C)(1), above, shall promptly elect the members of the Nominating Committee, for a term to expire upon such individuals' re-election or the election of such individuals' successors at the First Annual Meeting.

2. Election and Term. The members of the Nominating Committee shall be elected to a one (1) year term by the National Coordinating Board at the Annual Meeting of the National Coordinating Board.

3. Duties, Powers. The responsibilities of the Nominating Committee shall include, without limitation, that the Nominating Committee shall prepare a single slate of individuals to serve as Chairperson, Vice-Chairperson, Secretary and Treasurer, for election by the National Coordinating Board, and the Nominating Committee shall assure that the Chairperson, Vice-Chairperson, Secretary and Treasurer shall be National Coordinating Board members, and that each shall be affiliated with a Local Association affiliated with a different Regional Council. The Nominating Committee shall prepare a single slate of individuals to serve as members of the Nominating Committee, for election by the National Coordinating Board.

C. Nominating Committee for the Asset Management and Development Committee. With respect to nominations for the Asset Management and Development Committee, there shall be a committee of the corporation appointed by the National Coordinating Board, called the “Nominating Committee for the Asset Management and Development Committee,” consisting of three (3) members of the Nominating Committee and three (3) members of the Asset Management and Development Committee, and such special committee shall prepare a single slate for members to the Asset Management and Development Committee for election by the National Coordinating Board.

D. Asset Management and Development Committee

1. Composition

a) Membership. There shall be a committee of the corporation called the “Asset Management and Development Committee,” the members of which may include, without limitation, persons who are not members of the National Coordinating Board.

b) Initial Composition. The initial Asset Management and Development Committee shall be comprised of: (i) those individuals who served on the body known as the Board of Trustees of the YWCA of the U.S.A. as of the date immediately preceding the Effective Date of these Bylaws (as such term is defined in Article III, Section (A)(1), above); and (ii) additional individuals, selected by the National Coordinating Board, acting upon the recommendations of the Nominating Committee, up to a maximum of thirteen (13) Asset Management and Development Committee members.

c) Initial Term. All individuals serving on the initial Asset Management and Development Committee pursuant to subsection (b), above, shall serve an initial term on the Asset Management and Development Committee as follows: the period from the Effective Date of these Bylaws (as such term is defined in Article III, Section (A)(1), above) (to the date of the First Annual Meeting (as such term is defined in Article IV, Section (C)(1) of these Bylaws) and, thereafter, one-half (1/2) for a one (1) year term and one-half (1/2) for a two (2) year term, such terms to expire, as applicable, upon the individual’s re-election or upon the election of the individual’s successor at the applicable Annual Meeting. Periods of time served on the Asset Management and Development Committee prior to the First Annual Meeting shall not be counted for term limitation purposes.

d) Number. Subject to subsection (b), above, there shall be no fewer than twelve (12) and no more than eighteen (18) Asset Management and Development Committee members, of which no more than four (4)

shall be members of the National Coordinating Board, one (1) of whom shall be the Treasurer.

e) Subcommittees. The Asset Management and Development Committee shall include, without limitation, two (2) subcommittees, one (1) of which shall address asset management, and one (1) of which shall address fund development.

## 2. Election and Term

a) Election. Subject to subsections (1)(b) and (c), above, the members of the Asset Management and Development Committee shall be elected by the National Coordinating Board at the Annual Meeting of the National Coordinating Board, acting upon the recommendations of the Asset Management and Development Committee Nominating Committee.

b) Removal. The National Coordinating Board shall remove members of the Asset Management and Development Committee, as determined by a two-thirds (2/3) vote of the National Coordinating Board.

c) Term and Term Limits. Subject to subsection (1)(c), above, the term of office of each member of the Asset Management and Development Committee shall be two (2) years, and no individual shall serve longer than three (3) consecutive terms; provided that an individual elected to fill a vacancy shall be eligible for re-election to three (3) consecutive terms; and provided further that an individual who has served three (3) consecutive terms may, after a minimum two (2) year absence, be eligible for re-election to the Asset Management and Development Committee.

d) Staggered Terms. Terms shall be staggered, with one-half (1/2) of the Asset Management and Development Committee members' terms expiring in each year.

3. Chairperson. The Asset Management and Development Committee members shall elect chairperson of the Asset Management and Development Committee from among its members.

## 4. Duties; Powers

a) Develop and maintain investment policies, distribution policies and fund development policies, as approved by the National Coordinating Board.

b) Oversee the investment, development, and management of the assets of the YWCA, including, without limitation, the endowment, real property, and all gifts and grants, in accordance with the terms and

conditions of the YWCA Certificate of Incorporation and Bylaws, but excluding asset development for specific YWCA programs.

c) Hold meetings at least quarterly.

d) Furnish quarterly minutes, and investment and fund development performance reports to the National Coordinating Board, with a comprehensive report annually to the National Coordinating Board.

E. Additional Committees. The National Coordinating Board may, from time to time, and by resolution adopted by the National Coordinating Board, and only as consistent with applicable law, the Certificate of Incorporation and these Bylaws, establish and define other committees that further the purposes of the YWCA.

F. Voting and Quorum. For committees established hereunder, except as otherwise provided in these Bylaws, a majority of all of the voting members of each such committees shall constitute a quorum at any meeting thereof, and at a committee meeting at which a quorum is present the vote of a majority of the committee members present at the time of the vote shall be the act of the committee.

G. Minutes. All committees established hereunder shall keep written minutes reflecting all business conducted, which shall regularly be provided to the National Coordinating Board and the Regional Councils.

H. Duties. The National Coordinating Board shall, from time to time, provide each committee with a description of its duties, responsibilities and goals

I. Open Meetings. Committee meetings hereunder shall be open to attendance by all members of Local Associations and all members of Regional Councils, and all National Coordinating Board members, subject to executive session privileges.

J. Vacancies. If a vacancy occurs on a committee, the Nominating Committee or the Asset Management and Development Committee Nominating Committee, as applicable, will present a name to the National Coordinating Board for approval.

## VII. SUBMIT MATTERS TO THE LOCAL ASSOCIATIONS

The National Coordinating Board, at the request of a majority of the Regional Councils, or five percent (5%) of Local Associations, or on its own initiative, shall submit to the Local Associations any question or policy or matter of business concerning the YWCA, it being understood that the response by the Local Associations, if any, with respect to any such submission shall be purely advisory and non-binding with respect to the National Coordinating Board. Nothing in this Article VII shall be interpreted to abrogate the rights of members as set forth in these Bylaws.

## VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the YWCA in all cases to which they are applicable and in which they are not inconsistent with applicable law, the Certificate of Incorporation, these Bylaws or any special rules of order the YWCA may adopt.

## IX. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST

A. Certain Definitions. For purposes of this Article IX:

1. "Related Party Transaction" means a contract or transaction between the YWCA and either (a) one or more National Coordinating Board members or officers, or (b) any other corporation, firm, association or other entity in which one or more of its National Coordinating Board members or officers are directors or officers, or have a substantial financial interest.
2. "Interested Directors or Officers" mean National Coordinating Board members or officers who are parties to a Related Party Transaction, or who are directors or officers of, or have a substantial financial interest in, a corporation, firm, association or other entity which is a party to a Related Party Transaction.
3. "Authorizing Body" means the National Coordinating Board, or a National Coordinating Board committee, which authorizes a Related Party Transaction.

B. If Disclosure

1. A Related Party Transaction shall not be either void or voidable by the YWCA solely because it qualifies as a Related Party Transaction, or because Interested Directors or Officers are present at the meeting of the Authorizing Body which authorizes the Related Party Transaction, or because the votes of Interested Directors or Officers are counted for purposes of authorizing the Related Party Transaction; if
  - a) the material facts as to the Interested Directors or Officers interest in the Related Party Transaction and as to any such common directorship, officership or financial interest are disclosed in good faith, or known to the Authorizing Body; and
  - b) the Authorizing Body authorizes the Related Party Transaction by a vote sufficient for such purpose without counting the vote or votes of Interested Directors or Officers.
2. Interested Directors or Officers may be counted in determining the presence of a quorum at a meeting of the Authorizing Body that authorizes such contract or transaction.

C. If No Disclosure. If the requirements set forth in Section (B), above, are not satisfied, the YWCA may avoid the Related Party Transaction unless the Interested Directors or Officers establish affirmatively that the Related Party Transaction was fair and reasonable as to the YWCA at the time it was authorized by the Authorizing Body.

X. INDEMNIFICATION

A. The YWCA shall indemnify each National Coordinating Board member and former National Coordinating Board member, each of its officers and former officers, each of its employees and agents (if any) designated for indemnification by the National Coordinating Board in its discretion, and each person serving at the request of the YWCA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (each, an "Indemnitee"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Indemnitee was or is a person as described herein, whether by or in the right of the YWCA or not, in a manner and to the fullest extent now or hereafter permitted by law. The YWCA shall also advance expenses to any such Indemnitee in connection with any such action, suit or proceeding to the fullest extent now or hereafter permitted by law, subject however to receipt of an undertaking from the applicable Indemnitee with respect to repayment of such advances as required by the New York Not-for-Profit Corporation Law.

B. The right of indemnification herein provided for shall be in addition to any and all rights to which any Indemnitee otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

XI. FISCAL YEAR

The fiscal year of the YWCA shall end on August 31, unless and until changed by the National Coordinating Board.

XII. PRINCIPAL OFFICE

The principal office of the YWCA shall be in New York, New York, unless and until changed by the National Coordinating Board.

XIII. CHECKS, NOTES AND CONTRACTS; AUDITS; INVESTMENTS

The National Coordinating Board is authorized to select the banks or depositories it deems proper for the funds of the YWCA, and shall determine who shall be authorized in the YWCA's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. At least annually, as directed by the National Coordinating Board, the financial transactions of the YWCA shall be audited by independent auditors and a report of the audit shall be made to the National Coordinating Board and the Regional Councils. The funds of the YWCA may be retained in whole or in part in cash, or may be invested and reinvested from time to

time in such property, real, personal or otherwise, or stocks, bonds or other securities as the National Coordinating Board may deem desirable, and pursuant to the terms and conditions of the Certificate of Incorporation, these Bylaws and applicable law.

XIV. AGENTS AND REPRESENTATIVES

The National Coordinating Board may, by resolution, appoint such agents and representatives of the YWCA, and empower them to perform such acts or duties on behalf of the YWCA, as the National Coordinating Board may see fit, so far as may be consistent with applicable law, the Certificate of Incorporation and these Bylaws.

XV. VOLUNTEER DIRECTORS, COMMITTEE MEMBERS

All National Coordinating Board members, and committee and sub-committee members shall serve without compensation, but shall be provided with coverage for reasonable expenses incurred in connection with National Coordinating Board business.

XVI. AMENDMENT OF BYLAWS

Subject to any limitations set forth in these Bylaws, the Certificate of Incorporation or applicable law, any Bylaw may be adopted, amended, modified, restated or repealed by the vote of not less than two-thirds (2/3) of the Local Associations at any meeting of the Local Associations, or, as provided in the Certificate of Incorporation, by the written consent of two-thirds of the Local Associations. Notice of any such meeting shall be given by the Secretary of the Corporation to each Local Association by first-class mail at least ninety (90) days before the meeting, or, where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery at least forty-five (45) days before the meeting. As applicable, notice of such meeting, or the resolution seeking Local Association consent, shall fully set forth the nature of the changes proposed to be made to these Bylaws.