

**AMENDED AND RESTATED BY-LAWS OF THE  
YOUNG WOMEN'S CHRISTIAN ASSOCIATION  
OF THE HARTFORD REGION, INC.**

**ARTICLE I – NAME AND MISSION**

The Young Women's Christian Association of the Hartford Region Inc. (hereinafter referred to as "YWCA" or "YWCA Hartford Region") is a member of the Young Women's Christian Association of the United States of America, Inc. (hereinafter referred to as the "YWCA USA") and maintains that membership in accordance with the bylaws of YWCA USA and unites in the following statement of Mission:

YWCA Hartford Region is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom and dignity for all.

**ARTICLE II - ADMINISTRATIVE PROVISIONS**

Section 1 - Fiscal Year

The fiscal year of YWCA shall be the calendar year.

Section 2 - Notice

Whenever under the provisions of these By-laws notice is required to be given to a director, officer, committee member, or YWCA member, such notice shall be given in writing (a) by U.S. mail or overnight delivery service with postage prepaid to such person at her address as it appears on the records of the YWCA, which notice shall be deemed to have been given when deposited in the mail or the delivery service; (b) by hand delivery to the person; or (c) by facsimile, e-mail or other similar communication method for which a permanent record can be maintained and which has been approved by the Board of Directors of YWCA ("Board of Directors" or "Board").

Section 3 - Principal Office

The principal office of YWCA shall be located in Hartford, CT unless and until changed by the Board of Directors.

Section 4 – Books and Records

YWCA shall keep at its principal office correct and complete books and records of its accounts and transactions.

## **ARTICLE III – MEMBERSHIP**

### **Section 1 – Qualifications and Requirements**

a. Qualifications for all Members

Any woman or girl (at least twelve (12) years of age or over) and who is committed to the furtherance of the mission of the YWCA, may join the Association

b. Requirements for all Members:

Payment of dues is required. The Board of Directors determines membership dues and may exempt some members from payment of dues.

c. Exemptions

Members of certain program groups may be exempted from YWCA membership by action of the Board of Directors. Exemptions should be reviewed annually.

### **Section 2 – Annual Membership Meeting**

The annual membership meeting shall be held yearly at a time designated by the Board of Directors. The annual meeting shall be for the purpose of (i) reviewing the work of the YWCA; (ii) announcing the results of elections for the Board of Directors and Nominating and Governance Committee; and (iii) discussing such other matters as the Board of Directors deems appropriate. Members shall be given written notice of the meeting at least two weeks in advance.

## **ARTICLE IV – NON MEMBER PARTICIPANTS**

### **Section 1 - YWCA Associates**

Men and boys 12 years of age and over who participate in YWCA programs shall be called “YWCA Associates”. They shall not be considered “members” of the YWCA. They shall pay Associate dues as determined by the Board of Directors.

### **Section 2 – Girls and Boys Under Twelve Years of Age**

Payment of membership or Associate dues is required for parents or guardians of girls or boys under twelve years of age who participate in YWCA programs.

## **ARTICLE V - QUALIFICATIONS FOR VOTING DELEGATES TO NATIONAL MEETINGS**

The Chair of the Board of Directors (“Chair”) and CEO each shall be voting delegates to meetings of the YWCA USA unless such delegates are otherwise appointed by the Executive Committee. The Chair may designate alternate delegates to any meeting of YWCA USA where one or more of the delegates are unable to attend. Voting delegates to meetings of the YWCA USA shall be Members who have consented to individual acceptance of responsibility to further the achievement of the Mission of the YWCA. At least one (1) of the voting delegates must be a volunteer.

## **ARTICLE VI - QUALIFICATIONS FOR MEMBERS OF THE BOARD OF DIRECTORS AND NOMINATING AND GOVERNANCE COMMITTEE**

Members of the Board of Directors and Nominating and Governance Committee shall be members of YWCA who have consented to individual acceptance of responsibility to further the achievement of the Mission of YWCA.

## **ARTICLE VII – BOARD OF DIRECTORS**

### **Section 1 - Powers**

There shall be a Board of Directors, which shall supervise and control the business, property, and affairs of YWCA, except as otherwise expressly provided by law, the Amended and Restated Certificate of Incorporation of YWCA or these By-laws. A director must be a member who is at least fifteen years of age

### **Section 2 – Number of Board Members**

The Board of Directors shall consist of not more than twenty-seven (27) nor fewer than fifteen (15) members of YWCA. The number of directors constituting the Board of Directors may be increased or decreased by action of the Board of Directors.

### **Section 3 – Elections and Term of Office**

- a. Term - The term of office for each director shall be two years.
- b. Term Limit - No member shall serve more than three consecutive full two-year terms as a director with the exception of a director who is elected Chair in the second year of her third term. In the situation where the Nominating and Governance Committee proposes a slate of officers that includes the current Chair who, having been elected Chair in the second year of her third term, is finishing her first term as Chair and her third consecutive term as a member of the Board of Directors, that person may be elected to a one year term as Chair (and director).
- c. The immediate past Chair of the Board shall be eligible to serve one additional one-year term following the expiration of her current term.
- d. After a Director has fulfilled her term limit as described in subsection (b); she may not be re-elected to the board for a period of one year. After that year has passed, she may be re-elected to the board and is subject to the same term limits noted in subsection (b).
- e. Staggered Terms - The Board of Directors shall be a staggered board, divided into two groups.
- f. Nomination and Election Process - Approximately one-half (1/2) of the total number of the Board of Directors shall be elected each year. At each annual Board meeting, the then acting directors shall elect or re-elect directors to replace those directors whose terms are expiring, each such elected or re-elected director to serve a term of two years, subject to the limitation on terms provided in these By-laws, until the commencement of her successor's term. If the number of directors is

changed by the Board of Directors in accordance with these By-laws, the resulting increase or decrease in the number shall be apportioned among the two classes of directors so as to maintain the number of directors in each class as nearly equal as possible. The procedure for nominations shall be determined by the Nominating and Governance Committee and approved by the Board of Directors.

- g. Vacancies - The Board of Directors shall fill vacancies occurring between annual elections from nominations made by the Nominating and Governance Committee. Any such vacancy shall be filled for the unexpired portion of the term, unless a shorter period is specified at the time of appointment. The person appointed to fill such a vacancy shall be eligible for nomination and election for three succeeding full terms.

#### Section 4 - Resignation

Any director may resign at any time by giving written notice to the Chair or the Secretary. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance thereof as determined by the Chair.

#### Section 5 - Removal

Any director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the directors present at any duly held meeting of the Board of Directors at which a quorum is present called expressly for that purpose.

#### Section 6 - Annual Meeting

An annual meeting of the Board of Directors shall be held each year, at such time, day and place as shall be designated by the Board of Directors, for the election of directors and officers and for the transaction of such other business as may properly come before the meeting.

#### Section 7 - Regular Meetings

The Board of Directors will meet at least quarterly.

#### Section 8 - Special Meetings

Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

#### Section 9 - Notice

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 5 days previous to the meeting and in the manner set forth in Section 2 of Article II. The purpose for which a meeting is called shall be stated in the notice. Depending upon the matters to be considered, additional notice requirements may apply, as provided in Article XIII of these By-laws. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and/or

participation at a meeting shall also constitute a waiver of notice unless, at the beginning of the meeting or promptly upon arrival, such director objects to holding the meeting or transacting business at the meeting, and thereafter does not vote for or assent to action taken at the meeting.

#### Section 10 - Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

#### Section 11 - Voting

- a. Each director shall have one vote. Voting by proxy shall not be permitted.
- b. Except as otherwise expressly required by law, the Amended and Restated Certificate of Incorporation of YWCA or these By-laws, the affirmative vote of a majority of the directors present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors.
- c. A two-thirds (2/3) vote of the directors present at any duly held meeting at which a quorum is present shall be required for approval of the following actions:
  - Hiring and firing the CEO;
  - Removing a director or officer;
  - Amending these By-laws;
  - Terminating membership with the YWCA USA;
  - Dissolving YWCA; or
  - Such other action, if any, for which a two-thirds (2/3) vote is specified in these By-laws.

#### Section 12 - Unanimous Written Consent In Lieu of a Meeting

The Board of Directors may take action without a meeting if written (including electronic means such as e-mail or fax) consent to the action is signed by all of the directors.

#### Section 13 - Telephone Meeting

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting including for purposes of determining if a quorum is present.

#### Section 14 - Conflicts of Interest

- a. Annually each director is required to sign an acknowledgement of YWCA's Conflict of Interest Statement and disclose any potential existing conflicts of interest.
- b. "Conflict of interest" as referred to in these By-laws, shall include but shall not be limited to, any transaction by or with YWCA in which a director has a direct or indirect

personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the YWCA.

- c. No director shall cast a vote, nor take part in the final deliberation in any matter in which she, members of her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of YWCA or otherwise creating a conflict of interest.
- d. Any director who believes she may have a conflict of interest or potential conflict of interest that might reasonably be deemed to limit or potentially limit such director's fair and impartial participation in Board deliberations or decisions, shall inform the Board as to the circumstances of such conflict or potential conflict prior to any deliberations involving the matter creating the conflict or potential conflict. The Board may request from the director, and the director shall provide, such non-confidential information as may reasonably inform the Board's decision regarding the conflict or potential conflict, even if those circumstances require the nonparticipation of the affected director on deliberations or decisions.
- e. The Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

## **ARTICLE VIII – OFFICERS OF THE YWCA**

### **Section 1 – Officers**

Officers of the YWCA must be directors. No fewer than four officers shall be elected by the members of the Board of Directors: Chair, Vice Chair, Secretary, and Treasurer. Additional officers may be added as the Board of Directors may determine from time to time. The officers of the YWCA shall also serve as the officers of the Board of Directors.

### **Section 2 – Election of Officers**

- a. A slate of officers shall be announced by the Nominating and Governance Committee at least two (2) weeks in advance of the annual Board meeting.
- b. Officers of the YWCA shall be elected by the Board of Directors at the annual Board meeting.

### **Section 3 - Term of Office**

Officers of the YWCA shall be installed effective upon a date not more than 60 days after the annual Board meeting at which they are elected and shall hold office for one year from the date of their installation or until their respective duly elected successors are installed. Officers may serve no more than two consecutive full one-year terms in the same office.

### **Section 4 – Duties**

- a. Chair - The Chair shall give active direction and exercise oversight pertaining to all affairs of the YWCA. She may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors. The Chair is an ex-officio member of all Board committees.
- b. Vice Chair - The Vice Chair will perform the duties of the Chair in the absence or inability of the Chair, and will perform such other duties as requested and delegated by the Chair, and when so acting, shall have all the powers of the Chair as have been delegated and shall act subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board of Directors may prescribe.
- c. Secretary - The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these By-laws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors.
- d. Treasurer - The Treasurer shall be responsible for and oversee all financial matters of the YWCA. The Treasurer shall ensure staff members properly receive and give receipts for monies due and payable to the YWCA and deposit all such monies in the name of the YWCA in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the Board of Directors.

#### Section 5 - Resignation

Any officer may resign at any time by giving written notice to the YWCA. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately upon receipt by the Chair, the Secretary or the Board. The Board of Directors will fill any vacant office for any unexpired portion of the term.

#### Section 6 - Removal

Any officer may be removed from such office, with or without cause, by a two-thirds (2/3) vote of the directors at any duly held meeting of the Board of Directors at which a quorum is present called expressly for that purpose.

#### Section 7 - Vacancies

A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

#### Section 8 - Compensation

Members of the Board of Directors will not receive a salary or other compensation, but shall be entitled to reimbursement of reasonable expenses, which will be budgeted and paid by the YWCA.

### **ARTICLE IX – COMMITTEES OF THE YWCA**

## Section 1 - Board Committees and Task Forces

- a. The Board of Directors may by resolution create and appoint members or Associates of YWCA to committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make recommendations to the Board.
- b. The Chair will appoint chairs of committees and task forces, except as otherwise stated in these By-laws.
- c. Committees and task forces may be composed of individuals who are not members of the Board of Directors except as otherwise stated in these By-laws.
- d. Sections 9, 10, 11a, 12 and 13 of Article VII of these By-laws, which govern notice and waiver of notice for meetings, quorum and voting requirements for general matters, action by written consent and telephone meetings, shall apply to committees substituting the applicable committee or committee chair for Board of Directors or the Chair, as applicable.

## Section 2 – Standing Committees

Duties of standing committees beyond those outlined in these By-laws will be set forth by resolution of the Board of Directors.

- a. Nominating and Governance Committee – The purpose of the Nominating and Governance Committee is (i) to promote effective participation of qualified members on the Board of Directors and (ii) to create and maintain a framework within which the Board conducts business, to ensure sound governance practices are followed by the Board and the YWCA, and to conduct ongoing reviews and recommendations to enhance the quality of the Board and its work. The work of the committee revolves around the following:
  - Identification and nomination of director and officer candidates;
  - Board roles and responsibilities;
  - Board composition;
  - Board development;
  - Board effectiveness;
  - Board leadership; and
  - Succession planning.

At least five members of the Board of Directors shall be members of the Nominating and Governance Committee. Regarding nominating activities, specifically the identification and nomination of director and officer candidates and succession planning, the Nominating and Governance Committee shall include at least two non-director members to participate in nominating activities. No member of the Nominating and Governance Committee shall serve more than two consecutive two-year terms. Vacancies occurring on the committee between annual Board meetings shall be filled by the committee with the approval of the Chair.



- b. Executive Committee - Between meetings of the Board of Directors, on-going oversight of the affairs of the YWCA may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board. All members of the Executive Committee must be members of the Board of Directors.
- c. Finance Committee –The Finance Committee shall ensure the organization’s financial stability by providing oversight on financial matters of the YWCA, helping the Board understand the organization’s financial affairs, and ensuring compliance with federal, state, and other requirements related to the YWCA’s finances. The Treasurer shall serve as Chair of the Finance Committee and shall be a member of the Investment Committee.
- d. Investment Committee – The Investment Committee shall oversee investments including establishing investment objectives, acceptable level and types of risk, and levels of liquidity, and to report regularly to the Board. The Chair of the Investment Committee shall be a member of the Finance Committee.
- e. Audit Committee The Audit Committee shall annually evaluate and recommend the appointment of the auditor to the Board, oversee an annual independent audit of the YWCA, and review results of the audit with the auditor, Board and CEO.

#### Section 4 - Term of Office

The term of office for the Nominating and Governance Committee is two-years, unless the committee is sooner dissolved, with a term limit of two consecutive terms. The term of office for other committees, except as otherwise provided in these By-laws, is one year, unless the committee is sooner dissolved.,

#### Section 5 – Vacancies

Except as otherwise provided in these By-laws, vacancies on any committee will be filled by the chair of that committee.

### **ARTICLE X – STAFF OF THE YWCA**

#### Section 1 – Employment

All YWCA staff shall be employed in accordance with applicable law and according to policies established by the Board of Directors.

#### Section 2 – Professional Leadership

The management of YWCA shall be entrusted by the Board of Directors to the CEO, who is hired by the Board of Directors. The Board of Directors delegates the responsibility for all other staff to said CEO. The CEO shall be a voting member or an Associate of the YWCA.

#### Section 3 – Executive Evaluation

On an annual basis, the Board of Directors shall provide the CEO with a written performance evaluation.

## **ARTICLE XI – NON-DISCRIMINATION**

YWCA conducts its internal operation and service delivery on a non-discriminatory basis without regard to race, creed, color, sex, sexual orientation, disability, marital status, civil union status, national origin, socio economic status or age.

## **ARTICLE XII – AMENDMENTS TO BY-LAWS**

These By-Laws may be amended by a two-thirds (2/3) affirmative vote of the Board of Directors. Any notice of a meeting of the Board of Directors at which By-Laws are to be amended shall include notice of such proposed action.

## **ARTICLE XIII - TERMINATION OF MEMBERSHIP WITH THE YWCA USA OR DISSOLUTION OF YWCA**

### **Section 1 – Termination of Membership with the YWCA of the USA**

Any action to terminate the YWCA's membership with the YWCA of the USA, whether through approval of a plan of termination, approval of a plan of reorganization, amendment to these By-laws or otherwise, must be approved by a two-thirds (2/3) affirmative vote of the Board of Directors, provided the following requirements also have been met:

- a. The proposal was approved by the Board of Directors.
- b. Written notice of the proposed action was sent to the directors at least two (2) weeks prior to the meeting at which such action is considered.
- c. The notice stated that the proposed action would be considered and voted upon.

### **Section 2 – Dissolution of the YWCA**

Any action to dissolve the YWCA must be approved by a two-thirds (2/3) affirmative vote of the Board of Directors, provided the following requirements also have been met:

- a. The Board of Directors approved the proposal.
- b. Written notice of the proposed action was sent to the Directors at least two (2) weeks prior to the Board meeting at which such action is considered.
- c. The notice stated that the proposed action would be considered and voted upon.
- d. In the event of dissolution, all assets of the YWCA shall be donated to a 501(c)(3) non-profit organization as designated by the Board of Directors and in accordance with state law and the Amended and Restated Certificate of Incorporation of the YWCA.

- e. In the event of any conflict between the foregoing requirements and those set forth under applicable state law or as may be required as part of the YWCA's being granted tax exempt status as a 501(c)(3) entity under federal law, such state law requirements or federal laws will prevail and be complied with as is necessary.

## **ARTICLE XIV - INDEMNIFICATION**

### **Section 1 - Indemnification**

To the extent permitted by law, each current and former director, officer, employee, volunteer, and committee member of the YWCA shall be indemnified, defended and held harmless by the YWCA against liabilities imposed upon or against any individual (including attorney's fees), for any action or service taken within the scope of their authority as a director, officer, employee, volunteer or committee member and against such sums as independent counsel selected by the Board of Directors will deem reasonable payment made in settlement of any such claim, action, suit or proceeding; provided, however, that no individual will be indemnified with respect to matters which will be settled by the payment of the sums which counsel for the YWCA may deem unreasonable payment or with respect to matters for which such indemnification would be against public policy. No individual shall be indemnified if a judgment or other final adjudication establishes that the individual's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action adjudicated, or if the individual personally gained in fact a financial profit or other advantage to which they were not legally entitled.

### **Section 2 - Insurance**

The Board of Directors shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, volunteer, or committee member of the YWCA against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such, whether or not the YWCA would have the power to indemnify them against such liability.

Adopted November 15, 2016

Prior bylaws being replaced in their entirety by these amended and restated as of the date hereof.

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