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**YOUNG MEN'S CHRISTIAN ASSOCIATION OF CORTLAND, NEW YORK
BY-LAWS
Adopted 5/18/2023**

ARTICLE I – PURPOSES

Section 1

Purpose

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

Section 2

Membership in National Council

The Corporation is a member association of the National Council of Young Men's Christian Association of the United States of America (the "National Council"), and, as such, is organized and operated in conformity with the Constitution of the National Council.

Section 3

Mission

The Young Men's Christian Association of Cortland, New York is a New York Not-For-Profit corporation with the mission to put Christian principles into practice through programs that build healthy spirit, mind and body for all.

Section 4

Name

The name of the Corporation shall be as set forth in the Certificate of Incorporation, as may be amended. The current name of the Corporation is "Young Men's Christian Association of Cortland, New York" which may be abbreviated to YMCA of Cortland, or Cortland YMCA. The name "Cortland County YMCA" or "Cortland County Family YMCA" may also be used on promotional material.

ARTICLE II - MEMBERSHIP & MEMBERSHIP MEETINGS

Section 1

Classes of Membership Authorized

The Corporation shall have one (1) class of members.

Section 2

Qualification of Members

The Corporation shall have one (1) class of members which shall have all voting rights of members under applicable law. The voting members shall consist of the following individuals, 16 years of age or older, who are on an active membership.

Section 3 Annual Meeting

An annual meeting of the Members shall be held for the election of Directors and Trustees, and the transaction of business as determined by the Board of Directors.

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

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

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

The President shall form a special committee of the Corporation to make all arrangements and prepare the agenda for the annual association meeting. The agenda shall allow time for discussion of undesignated business which members may submit to the committee no later than five (5) days prior to the meeting.

The outgoing President shall call to order the first meeting of the Board of Directors immediately after the Annual Association Meeting concludes and shall preside until the new Officers are elected.

Section 4 Special Meetings

Special meetings of the Members entitled to vote may be called at any time by the Board President, or a majority vote of the Board of Directors, at a meeting of the Board of Directors at which a quorum is present or upon the written request of at least ten (10) percent of the Members of the Corporation qualified to vote at a member meeting when the request was signed.

Section 5 Place of Meetings

Meetings of the Membership shall be held at the principal office of the Corporation or at such other place, within or outside the State of New York, as may be fixed by the Board of Directors.

The Board of Directors may, in its sole discretion, determine that meetings of members may be held partially or entirely by means of electronic communication. The electronic service or platform shall be considered the place of the member meeting if the meeting is held solely by means of electronic communication. Any meeting held by means of electronic communication shall include reasonable measures:

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

Section 6

Notice of Meetings

Section 6.1

Written Notice

Written notice shall be given to all Members of each meeting of the Membership. Written notice shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called and no business shall be conducted at the special meeting that is not included in such notice for the special meeting. A copy of the notice of any meeting shall be given personally, by mail or by electronic mail to each member. If the notice is given personally, by first class mail or by electronic mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before such date. If mailed, such notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at the member's address as it appears on the record of members, or, if the member shall have filed with the secretary of the Corporation a written request that notices to the member be mailed to some other address, then directed to the member at such other address. If sent by electronic mail, such notice is given when directed to the member's electronic mail address as it appears on the record of members, or, to such electronic mail address as filed with the secretary of the Corporation.

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

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

Section 6.2

Notice by Publication

At any time the Corporation has more than 500 members, notice may also be served by publication in a newspaper published in the county in which the principal office of the Corporation is located. Such notice shall be published once a week for three (3) successive weeks immediately preceding the meeting. Cortland YMCA shall also prominently post notice of such meetings on the homepage of its website continuously from the date of publication through the date of the meeting.

Section 6.3

Waiver of Notice

Notice of meeting need not be given to any member who submits a waiver of notice, in person or by proxy, whether before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member or the member's authorized officer, director, employee, or agent by signing such waiver or causing a signature to be affixed to such waiver by any reasonable means, including, but not limited to digital signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such member.

Section 7

Quorum

A quorum shall be required for the legal and proper conduct of the business of the Membership. At least ten percent (10%) or 100 (whichever is less) of the voting members must be present (in person or by proxy) to constitute a quorum for the transaction of any business at a member meeting. When a quorum is once present, it is not broken by the subsequent withdrawal of any members.

Section 8

Adjournment

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

Section 9

Organization

Section 9.1

Parliamentary Law

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

Section 9.2

President

At all meetings of the Membership, the President of the Board shall preside, or in the President's absence, a Vice-President chosen by the President shall preside, or in absence of both the President and Vice-President, another Member of the Board of Directors chosen by the President.

Section 9.3

Secretary

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

Section 10

Qualification of Voters

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

Section 11

Voting

Section 11.1

Actions of the Membership

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

Section 11.2

Voting; Proxies

At any meeting of the members each member shall be entitled to appoint and certify to the secretary a person to be her/his authorized representative who shall represent, vote, and act for the member in all affairs of the Corporation executed and exercised in accordance with the laws of the State of New York. Proxies shall be filed with the Secretary before voting occurs. Upon the demand of any member, the vote upon any question before the meeting shall be by ballot.

Section 12

List of Members at Meeting

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

Section 13

Action by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting upon the unanimous consent of all of the members entitled to vote thereon, which consent shall set forth the action so taken. Such consent may be written or electronic. If written, the consent must be executed by the member or the member's authorized officer, director, employee or agent by signing such consent or causing a signature to be affixed to such consent by any reasonable means including but not limited to digital signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

ARTICLE III – DIRECTORS

Section 1

Function

All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the board of directors (whether defined as directors, managers or trustees in the Articles of Incorporation), except for the responsibilities conferred on the Board of Trustees (Article 6, Section 2) the directors responsibilities shall include, but not be limited to, the following:

- (a) Determining the policies and programs of the association and ensuring those policies and programs are carried out.
- (b) Controlling expenditure of operation funds.
- (c) Hiring and evaluating the employment of the Chief Executive Officer.
- (d) Exercising, together with the Board of Trustees, the power to authorize the sale, mortgage, gift or other transfer of real estate.
- (e) Facilitating long range and strategic planning for the organization.

The Board of Directors shall report annually to the Association membership on the work, program, and financial operations.

Section 2

Qualification

Directors shall have such qualifications as may be necessary to fulfill the requirements stated herein.

Section 3

Presumption of Assent

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

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

Section 4

Number

The Board of Directors shall consist of not less than nine (9) members, and not more than nineteen (19) members. The number of Directors may be changed by a vote of the majority of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Directors. At least two-thirds (2/3) of

the entire Board of Directors, whether elected or appointed, shall be members in good standing of the Corporation who are at least 18 years of age. The Chief Executive Officer shall serve as an ex-officio director, without a vote.

As used in these By-laws, "entire Board of Directors" means: (i) the actual number of Directors set by the Board pursuant to this section; or (ii) the number of Directors as of the most recently held election of directors, provided that such number is within the range set forth above in this section.

Section 5

Election and Term

All director terms shall be for three (3) years, except initial appointments may be for shorter terms. To the extent possible, the terms of office for additional directors shall be staggered so that one-third is elected each year. No Director shall serve more than two (2) consecutive three-year terms. Only full terms of office count toward the term limit.

- (i) The Immediate Past President, by virtue of the office and to provide consistent leadership, may serve a seventh year on the board if their final year as President coincides with the final year of their board term.
- (ii) The Governance Committee, in consultation with the Board President, shall prepare a single slate of Officers for the Board of Directors.
- (iii) The Governance Committee shall present the slate of Officers at the first meeting of the new Board of Directors, such meeting to take place immediately after the Annual Association Meeting concludes. The first order of business shall be the Nominating Committee report, to be followed immediately by the election of Officers. The new Officers shall take office upon election.

Section 6

Voting

Each director shall have one vote regarding any corporate action to be taken by the Board. Directors shall not vote by proxy.

Section 7

Vacancies

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of Directors then in office. A director elected or appointed to fill a vacancy shall be elected or appointed to serve until the next Annual Meeting of the membership. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs; however, the director may not take office until the vacancy occurs.

Section 8

Removal and Resignation of Directors

8.1

Removal

Every member of the board of directors may be removed from office with cause by a 2/3 vote of the entire Board of Directors or by vote of the members. The notice of a meeting of the Board to recall a board member or members of the Board of Directors shall state the specific director(s) sought to be removed. Any such proposed removal of a director at a meeting shall be made by separate vote for each board member sought to be removed. Any director removed from office shall turn over to the Board of Directors within 48 hours and all records of the Corporation in their possession.

Any Director absent for reasons other than extended illness, from three (3) consecutive regular meetings or seventy (70) percent of all regular meetings in one year shall be deemed to have resigned. The Secretary shall notify such person by certified mail within seven (7) days of such deemed resignation.

8.2

Resignation

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

Section 9

Quorum and Voting

One Half (50%) of the entire Board of Directors shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

Section 10

Notice, Time and Call of Meetings

The Board of Directors shall meet at specified times during the year, the dates to be designated by the board. Regular meetings of the board of directors will be held without notice on such dates as are designated by the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors will be given to each director either by personal delivery, e-mail, or first class mail.

Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice either before or after the meeting. The purpose(s) of the special meeting will be included in the meeting notice and only business included in the meeting notice will be conducted at the special meeting.

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

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

Section 11

Board of Directors Meeting

The agenda for regularly scheduled monthly meetings of the Board of Directors shall include minutes of the most recent board meeting. The agenda should include a financial report and other information needed for board action upon old and new business. The Chief Executive Officer (CEO) shall have an opportunity to report and include updates of meetings held in the interim. The agenda for meetings of the Board of Directors other than regularly scheduled monthly meetings may be set according to the purpose and intent of the meeting.

Section 12

Actions by the Board

12.1

Actions by the Board at a Meeting.

- (A) The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors, unless the action requires a majority vote of the entire board.
- (B) Actions requiring a two-thirds (2/3) vote of the entire Board of Directors include:
 - (i) The amendment of the corporate by-laws;
 - (ii) The election and removal Officers;
 - (iii) The filling of director vacancies; and
 - (iv) The removal of directors.
- (C) The following items must be approved first by a two-thirds (2/3) vote of the Board present at a meeting at which a quorum is present and then submitted to the Voting Members which must approve such action by two-thirds (2/3) vote:
 - (i) approval of a merger or consolidation;
 - (ii) approval of dissolution of the Corporation; and
 - (iii) approval of the sale of all or substantially all of the Corporation's assets, which action shall also be subject to approval by the Board of Trustees to the extent it involves real property assets of the Corporation.
- (D) Any amendment to the Certificate of Incorporation must be approved by majority vote of the Voting Members present at a meeting of the Members at which a quorum is present.

- (E) Board meetings and committee meetings may be held, fully or partially, by audio or video conference. Any one or more members of the board or of any committee thereof who is not physically present at a meeting of the board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

12.2

Actions by the Board Without a Meeting

Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the director by signing such consent or causing the director's signature to be affixed to such consent by any reasonable means including, but not limited to, electronic or digital signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee. Such consent will have the same effect as a unanimous vote.

Section 13

Interested Directors and Related Party Transactions

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

Section 14

Directors and Officers Insurance

The Chief Executive Officer (CEO) shall have the responsibility to ensure that the yearly premium for the Cortland YMCA Directors and Officers Insurance (D&O) be paid in a timely manner. The Chief Executive Officer (CEO) shall directly report said D&O premium payment to the President of the Board of Directors. The Chief Executive Officer (CEO) shall report the same to the full Board at the next monthly Board meeting.

ARTICLE IV - OFFICERS

Section 1

Officers

The officers of Cortland YMCA will consist of an Executive Committee comprised of the following: President, one or more Vice-Presidents, Secretary, and Treasurer.

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

Section 2

Duties

The officers of Cortland YMCA will have the following duties:

- a) The President shall be the Board President of Cortland YMCA who shall perform such duties as may be directed by the Board of Directors. Said officer will preside at all meetings of the members and board of directors.

- b) The Vice-President will in the event of the absence or inability of the President to exercise the President's office, become acting president of the organization with all the rights, privileges and powers as if said person had been duly elected president.
- c) The Secretary will be responsible for overseeing all of the corporate records except for the financial records. Furthermore, said person shall ensure the recording of the Minutes of all meetings of the members and Board of Directors, all notices of meetings and perform such other duties as may be prescribed by the Board of Directors. Furthermore, said officer shall be responsible for authenticating records of Cortland YMCA;
- d) The Treasurer shall oversee all corporate funds and financial records with the exception of accounts overseen by the Board of Trustees, the organization will maintain full and accurate accounts of receipts and disbursements at its home office location and the Treasurer shall render accounts thereof at the annual meetings of members and whenever else required by the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall serve as chair of the Audit and Finance Committee, provided that such individual qualifies as an Independent Director.
- e) The Past-President will support the other Officers in actively overseeing the business and affairs of the Cortland YMCA along with such other and further duties as may be requested by the Board.

Section 3

Removal and Resignation of Officers

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

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

ARTICLE V - COMMITTEES

Section 1

Committees of the Board

A resolution, adopted by a majority of the entire Board of Directors, may designate from among the directors committees of the Board. Each committee of the Board must have at least three (3) or more members who serve at the pleasure of the Board of Directors. The board may, by resolution adopted by a majority of the entire Board of Directors, designate one or more directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee.

Committees of the Board shall have such authority as the Board by resolution shall provide except that no committee shall have authority as to the following matters:

- (i) The submission to members of any action requiring members' approval under the law.
- (ii) The filling of vacancies in the Board or in any committee.
- (iii) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (iv) The amendment or repeal of the By-laws, or the adoption of new By-laws.
- (v) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.
- (vi) The election or removal of officers and Directors.
- (vii) The adoption of a resolution recommending to the members, approval of a merger, consolidation or plan of dissolution.
- (viii) The adoption of a resolution recommending to the members, action on the sale, lease, exchange or other disposition of all or substantially all of the Corporation's assets.
- (ix) The purchase of real property that will constitute all or substantially all of the assets of the Corporation once purchased
- (x) The approval of amendments to the Corporation's Certificate of Incorporation.

Section 2

Committees of the Corporation

The Board of Directors or the President may establish and appoint members of committees of the Corporation. The resolution authorizing any such committee shall set forth its duties and who is eligible to serve. Such committees shall not be a committee of the Board and shall not exercise any of the powers of the Board or have the authority to bind the Board.

Section 3

Executive Committee

The Board of Directors may, by a majority vote of the entire Board, designate an Executive Committee and may delegate to such committee the powers and authority of the Board, to the extent permitted, and, except as may otherwise be limited by Section 1 above and any authority specifically delegated to the Board of Trustees by Article VI below.

Two-thirds (2/3) of the voting members of the Executive Committee must be present to make any decision other than setting the agenda.

By a majority vote of the entire Board, the Board of Directors may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee is responsible for the development and revision of the performance program and annual performance appraisal of the Chief Executive Officer (CEO). The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 4

Audit and Finance Committee

The Audit and Finance Committee shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The Audit and Finance Committee shall be composed of at least three (3) members nominated by the President and approved by majority vote of the entire Board of Directors. At least three (3) committee members must be directors who are "Independent Directors" as defined by the New York Not-for-Profit Corporation Law.

Section 5

Governance Committee

The Governance Committee is a committee of the Corporation responsible for recruiting members to fill vacancies on the Board of Directors and to identify candidates for nominations at an Annual Election. The Governance Committee shall submit a slate of candidates, eligible and willing to serve as Directors for a vote by the members. The slate of candidates should be sufficient to fill vacancies on the Board, but should not exceed the maximum number of seats available on the Board (19). The Governance Committee, in consultation with the Board President, shall prepare a single slate of Officers for the Board of Directors. The Governance Committee shall present the slate of Officers at the first meeting of the new Board of Directors. The Governance Committee shall consist of five (5) members, appointed

by the Board of Directors; two (2) shall be from the membership at large and three (3) from the Board of Directors. The Governance Committee is responsible for conducting a comprehensive orientation to board functions, practices and responsibilities for new board members. The Governance Committee is responsible for ensuring the Board of Directors Handbook is updated periodically to reflect the current board responsibilities, practices, and bylaws.

Section 6 Committee Charters

- (A) Annually the President shall, with approval of the Board of Directors, publish and cause to be distributed to all committee members a 'Committee Charter' that provides the committee's charge or mission statement that defines:
- The committee's purpose,
 - Primary goal(s) and objectives, and,
 - In the case of special committees of the Corporation, a time frame for completion of committee work.
- (B) Written minutes of the proceedings of all meetings of each committee shall be kept by a member appointed by the committee Chair and shall be reported at the next regular meeting of the Board.

Section 7 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors, by the committee chair or by majority vote of all the members of the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VI – BOARD OF TRUSTEES

Section 1 Organization

- 1.1 The Board of Trustees shall consist of six (6) individuals elected by the members for a term of three (3) years, renewable by nomination by members of the Board of Trustees and elected by the members at an Annual Meeting. A Trustee shall be a recognized leader in the community, in sympathy with the purpose of the Cortland YMCA, and experienced in the required area of responsibility. Trustees shall be divided into three (3) classes of the same size. At each Annual Meeting of the members, one class of Trustees shall be elected by the members.
- 1.2 The Chief Executive Officer (CEO) shall be an ex-officio member without a vote.
- 1.3 The President of the Board of Directors shall be an ex-officio member with vote.
- 1.3 Any vacancy occurring in the interim shall be filled by the Board of Trustees. A person appointed to fill such a vacancy shall serve until the next Annual Meeting of the members.
- 1.4 The Board of Trustees shall elect a Chair from within its own members for a term of three (3) years. The Chairman shall be eligible for re-election.

Section 2 Duties and Obligations

- 2.1 The Board of Trustees shall have control over all capital assets of the Corporation. They shall exercise, together with the Board of Directors, the power to authorize the sale, mortgage, gift or other transfer of real estate. They shall designate what portions of the investment income or principal, or both, are available for operating funds.
- 2.2 The Board of Trustees shall invest funds in accordance with applicable terms of gifts or contracts, and may delegate to a corporate trustee such powers, duties or obligations with reference to the care, custody or management of such funds as may be deemed advisable.
- 2.3 In releasing for operating purposes money derived from capital or income from trust funds established for restricted purposes, the Board of Trustees may designate purposes for which the money should be spent.
- 2.4 The Board of Trustees shall not supervise the spending of operating funds, nor determine the policy and program of the Cortland YMCA, beyond the extent indicated by this Section.
- 2.5 The Board of Trustees shall complete the following actions with respect to oversight, management and reporting on donor restricted and investment assets:
- (i) Adopt or reaffirm a written investment policy, setting forth guidelines on investments and delegation of management and investment functions in accord with the standards of the New York Prudent Management of Institutional Funds Act ("NYPMIFA").
 - (ii) Cause accurate accounts to be kept regarding donor restricted assets separate and apart from the accounts of other assets of the Corporation. Unless the terms of a particular gift provide otherwise, the Treasurer shall make an annual report to the Board of Directors concerning assets subject to a donor restriction and the use made of such assets and of the income thereof.
 - (iii) Unless otherwise delegated to an investment committee, review and establish an annual spending rate for endowment funds in accordance with NYPMIFA.

Section 3 Meetings and Action by the Board of Trustees

- 3.1 The Board of Trustees shall meet at least four (4) times a year, and as often as necessary to carry out its responsibilities. At least one (1) meeting must be held jointly with the Board of Directors.
- 3.2 The Board of Trustees shall elect its own officers and have a set of its own rules, which must be consistent with the current bylaws, and shall file them with the Board of Directors.
- 3.3 The Board of Trustees shall keep minutes of its meetings, copies of which shall be filed with the records of the Corporation.
- 3.4 The following actions require approval by two-thirds vote of the entire Board of Trustees:
- (a) the purchase of real property that will constitute all or substantially all of the assets of the Corporation once purchased; and
 - (b) the mortgage of real property that constitutes all or substantially all of the assets of the Corporation.
- 3.5 The sale, lease, exchange or other disposition of real property that constitutes all or substantially all of the assets of the Corporation must be approved first by two-thirds (2/3) vote of the entire Board of Trustees and then submitted to the members for approval by two-thirds (2/3) vote. Any purchase, sale, mortgage, lease, exchange or other transfer of real property shall be approved by majority vote of the members of the Board of Trustees present at a meeting at which a quorum is present.

ARTICLE VII – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1

Execution of Instruments

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

Section 2

Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation must have two signatures from authorized signers. Authorized signers include the YMCA Chief Executive Officer (CEO), Board President, Vice President, Secretary, and Treasurer (see Cortland YMCA Procurement and Check Signing Policy).

Section 3

Deposits

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

Section 4

Gifts

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

ARTICLE VIII- BOOKS AND RECORDS

Section 1

Corporate Records

Cortland YMCA shall keep as records Minutes of all meetings of its board of directors, and committees. Furthermore, Cortland YMCA will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time: (i) Accurate accounting records; (ii) A record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members; (iii) A copy of Cortland YMCA 's certificate of incorporation and all amendments thereto currently in effect; (iv) A copy of Cortland YMCA's Bylaws or restated Bylaws and all amendments thereto currently in effect; (v) Minutes of all members' meetings and records of all action taken by members without a meeting; (vi) member meeting notices, minutes and copies of the annual report; (vii) A list of the names and business street, or home if there is no business street addresses of current directors and officers.

Section 2

Records Inspection by Members

A member of the Cortland YMCA, as defined by these Bylaws, and who has been a member of record for at least 6 months, is entitled to examine and copy in person or by agent or attorney; (i) its minutes of the proceedings of its members, (ii) a list or record of members, (iii) an annual balance sheet and profit and loss statement or a financial statement performing a similar function for the preceding fiscal year, and, if any interim balance sheet or profit and loss or similar financial statement has been distributed to its members or otherwise made available to the public, the most recent such interim balance sheet or profit and loss or similar financial statement. The corporation shall be allowed a reasonable time to prepare such an annual balance sheet and profit and loss or similar financial statement. The inspection shall occur during regular business hours at Cortland YMCA's principal office or a reasonable location as specified by the Cortland YMCA, provided that the following provisions have been met:

- (i) The member gives Cortland YMCA written notice of such demand at least 5 business days before the date on which such member wishes to inspect and copy; and
- (ii) Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest as a member): and
- (iii) The member describes with reasonable particularity such member's purpose and the records such member desires to inspect and such records are directly connected with such member's purpose.

Section 3

Financial Reports for Members

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

ARTICLE IX- EMERGENCY POWERS AND EMERGENCY BYLAWS

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

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

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

ARTICLE X- DISTRIBUTION AND COMPENSATION

Section 1

Dividends

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

**Section 2
Compensation**

Cortland YMCA may pay compensation in a reasonable amount to its staff, directors or officers for services rendered, and upon dissolution or final liquidation, may make distributions as permitted under New York Law and the Internal Revenue Code Section 501(c)(3). Any such payment, benefit, or distribution does not constitute a dividend or distribution of income or profit.

ARTICLE XI- TRANSACTION OF BUSINESS

**Section 1
Incidental Revenue**

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

**Section 3
Payment**

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate (see Article VII, Section 2).

ARTICLE XII – FISCAL YEAR

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

ARTICLE XIII– INDEMNIFICATION

**Section 1
Liability Indemnification**

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

**Section 2
Termination**

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

**Section 3
Right of Indemnification**

Any such trustee, director, officer or employee referred to in this Article who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification hereunder shall be made at the discretion of the corporation, but only if (1) the Board of Directors, acting by a quorum consisting of directors who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the trustee, director, officer or employee has met the standards of conduct set forth in the first sentence of this Article, or (2) independent legal counsel (who may be the regular counsel of the corporation) shall deliver to it their written advice, that, in their opinion, such trustee, director, officer or employee has met such standards. Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that such individual is entitled to indemnification under this Article. The rights of indemnification provided in this Article shall be in addition to any rights to which any person concerned may otherwise be entitled by contract as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XIV - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

**Section 1
Purpose**

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

**Section 2
Distribution**

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

**Section 3
Advocate**

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

**Section 4
Dissolution of Corporation**

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

Section 5

Lobbying

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

ARTICLE XV - AMENDMENTS

Bylaws may be adopted, amended or repealed by a majority vote of the entire Board of Directors or by two-thirds (2/3) vote of the members.

Adopted this 18th day of May, 2023

ATTEST:

/s/



David Peppel, Secretary

I certify the foregoing to be the true and correct Bylaws of Young Men's Christian Association of Cortland, New York.