

BYLAWS OF THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF CENTRAL VIRGINIA, INCORPORATED

ARTICLE I Name and Mission

The name of the corporation is Young Women's Christian Association of Central Virginia, Incorporated. The Young Women's Christian Association of Central Virginia, Inc. (hereinafter referred to as "the YWCA"), is a member of the Young Women's Christian Association of the United States of America, Inc. (YWCA USA) and maintains that membership in accordance with the bylaws of the YWCA USA.

The YWCA unites in the following statement of Mission ("the Mission"): The YWCA is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom and dignity for all.

ARTICLE II Organization

The YWCA will operate at all times exclusively for the charitable, social and educational purposes within the meaning of the section 501 c (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future US Internal Revenue Code.)

The YWCA is a non-profit, membership corporation under Title 13.1 Chapter 10 of the Code of Virginia.

The YWCA may not take any action prohibited by the laws of Virginia. The YWCA may not engage in any activities that do not further the Mission or its purposes set forth in the Articles of Incorporation and these Bylaws. The YWCA may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

ARTICLE III Membership

Section 1: Members

- a. Any female of the community, twelve (12) years of age and older, and who is committed to the furtherance of the mission of the YWCA may join
- b. All members are required to pay annual dues as set forth by the Board of Directors. Activity fees may be required in addition to membership dues to participate in activities.

Section 2: Responsibilities of Voting Members

- a. In any proceeding in which voting by Members is called for, each Member age fifteen (15) or older, shall be entitled to cast one (1) vote.
- b. As individuals, the voting Members, acting in accordance with provisions in these Bylaws, shall be responsible for voting on matters requiring a Member vote, as determined by the Board of Directors

Section 3: Membership Revocation

The Board of Directors reserves the right to revoke membership for good and sufficient reasons. No membership shall be revoked without an opportunity to present evidence before the Board of Directors as to why the membership should not be revoked.

Section 4: Transfer of Membership

Members will be received in transfer from any other membership Association of the YWCA USA

Section 5: Non-Member Participants

Girls aged less than twelve (12) years and all men and boys may participate in YWCA programs as YWCA associates, in which case they are considered members of the YWCA. They may be required to pay registration and/or activity fees as determined by the Board of Directors.

ARTICLE IV

Voting Delegates to National Meetings

Section 1: Qualification: Voting delegates to meetings of the YWCA USA shall be Members who have consented to individual responsibility to further the achievement of the Mission of the Association.

Section 2: Selection: The Board of Directors shall appoint two voting delegates to meetings of the YWCA USA, as applicable. At least one (1) of the voting delegates to the YWCA USA must be a volunteer.

Section 3: Salaries and Expenses: The voting delegates to the meetings for the YWCA USA shall not receive a salary or other compensation, but shall be entitled to reimbursement of reasonable expenses for travel.

ARTICLE V

Board of Directors

Section 1: Qualifications: Directors, Officers and members of standing committees shall be Members who have consented to individual acceptance of responsibility to further achievement of the Mission of the Association

Section 2: Number: There shall not be fewer than seventeen (17) and not more than thirty (30) Directors of the Association.

Section 3: Responsibilities: As the leaders of the Association, the Board of Directors is responsible for:

- a. Determining and approving the Association's overall direction, strategic goals and policies that ensure alignment with and the ability to forward the YWCA Mission.
- b. Monitoring the organization's overall fiscal, programmatic operations and public relations status to ensure alignment with and the ability to forward the YWCA Mission.
- c. Sustaining membership in the YWCA USA by ensuring ongoing compliance with current membership affiliation requirements.

Section 4: Nominations: Procedures for nomination of Directors, as established in Articles VIII and IX, shall assure a Board of Directors that is representative of the total membership of the Association and the community.

Section 5: Board Composition

- a. Election: Approximately one-third (30%) of the Directors shall be elected annually to staggered terms, by the Board of Directors from candidates nominated according to provisions in Article xx of these Bylaws.
- b. Term of Office: Each Director's term of office shall be three (3) years. Each Director shall serve until her term expires and her successor is elected and qualified, or until her earlier resignation or removal. The date of the Board meeting subsequent to the election shall be the date on which the term of office begins and expires. Not Director may serve more than two (2) full terms in succession.
- c. Vacancies: The Board may fill any vacancies occurring in the interim between annual elections from nominations made by the Executive Committee. The person appointed to fill such a vacancy shall serve the remainder of the term and then be eligible for nomination and election to two (2) full succeeding full terms. In unusual circumstances, additional Directors may be added to the Board outside of normal elections, as approved by the Board of Directors.

Section 6: Removal: Any Director may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause. In addition, the Board of Directors may remove a Director who is absent from three (3) consecutive Director's meetings and is not active in other aspects of the Association, by a majority vote of the Directors at a Director's meeting when a quorum exists. Before such an action is considered, the Board President shall contact the Director and give the Director an opportunity to explain the circumstances of absences and share reasons why the removal should not take place.

Section 7: Conflict of Interest: No Director shall vote on any matter in which, to her knowledge, the Director, a member of the Director's immediate family or an organization in which the Director is serving as an officer trustee, partner, employee or independent contractor has a direct or indirect conflict of interest as defined by the policies of the Association. A Director will disclose to the Board the potential conflict of interest and recuse herself from discussion and voting on the matter. For the purposes of this section, immediate family is defined as spouse or life partner, parent, child grandparent, grandchild and sibling.

Section 8: Salaries and Expenses: No Director shall receive a salary or other compensation by reason of the fact that she is a Director, and shall be entitled to reimbursement of reasonable expenses for travel.

Section 9: Resignations: A Director may resign at any time by sending a letter to the President of the Board. The President shall notify the Board of the resignation. The resignation shall be effective upon its receipt by the President or a subsequent time as set forth in the notice of resignation.

Section 10: Committees: There shall be such standing and special committees of the Board of Directors as are required to carry on its work. All standing committees shall be established by the Board and the chairperson of each standing committee shall be a Director.

ARTICLE VI Officers of the Association

Section 1: Officers: The Officers of the Association are a President, a Vice President, a Secretary, and a Treasurer. Additional Officers may be added as the Board of Directors may determine from time to time. The Officers of the Association shall serve as the Executive Committee of the Association.

Section 2: Election. The Board of Directors shall elect the Officers from a slate presented by the Nominating Committee.

Section 3: Additional Officers. The Board of Directors may elect one (1) or more additional Vice Chairs, Assistant Secretaries, and Assistant Treasurers, each of whom may be a Director, and may also appoint such other Officers, employees, and agents as they may deem necessary for the transaction of the business of the Association.

Section 4: Duties

- a. President. The President shall preside at all business meetings of the Board of Directors and membership. Partnering with the Executive Director, she is responsible for helping others toward the fulfillment of the mission of the YWCA of the USA. She may sign approved contracts or designate, with Board approval,

another appropriate person. The President shall have such other powers and duties as may from time to time be prescribed by the Bylaws or by resolutions of the Board of Directors. The President serves as an ex-officio member of all committees.

- b. Vice President. The Vice President shall have all the powers and perform all the duties of the President in her absence. She shall support the President and work alongside her to lead the Association. The Vice President shall perform such additional duties as are delegated to her by the President such as facilitating budget oversight and the membership, personnel and program functions of the Board. (Note: consolidating the duties of the First and Second Vice President shall become effective July 1, 2016.)
- c. Secretary. The Secretary serves as the recorder of business at the meetings. She ensures that members are properly notified according to procedures approved by the Board. She is responsible for keeping a record of attendance at all membership meetings and a record of all actions taken. She may be assisted by other recorders appointed by the President.
- d. Treasurer. The Treasurer shall work with the Executive Director and Finance Director to ensure that the financial operations of the Association are managed effectively and ensures that the funds of the Association are deposited as designated by the Board. The Treasurer is responsible for the Association's use of approved methods of accounting. She shall ensure that an appropriate audit is completed and ensure that complete financial statement is presented at the annual meeting of the Board. The Treasurer chairs the Finance Committee and works in concert with staff to ensure that all financial obligations to the YWCA USA are paid appropriately and timely.
- e. Assistants and Acting Officers. Assistant Secretaries and Assistant Treasurers if any, selected by the Board of Directors shall perform such duties and have such authority as delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an Officer if it is impracticable for such Officer to act personally. Such acting Officer shall have the powers of and be subject to all the restrictions upon the Officer to whose office the acting Officer is so appointed except as the Board of Directors may by resolution otherwise determine.

Section 5: Election. The Officers shall be elected by the Board of Directors at the annual Board meeting. They shall serve for one (1) year or until their successors are elected, provided that they are still Directors. No officer may serve more than two (2) terms in any one office.

Section 6: Removal of Officer. Any Officer elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause.

Section 7: Officer Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 8: Salaries. No Officer shall receive a salary from the Association by reason of the fact that she is an Officer of the Association.

Section 9: Service in More Than One Office. In the unusual situation of a shortage of persons willing to serve as Officers, one person may hold two (2) offices at the same time. However, no Officer shall sign, acknowledge, or verify any instrument in multiple roles.

ARTICLE VII Meetings

Section 1: Meetings.

- a. Annual Meeting. The annual meeting of the Association may be held at such place, at such time as the Board of Directors may determine. The annual meeting may be for the purpose of (i) receiving annual reports of the Board of Directors, Officers, and various committees; (ii) announcing results of elections of and installation of officers and Board Members; (iii) receiving and approving the fiscal year budget and financial statements showing the financial position of the Association; and, (iv) transacting such other business as may come before the meeting.
- b. Other Regular Meetings. In addition to the annual meeting, the Directors may have such other regular meetings as may be established by resolution of the Board of Directors. Each regular meeting shall be held at such place as the President or the Board of Directors may specify.
- c. Special Meetings. Special meetings, such as Board orientation and annual goal setting, of the Board may be called by the President or Board of Directors at any time and place and shall be scheduled within five (5) days of a request in writing from the President or one-third of the Directors, such request specifying the object of the special meeting. The Board shall consider calling an annual strategic planning meeting.

Section 2: Methods of Conducting a Meeting. Directors may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all participating Directors may simultaneously hear each other's communications during the meeting.

Section 3: Notice. A written notice of any meeting, including special meetings, of the Directors, regular or special, shall be mailed, delivered personally, or sent by facsimile or electronic means to each Director who is entitled to attend the meeting at least five (5) days in advance thereof, and shall indicate the time and place of the meeting. Notice

for a special meeting shall also include the purpose of such meeting. The Board of Directors shall direct the manner by which notice will be given.

Section 4: Quorum. One Third (1/3) of the Directors of the Association shall constitute a quorum at the meetings, but if less than 1/3 of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 5: Voting Procedures. All Directors shall be entitled to attend any meeting and shall be entitled to vote on such matters pertinent to the Association and subject to a vote of the Directors. Voting by proxy shall not be permitted. Other persons may be invited to attend such meetings, but such persons shall have no vote.

- a. Except in the case of elections where voting may be by ballot, voting at a meeting may be by ballot, voice, or show of hands as the President of the meeting may rule, unless otherwise determined by the Directors entitled to vote.
- b. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any question presented to a meeting of the Directors at which a quorum is present shall be determined by a majority of those actually voting.

Section 6: Manner of Action. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7: Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- a. that Director's dissent is entered in the minutes of the meeting;
- b. that Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or
- c. that Director forwards her written dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting.
- d. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8: Consent Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors or Committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members to the Committee then in office. Such consent shall have the same effect as a vote of such Directors or Committee members and may be stated as such in any Articles or documents filed with the State of Virginia.

ARTICLE VIII Committees

Section 1: Nominating Committee

- a. **Members.** The Nominating Committee, an elected committee, shall consist of five (5) members elected by the Board of Directors. Three (3) members shall be current Directors and two (2) members shall be representative of the community, preferably engaged members of the Association. The Executive Director and the President are non-voting, ex-officio members of the Nominating Committee.
- b. **Election, Term of Office.** All members of the Nominating Committee shall be elected annually by the Board of Directors and shall serve for one (1) term, unless appointed to serve for subsequent terms. The Chair is chosen by the Committee from its elected members.
- c. **Duties.** The Nominating Committee is responsible for securing and keeping a list of potential candidates, selected from and representative of the membership of the Association and/or community, who are qualified by skill and experience to be Directors or serve on the committees of the Association. The Committee shall also present candidates for vacancies occurring on the Board of Directors or on elected committees during the interim between regular elections.

Section 2: Executive Committee. Executive Committee consists of the Officers of the board and not more than two (2) additional Directors appointed by the President upon commencement of her term. The Committee may hold meetings in the interim between regular meetings of the Directors for purposes that ensure the fulfillment of established goals. The Executive Committee shall be subject to direction by the Board of Directors and has all the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditure not previously authorized by the Board. All actions of the Executive Committee must be ratified by the Board of Directors at its next regular meeting, except where advance authority for such action has been granted.

Section 3: Finance Committee. The Finance Committee shall regularly review financial reports of YWCA, make recommendations to the Board of Directors regarding all financial policies, procedures and controls, and assist the Executive Director in the preparation and presentation of the annual budget. The Treasurer, the Board Chair, and Executive Director shall be members of the Finance Committee. Other members at large may be appointed by the Board Chair. The Treasurer serves as Chair of the Finance Committee. The Finance Committee may also serve as audit committee.

Section 4: Other Committees of the Association.

Elected Committees: The Board of Directors may elect any other committees specified as elected committees at the time of the annual election.

Appointed Committees: The President may appoint special committees to complete specific studies or events related to the work of the Association when such responsibilities are not delegated to existing committees.

ARTICLE IX Nomination and Election Procedures

Section 1: Nomination: The Nominating Committee shall present to the Board of Directors a ballot, including nominees for Board of Directors, the Officers, and the Nominating Committee, in advance of the last regular meeting prior to the annual meeting of the membership.

Section 2: Balloting Methods: The Board of Directors shall be responsible for the establishing balloting methods that safeguard the rights of Board Members to a secret ballot and that provide assurance that ballots are cast only by Board Members.

ARTICLE X Staff

Section 1: Employment. All staff shall be employed according to personnel policies established by the Board of Directors.

Section 2: Executive Director. The Executive Director of the Association shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Association. The Executive Director shall be a voting Member or an Associate of the Association. She shall serve as an ex-officio, non-voting member of the Board of Directors. She may attend National training, conferences, and meetings, as deemed appropriate. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as the Executive Director shall deem necessary; to prescribe their powers, duties, and compensation; and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. The Executive Director shall have authority to sign, execute, and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents, or instruments necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the Executive Director may authorize any other Officer or agent of the Association to sign, execute, and acknowledge such documents or instruments in the Executive Director's place and stead. In general, the Executive Director shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 3: Management. The management of the Association shall be entrusted by the Board of Directors to the Executive Director and to such other management staff as may be required

ARTICLE XI Fiscal Year

The Fiscal year of the Association shall begin on July 1 and end on June 30

ARTICLE XII Financial Oversight and Fund Management

Section 1: All financial operations of the YWCA of Central Virginia including management of revenues and expenses shall be accomplished in accordance with the Association's Financial Procedures, established by staff in conjunction with external auditors, and approved by the Board of Directors.

Section 2: Procurement. The Association purchase materials, supplies and services in such a manner as to give full opportunity for free, open and competitive bidding and to obtain maximum value for each dollar of expenditure. All procurement activities shall be accomplished in accordance with the Procurement Policy established by staff and approved by the Board.

ARTICLE XIII Indemnification

Section 1: Indemnification. The Corporation shall indemnify its Directors and officers against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person served as a Director or officer of the Corporation, to the fullest extent provided by law.

Section 2: Authorization of Indemnification. Indemnification shall be made unless there is a determination that such officer or Director did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation. Such determination shall be made:

- a. By majority vote of a quorum of Directors who were not parties to such action or suit.
- b. If a quorum of disinterested Directors direct, by written opinion of legal counsel for the Corporation, or by other independent counsel.

- c. Other employees, agents, or other non-Director or non-officer volunteers may be indemnified by the Corporation in accordance with the statutes and laws applicable to [state] nonprofit corporations.
- d. Liability Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against her and incurred by her in any such capacity or arising out of her status as such, whether or not the Association would have the power to indemnify her against such liability under this Bylaw.

ARTICLE XIV Rules of Order

The proceedings of the Association shall be governed by the principles of transparency and fairness in that the conduct of all business shall be controlled by the general will of the whole membership. The Association may establish procedures and tools that act as common rules and procedures for deliberation and debate in order to place the whole membership on the same footing for constructive and democratic meetings that advance the business of the Association.

ARTICLE XV General Amendments

Bylaw Amendments. These Bylaws may be amended at any regular or special meeting of the membership, by two-thirds (2/3) affirmative vote of those voting provided that: The amendment does not relate to membership in the YWCA USA; and Notice of the meeting stating that a proposed Bylaw amendment will be considered and voted upon has been given to the Directors at least five (5) days prior to the meeting.

ARTICLE XVI Amendments Affecting Membership in the YWCA USA

Section 1: Transfer of Membership in the YWCA USA or Change in Form of Organization. For any Bylaw amendment which would alter these Bylaws in such a way as to affect the Association's affiliation with the YWCA USA, the required procedures for general amendments must be met and, in addition, the amendment must be passed by a two-thirds (2/3) affirmative vote of the voting Members present at two (2) subsequent meetings of the membership.

Section 2: Dissolution or Reorganization. Any action to dissolve the Association or to reorganize it in a form which would not qualify for continued membership in the YWCA

USA must be passed by a two-thirds (2/3) affirmative vote of the voting Members present at two (2) successive membership meetings after the following requirements have been met:

- a. The proposal was approved by the Board of Directors after consultation with the YWCA USA staff;
- b. Written notice of the proposed action was sent to the voting Members at least two (2) weeks prior to each meeting at which such action was to be considered; and
- c. The notice of these meetings stated that the proposed action would be considered and voted upon.

ARTICLE XVII

Disposition of Assets and Dissolution

Disposition of Assets upon Dissolution. Upon the dissolution of the YWCA of Central Virginia, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of its assets exclusively to fulfill the stated purposes of the Association. Distribution shall be, preferably, to another YWCA, a group of YWCAS or YWCA USA qualified as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law and qualified to receive same.

- a. Any assets not so disposed of shall be disposed of by the district court of the county in which the registered office of the Association is then located exclusively to fulfill the stated purposes of the Association as said court shall determine.
- b. In no event shall any portion of the Association's assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the Association or any private person or individual.


ARTICLE XVIII

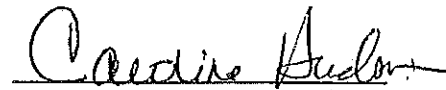
Miscellaneous Provisions

Construction of Bylaws. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

BYLAWS ADOPTED AT THE BOARD OF DIRECTORS ANNUAL MEETING ON
JUNE 18, 2015.


Elizabeth Doucette
Board President


Caroline Hudson
Executive Director