

**AMENDED AND RESTATED BYLAWS**

**OF**

**YWCA OF CENTRAL VIRGINIA, INC.**

Revised and Approved

November 19, 2019

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**ARTICLE I**

**NAME**

The name of this Association shall be the YWCA of Central Virginia, Inc. (the “Association”). The Association is an member of the YWCA USA, Inc. (the “YWCA USA”) and maintains that membership in accordance with the bylaws of the YWCA USA. The Association may retain the option of doing business as another name in additional territories that come under its coverage territory, as shall be determined by the Board of Directors (the “Board” or “Board of Directors”).

**ARTICLE II**

**MISSION AND POWERS**

**Section 1:** Mission.

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

**Section 2:** Powers.

- A. The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The Association shall have perpetual duration and the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including, without limitation, the powers subscribed within Va. Code. § 13.1-826, et al.
- B. The powers of the Association may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.
- C. All corporate powers and affairs of the Association shall be exercised by or under the authority of the Board of Directors, except as otherwise provided by law.

**Section 3:** Tax Exempt Status.

- A. The Association is a Virginia nonprofit, membership Association under Title 13.1 Chapter 10 of the Code of Virginia, recognized as tax exempt under Section 501(c)3 of the United States Internal Revenue Code.

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- B. Notwithstanding any other provision of the Association’s Articles of Incorporation or these Bylaws, no director, officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association (I) not permitted to be taken or carried on by any organization exempt under Section 501(c)3 of the United States Internal Revenue Code as it now exists or may be amended, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations, as amended.<sup>1</sup>
- C. The Association is not organized and shall not be operated for the private gain of any person. The property of the Association is irrevocably dedicated to its charitable purposes. No part of the net earnings of this Association shall inure to the benefit or be distributable to any director, officer, or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 4: Political Activities.

No activity of this Association shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 5: Distribution upon Dissolution.

The property of this Association is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment by the Board of Directors, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)3 and 509(a)1 or 509(a)3 of the Internal Revenue code of 1954. The Board of Directors shall have the sole responsibility to determine such distribution.

**ARTICLE III**

**MEMBERSHIP**

Section 1: Voting Members.

The Board of Directors of the YWCA (“Board of Directors”) is responsible for the governance and stewardship of the YWCA and, as such, shall be the only voting members of the YWCA.

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<sup>1</sup> Should the aforementioned Code be hereafter amended or renumbered, the references herein shall be deemed to refer to the equivalent provisions of the amended Code.

**ARTICLE IV**  
**MEETINGS OF THE YWCA**

**Section 1:** Annual Meeting

- A. The Board of Directors shall hold an annual meeting which may be open to the public, at such a place and time as the Board of Directors may determine.
- B. 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 officers;
  - iii. receiving and approving financial statements showing the financial position of the Association as of the close of its most recent complete fiscal year and the results of operations during such year; and,
  - iv. transacting such other business as may come before the meeting.

**Section 2:** Board Meetings

The Association shall hold regular business meetings of the Board of Directors. Each regular meeting shall be held at such a place as the President/Chair or the Board of Directors may specify.

A. Notice of Meetings

Notice of any meeting of the Board of Directors shall be sent to each Director in advance, and shall indicate the time and place of the meeting, as well as the business to be transacted.

B. Waiver of Notice

Any Director may waive notice of any meeting by written statement, electronic mail, or facsimile sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

C. Meeting Materials

Directors shall be provided pertinent materials in advance of board meetings.

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### C. Quorum

A majority of the Directors of the Association shall constitute a quorum at the meetings, but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### D. Voting

- i. 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. Other persons may be invited to attend such meetings, but such persons shall have no vote.
- ii. 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 Chairperson of the meeting may rule, unless otherwise determined by the Directors entitled to vote. When appropriate, absentee voting shall be allowed.
- iii. At the discretion of the Chair, voting may also be conducted by regular or electronic mail.
- iv. 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 voting.
- v. Voting by proxy shall not be permitted

### Section 3: Special Meetings

- A. Special Meetings of the YWCA may be called by the Chair or by at least three (3) of the members of the Board of Directors.
- B. Notices of special meetings shall be provided by regular or electronic mail to the entire Board of Directors. The meeting shall take place at such time and place, and on such date, as is set forth in said notice, but, in any event, within thirty (30) days of the date of notice.
- C. All special meeting notices shall specify the object of the special meeting. No other business shall be transacted at a special meeting.
- D. Regular rules that relate to quorum and voting shall apply to special meetings.

### Section 4: Rules of Order

The proceedings of the Association shall be governed by Robert's Rules of Order, Newly Revised, except where these rules conflict with provisions of applicable law, these Bylaws, or any special rules of order the Association may adopt.

**ARTICLE V**

**NATIONAL DELEGATES**

**Section 1:** Voting Delegates to YWCA USA Annual Business Meetings.

- i. Voting delegates to the national meeting of the YWCA USA shall be the Chief Executive Officer of the Association and the President of the Board of Directors, or their designees.
- ii. At least one of the voting delegates or designees to national meetings shall be a member of the Board of Directors
- iii. No more than one of the voting delegates may be a staff member.

**Section 2:** Compensation of Voting Delegates

Non-staff voting delegates to YWCA USA meetings shall not receive compensation for attendance at such meetings, but shall be entitled to reimbursement of reasonable documented expenses for travel, which shall be paid by the YWCA.

**ARTICLE VI**

**THE BOARD OF DIRECTORS**

**Section 1:** Qualifications

Directors, Officers and members of standing committees shall be people so selected who have consented to individual acceptance of responsibility to further the achievement of the Mission of the Association.

**Section 2:** Number of Directors

The affairs of this Association shall be under the control of a Board of Directors consisting of at least eleven (11) and no more than twenty (20) persons, all of whom shall be volunteers and neither paid personnel of this Association nor of any organization receiving financial support from this Association.

**Section 3:** Composition

The Board of Directors shall make every effort to ensure that the composition of the Board reflects the racial, ethnic, geographic and age diversity of the Central Virginia community. In order to ensure the inclusion and participation of voting Board members thirty (30) years of age and younger, at least one (1) Board Seat shall be designated for and filled by a member of the community age eighteen (18) to thirty (30).

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Section 4: Responsibilities

As stewards and ambassadors of the YWCA, the Board of Directors shall be responsible for furthering the YWCA mission and for fostering development of the YWCA as a women’s movement.

A. Oversight and Governance

i. Ethical and Legal Oversight

The Board of Directors shall ensure that:

- a. The policies and procedures of the YWCA reflect organizational commitments to the highest ethical standards and to racial, ethnic, cultural and age diversity;
- b. The YWCA is operating in compliance with all applicable laws and in accordance with these Bylaws; and,
- c. These Bylaws are maintained and updated as needed.

ii. Fiscal Oversight

The Board of Directors shall be responsible for:

- a. Approving and monitoring an annual operating budget;
- b. Ensuring that operating funds and capital assets are used solely for the use and benefit of the YWCA;
- c. Ensuring that accounting standards are consistently applied in accordance with generally accepted accounting principles; and,
- d. Maintaining solvency and financial stability, by securing and ensuring the availability of financial resources necessary to support and fulfill the Association’s mission through such things as personal contributions, as well as support and participating in fund development and fundraising efforts.

iii. Operational Oversight

The Board of Directors shall be responsible for:

- a. Hiring and evaluating a Chief Executive Officer;
- b. Delegating to the Chief Executive Officer the responsibility for daily management of the organization;

- c. Approving a strategic plan and setting forth organizational priorities annually; and
- d. Ensuring that management and volunteers are carrying out strategic priorities, as identified by the strategic plan

#### B. Limitation of Duty

No board member, volunteer or paid employee shall act on behalf of the YWCA without express written authority of the Board of Directors, except as specified by these Bylaws.

### Section 5: Nominations, Election and Term of Office

#### A. Nomination of Directors

The Nominating Committee shall present to the Board of Directors annually a slate of Directors in accordance with these bylaws.

#### B. Election of Directors

Elections shall take place annually. Specific election procedures shall be set forth in these bylaws.

#### C. Term of Office of Directors

- i. The term of office shall be three (3) years.
  - a. Each Director shall serve until her term expires or until her earlier resignation or removal. Directors terms shall begin on July 1 and expire on June 30. No Director may serve more than two (2) full terms in succession.
  - b. A Director who has served two (2) full consecutive terms shall not be eligible for re-election until at least one (1) year after the expiration of such Director's most recent term of office.
  - c. The President of the Board of Directors shall be eligible to serve an additional one (1) year term at the end of the term as President if the regular terms of eligibility as a Director have expired.
- ii. Director terms of office shall begin on July 1 and shall expire on June 30.

### Section 6: Resignation of Directors.

Any director may resign at any time by delivering written notice of such resignation. Such resignation shall be effective immediately, if so stated, or upon its acceptance by the Board of Directors.

Section 7: Removal of Directors

A director may be removed by two-thirds (2/3) vote of the Board of Directors then in office, with or without cause, whenever, in the exercise of the judgement of the Board of Directors, the best interest of the YWCA would be served by such removal. In addition, the Board of Directors may remove a Director who is absent from three (3) consecutive meetings of the Board of Directors by majority vote of the Directors present at a Director's meeting when a quorum exists.

Section 8: Vacancies

The Board of Directors may fill by vote of the remaining Directors vacancies in the Board, Executive Committee or any office, due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws. Such officers so elected to fill vacancies shall serve until the next annual meeting of the Board of Directors and until their successor are elected and qualify. Board seats filled between annual elections shall be deemed to have commenced on the previous July 1.

Section 9: Manner of Acting.

- A. A Director shall discharge his or her duties as a director, including his or her duties as a member of a committee, in accordance with his or her good faith business judgment of the best interests of the Association.
- B. A quorum of any meeting of the Directors shall be fifty percent (50%) of the Directors in office immediately before a meeting.
- C. Any action by a majority of Directors comprising the quorum shall be the action of the Board of Directors, except as to any vote regarding the following, which requires an affirmative vote of two-thirds (2/3) of all Directors:
  - a. funding of a new program or discontinuation of funding of a currently-funded program,
  - b. amendments to the bylaws, or
  - c. the termination of the Chief Executive Officer.
- D. On the occasion that Directors are unable to make a decision based on a tied number of votes, the President or Treasurer in the order of presence shall have the power to swing the vote based on her discretion.

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- E. While attendance in person is preferred, Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including internet video meeting or telephonic conference call. Therefore, Directors are expected to attend all Board meetings each calendar year with no more than three (3) meetings missed without excused absences due to business travel, illness or family emergencies, as determined by the President.
- F. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Directors gives consent.

Section 10: Compensation for Board Service.

Directors shall receive no compensation for carrying out their duties as Directors.

Section 11: Compensation for Professional Services by Directors.

Directors are not restricted from being remunerated for professional services provided to the Association. Such remuneration shall be reasonable and fair to the Association and must be reviewed and approved in accordance with the Board Conflict of Interest Policy and applicable law, including but not limited to Va. Code § 13.1-871, and with the policies approved by the Board of Directors.

## ARTICLE VII

### OFFICERS

Section 1: Board Officers.

The officers of this Association shall be the President, the Vice President, the Treasurer, and the Secretary, all of whom shall be elected from the Board of Directors. Additional Officers may be added as the Board of Directors may determine from time to time. No one may hold the office of President and Secretary at the same time.

Section 2: President.

The President shall preside at all business meetings of the Board of Directors and the Executive Committee. Partnering with the Chief Executive Officer, she is responsible for motivating others toward the fulfillment of the mission of the YWCA USA. She may sign approved contracts or designates, with board approval, the appropriate person. The President shall be a voting member of the Executive Committee and a non-voting ex-officio member of all other committees, with the exception of the Nominating Committee. She shall appoint the Chairs of all committees, with the exception of those Standing and Board Committees whose Chairs are elected or are specified in the Bylaws. 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.

Section 3: Vice President.

The Vice President shall, in the absence or disability of the President, perform the duties of the President. When so acting, she shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall oversee external activities and efforts of the YWCA, including YWCA USA initiatives as the Chair of the External Affairs' Committee. The Vice President shall have such other powers and perform such other duties as prescribed by the Board of Directors or the President. The Vice President may succeed the President during the next board term.

Section 4. Secretary.

The Secretary shall cause a book of minutes of all meetings and actions of Directors to be kept, and to give notice of all Board of Directors meetings when notice is required by these bylaws. The Secretary shall keep a record of attendance for each meeting of the Board of Directors.

Section 5: Treasurer.

The Treasurer shall ensure that the financial operations of the Association are managed effectively and efficiently, and that the funds of the Association are deposited in a bank designated by the Board of Directors. She shall see that an audit is conducted by a qualified auditor at the end of the fiscal year. She shall assure that a complete financial statement is presented at the annual meeting of the Board. The treasurer shall provide all requested financial and statistical information requested by the YWCA USA. The Treasurer shall see that all financial obligations to the YWCA USA are paid at the time designated by the Board of Directors or the Internal Affairs Committee. She shall serve as the Chair of the Internal Affairs Committee.

The Board of Directors may require the Treasurer and may, at its discretion, require any other officer or any employee of this Association to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his office and for the restoration to the Association in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Association.

Section 6: 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 shall from time to time be 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 whenever for any reason it is impractical for such Officer to act personally. Such acting Officer so appointed 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 7: Nomination of Officers

The Nominating Committee shall be responsible for preparing a slate of Officers. All Officer nominees shall be members of the Board of Directors.

Section 8: Election of Officers

Election of Officers shall take place at the same time and in the same manner as the election of Directors, according to the provisions of these Bylaws.

Section 9: Terms of Office of Officers

All Officers shall hold office for one (1) year and until their successors are elected and qualify. Officers may not serve more than two (2) consecutive terms of office. Unless unanimously elected by the Board at the end of his/her two (2) year term or to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the start of the succeeding fiscal year (July 1) and end at the end of the Association's fiscal year (June 30).

Section 10: Removal and Resignation.

The Board of Directors may remove an officer at any time, with or without cause, by a two-thirds (2/3) vote of the Directors. Any officer may resign at any time by giving written notice, in the manner provided for in Article IV, Section 2, without prejudice to the rights, if any, of the Association under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 11: Vacancies.

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

Section 12: Salaries.

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

Section 7. Service in More Than One Office.

Any two (2) offices of the Association, except those of President and Vice President, may be held by the same person but no Officer shall sign, acknowledge, or verify any instrument in more than one capacity.

**ARTICLE VIII**  
**COMMITTEES**

**Section 1:** Committees.

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. take any final action on matters which also requires approval of a majority of all Directors;
- B. fill vacancies on the Board of Directors or any of its committees;
- C. adopt, amend or repeal the Association's Articles of Incorporation or adopt new Articles of Incorporation;
- D. adopt, amend or repeal the Association's Bylaws or adopt new Bylaws;
- E. amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal-able;
- F. approve a plan of merger; or
- G. approve any transaction to which the Association is a party and one or more Directors have a material financial interest.

**Section 2:** Meetings and Action of Committees.

- A. Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article IV, Section 2 of these Bylaws concerning meetings of the Directors. The time for regular meetings of committees may be determined either by a resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes should be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committees not inconsistent with the provision of these Bylaws.
- B. Each member of a committee shall serve for a one (1) year term, and continue as such until June 30 and until the committee member's successor is appointed, unless the committee shall sooner be terminated, or unless the member is removed from the committee.

Section 3: Standing Committees.

Standing Committees shall be those permanent committees established by the Board of Directors and specified in the bylaws.

A. Committee Chairs, Members and Duties

- i. Standing Committees shall be chaired by Officers of the YWCA, unless otherwise set forth in these Bylaws.
- ii. Members of Standing Committees may consist of Directors and non-board members and shall be appointed by the Chair, unless otherwise specified by these Bylaws.
- iii. Vacancies on Standing Committees shall be filled by appointment of the Chair.

B. Executive Committee

- i. There shall be an Executive Committee consisting of the Officers of the Board of Directors, the Immediate Past-President, and up to a maximum of three (3) other appointments made by the President from among the Board of Directors.
- ii. The Executive Committee may hold meetings in the interim between regular meetings of the Board of Directors, and shall have all the powers of the Board of Directors, except that it shall not have any of the following powers:
  - i. To reverse any action of the Board of Directors
  - ii. To approve any expenditure over \$15,000 not previously authorized by the Board of Directors unless such an expenditure is tied to the health and safety of YWCA clients and staff.
  - iii. To approve an amendment to the Articles of Incorporation of these Bylaws;
  - iv. To approve a plan of merger or consolidation; to approve the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the YWCA;
  - v. To approve the voluntary dissolution of the YWCA, or revocation of voluntary dissolution proceedings;
  - vi. To fill any vacancy in the Board; or
  - vii. To take any action prohibited by express resolution of the Board of Directors or otherwise required to be taken by the Board of Directors.

- iii. The President shall serve as the Executive Committee Chair. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum.
- iv. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors.
- v. Two-thirds (2/3) of the members of the Executive Committee constitutes a quorum.

C. Governance Committee.

- i. There shall be a Governance Committee who is responsible for the health and functioning of the board including the recruitment of new members, conducting orientation, producing board materials, and evaluating the Board of Directors itself. This committee is responsible for ensuring the effectiveness of the current board and for recruiting tomorrow's leaders.
- ii. The President shall serve as the chair of the Governance Committee.
- iii. The Governance Committee shall secure and keep a list of potential candidates, selected from and representative of the Members and/or community, who are qualified by skill and experience to be Directors. The Governance Committee shall present to the Board of Directors a ballot, including nominees for Board of Directors and the Officers in advance of the last regular meeting. The Governance Committee shall also present candidates for vacancies occurring on the Board of Directors or elected committees.
- iv. The Board of Directors shall be responsible for implementing procedures for voting by confidential ballot and for ensuring that ballots are cast only by Board members.
- v. The Governance Committee shall keep regular minutes of its proceedings and report same to the Board of Directors.

D. Internal Affairs Committee.

- i. There shall be an Internal Affairs Committee who is responsible for oversight of internal and operational issues, including those related to finance, human resources, and facilities, as well as legal and moral conduct of the organization.
- ii. The Internal Affairs Committee shall regularly review financial reports of the Association, make recommendations to the Board of Directors regarding all financial policies, procedures and controls, and assist the Chief Executive Officer in the preparation and presentation of the annual budget.
- iii. The Treasurer shall serve as Chair of the Internal Affairs Committee.

- iv. The Internal Affairs Committee shall keep regular minutes of its proceedings and report same to the Board of Directors.

Section 4: Board Committees

Board Committees are those additional committees established to carry out the mission of the YWCA.

- A. Chairs of Board Committees shall be appointed by the Board President. Chairs of Board Committees may be Directors or non-Board members.
- B. Members of Board Committees shall be appointed by the Board Committee Chairs and may be Directors or non-Board members.
- C. Board Committees shall not act outside the scope of these bylaws.

Section 5 Special Committees

Special Committees that may be required for specific studies, concerns or events related to the work of the Association, not already designated to standing or special committees of the Board of Directors may be appointed by the Chair on an ad-hoc basis for limited periods of service.

**ARTICLE IX**

**NOMINATION AND ELECTION PROCESS**

Section 1: Nomination.

The Nominating Committee shall present to the Board of Directors a single slate of nominees for Directors, Officers and Nominating Committee positions no later than June 30 of each year. All candidates shall meet the qualifications set forth in Article VI, Section 1.

Section 2: Balloting Methods

The Board of Directors shall be responsible for the establishment of balloting methods that safeguard the rights of Directors to a secret ballot and that provide assurance that ballots are cast only by Directors.

**ARTICLE X**

**STAFF OF THE YWCA**

Section 1: Employment.

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

Section 2: Management

The management of the Association shall be entrusted by the Board of Directors to the Chief Executive Officer and to such other management staff as may be required.

Section 3: Staff

The YWCA shall employ such staff as necessary to carry out the strategic priorities' of the organization within the budget guidelines approved by the Board of Directors. All staff shall be employed according to policies approved by the Board of Directors and shall report to the Chief Executive Officer. Staff responsibilities and priorities shall be determined by the Chief Executive Officer.

Section 4: Chief Executive Officer.

The Chief Executive Officer of the Association shall be the principal executive officer and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Association. The Chief Executive Officer shall serve as a non-voting member of the Board of Directors.

A. Selection and Appointment

- a. The Board shall recruit and employ a chief executive officer, who shall be referred to as the "Chief Executive Officer." The Chief Executive Officer's compensation will be established by the Board of Directors. The Chief Executive Officer shall serve at the pleasure of the Board, or, if the Board so chooses, in accordance with the terms and conditions of an employment agreement.

B. Duties

- a. The Chief Executive Officer shall implement the policies of the YWCA and strategic priorities of the Board of Directors
- b. The Chief Executive Officer shall be responsible for management of the YWCA, including fulfillment of local and YWCA USA obligations.
- c. The Chief Executive Officer shall ensure the fulfillment of all fiscal, legal and fiduciary requirements in the maintenance of the organization.
- d. The Chief Executive Officer shall hire, evaluate and, if necessary, terminate all paid and volunteer staff of the YWCA according to procedures approved by the Board of Directors.
- e. The Chief Executive Officer shall be responsible for the management and maintenance of all assets of the YWCA.

- f. The Chief Executive Officer 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 YWCA's regular business, or which shall be authorized by resolution of the Board of Directors

C. Evaluation

- a. The Chief Executive Officer shall have an annual performance review conducted by the Board of Directors

D. Disciplinary Action

- a. Any unsatisfactory performance of behavior is addressed using the following procedures in an effort to correct the problem, unless otherwise specified as a part of the terms and conditions of an employment agreement
  - i. First Warning: issued and noted in writing by the President of the Board of Directors and reported to the Internal Affairs Committee.
  - ii. Second Warning: Issued in writing by the Internal Affairs Committee and reported to the Executive Committee.
  - iii. Five Day Temporary Suspension: if the problem is not resolved, action may be taken by the Executive Committee given a 67% majority vote. The leave is unpaid.
  - iv. Termination: When all other action has failed or the misconduct is extremely severe, the Chief Executive Officer may be terminated by two-thirds (2/3) vote of the Board of Directors.

E. Vacancy

- a. A vacancy in the position of Chief Executive Officer shall be filled by a candidate recommended by a Special Committee and approved by the Board of Directors.

**ARTICLE XI**

**CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

Section 1: Contracts.

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Association shall be executed on its behalf by the Treasurer or other persons to whom the Association has delegated authority to execute such documents in accordance with the policies approved by the Board.

Section 2: Checks.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 3: Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, credit unions, or other depository as the Board or a designated committee of the Board may select.

Section 4: Loans.

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Section 5. Voting of Securities Owned by the Association.

Subject to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by the Association may be voted at any meeting or security holders of such other corporation by the President of the Association, or, in the absence of the President, by the Treasurer of the Association; or in the absence of the President and Treasurer, by the Secretary of the Association. Such consent in respect to any shares or other securities issued by any other corporation and owned by the Association shall be executed in the name of the Association by the President, Treasurer, or Secretary of the Association without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature, or attestation by another Officer.

Section 6. Contracts Between the Association and Related Persons.

Any contract or other transaction between the Association and one or more of its Directors, or between the Association and any firm or entity of which one (1) or more of the Association's Directors are Directors, Officers, partners, shareholders, or employees, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors participation in such action, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This section shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 7: Indemnification.

- A. The Association shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the Association against reasonable expenses incurred by him or her in connection with the proceedings.
- B. The Association shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the Association against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the matter prescribed by the law and payment has been authorized in the manner prescribed by law.
- C. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (1) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article and (2) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.
- D. An officer of the Association who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Association may also indemnify and advance expenses to an employee or agent of the Association who is not a Director, consistent with Virginia law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

Section 8: General Amendments

- A. Bylaw Amendments. These Bylaws may be amended at any regular or special meeting of the Board of Directors, by a two-thirds (2/3) affirmative vote of those voting provided that:
  - i. The amendment does not relate to membership in YWCA USA; and
  - ii. 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.

Section 9: Amendments Affecting YWCA USA Membership.

- A. 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 of Article VI Section 9 must be met and, in addition, the amendment must have passed by a two-thirds (2/3) affirmative vote of the voting Members of the Association.
- B. 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 of the Association after the following requirements have been met:

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

## ARTICLE XII

### CODE OF ETHICS AND WHISTLEBLOWER POLICY

The Association requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the Association must practice honesty and integrity in fulfilling their respective responsibilities and comply with all applicable laws and regulations.

#### Section 1: Reporting Responsibility.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the Association can address and correct inappropriate conduct and actions. It is the responsibility of all Board members, officers, employees and volunteers to report concerns about violations of the Association's code of ethics or suspected violations of law or regulations that govern the Association's operations.

#### Section 2: Retaliation.

It is contrary to the values of the Association for anyone to retaliate against any director, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of the Association. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

#### Section 3: Reporting Procedure.

The Association has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with their supervisor. If an employee is not comfortable speaking with his/her supervisor or he/she is not satisfied with the supervisor's response, he/she is encouraged to speak with the President. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Association's Compliance Officer or designated employee or Director, who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to their supervisor or the President or the organization's Compliance Officer or other designated person.

Section 4: Compliance Officer.

The Association's Compliance Officer is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Compliance Officer may be a Board member, or a third party designated by the organization to receive, investigate and respond to complaints. The Compliance Officer will advise the President and/or the Board of Directors of all complaints and their resolution and will report at least annually to the Treasurer on compliance activity relating to accounting or alleged financial improprieties.

Section 5: Accounting and Auditing Matters.

The Association's Compliance Officer shall immediately notify the Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Section 6: Acting in Good Faith.

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Section 7: Confidentiality.

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 8: Handling of Reported Violations.

The Association's Compliance Officer will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

**ARTICLE XIII**

**DECENTRALIZED UNITS**

Section 1. Organization.

The Association may organize such branches as may be expedient for the development of the Association in certain geographic areas within the total community served by the Association.

Section 2. Discontinuance.

The Association may discontinue any of the branches, provided the proposal has been referred to a Board of Directors meeting for discussion and consideration. Final decision and action shall be the responsibility of the Board of Directors.

**ARTICLE XIV**

**MISCELLANEOUS**

Section 1: Books and Records.

- A. Pursuant to Va. Code § 13.1-932, the Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Association shall keep a copy of the Association's Articles of Incorporation and Bylaws as amended to date.
- B. All other records shall be retained as required by law and destroyed as appropriate pursuant to the Association's most recent Financial Policies and Procedures manual. The destruction of records must be made pursuant to the Association's retention or destruction policies and schedules, be approved by the President and Vice President of Operations, and recorded on the Association's record destruction log. Note the following general exception to any stated destruction schedule: If an officer, director or employee believes, or the Association informs such individual, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then such individual must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
- C. By making full and accurate information about its mission, activities, finances, and governance publicly available, the Association practices and encourages transparency and accountability in the following ways:
  - a. The Association's IRS Form 990 is open to the staff and/or the public.
  - b. Financial documents and materials produced by the Association, such as an audit, are closed to staff and/or the public, but are made available to potential grant funders by request during the grant application process.
  - c. Minutes of the Association's meetings are closed to staff and/or the public, except by special action and an affirmative vote of the majority of all Directors to open certain records.
  - d. Staff records are closed to the Board, except where there is justifiable cause to open certain records.

Section 2: Fiscal Year.

The fiscal year of this Association shall be July 1 to June 30 of the next calendar year.

Section 3: Rules of Order

The Board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

Section 4: Conflict of Interest.

The Board shall adopt and periodically review a conflict of interest policy to protect the Association's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

Section 5: Nondiscrimination.

The Association is committed to sharing values of diversity and inclusion which reflect the community it serves, in order to achieve and sustain excellence. We firmly believe that we can best promote excellence by recruiting and retaining a diverse group of employees, directors and volunteers, and by creating a climate of respect that is supportive of their success. This climate for diversity, inclusion and excellence without regard for age, sex, race, religion, national origin, and sexual orientation is critical to attaining the strategic goals of the Association. Taken together, these values are recognized and supported fully by the Association at all levels. Further, we recognize that the responsibility for excellence, diversity and inclusion lies with all of us.

Section 6. 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.

Section 7: Periodic Review.

The Association's Bylaws and all internal policies and procedures shall be reviewed by a committee of the Board from time to time, but at least once every five (5) years.

Section 8: Counterterrorism.

In furtherance of its exemption by contributions to other organizations, domestic or foreign, the Association shall stipulate how the funds will be used and shall require the recipient to provide the Association with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for U.S. Based Charities" is not mandatory, the Association willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Association shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

**ARTICLE XV**

**Dissolution**

Section 1: 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.

Section 2. 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.

Section 3. Any Assets Not So Disposed

Any assets not so disposed of shall be disposed of by the district court of the locality in which the registered office of the Association is then located exclusively to fulfill the stated purposes of the Association has said court shall determine. 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.

THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS ON THE 19 DAY OF NOVEMBER, 2019.

\_\_\_\_\_  
Chair, Board of Directors

\_\_\_\_\_  
Date

\_\_\_\_\_  
Chief Executive Officer

\_\_\_\_\_  
Date