

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

ARTICLE I – NAME AND MISSION

The Young Women's Christian Association of the Hartford Region Inc. (hereinafter referred to as "YWCA"), a member of the Young Women's Christian Association of the United States of America, Inc. (hereinafter referred to as the "YWCA of the USA"), and a member of the Northeast Regional Council of the YWCA of the USA, Inc. (hereinafter referred to as the "Regional Council") unites in the following statement of Mission:

The Young Women's Christian Association of the United States of America is a women's membership movement nourished by its roots in the Christian faith and sustained by the richness of many beliefs and values. Strengthened by diversity, the Association draws together members who strive to create opportunities for women's growth, leadership and power in order to attain a common vision:

Peace, justice, freedom and dignity for all people.

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

ARTICLE II - ADMINISTRATIVE PROVISIONS

Section 1 - Fiscal Year

The fiscal year of the YWCA shall be the calendar year.

Section 2 - Notice

Whenever under the provisions of these By-laws notice is required to be given to a director, officer, committee member, or YWCA member, such notice shall be given in writing by U.S. mail or overnight delivery service with postage prepaid to such person at her address as it appears on the records of the YWCA. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when transmitted.

Section 3 - Principal Office

The principal office of the YWCA is Hartford, CT unless and until changed by the Board of Directors of the YWCA.

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ARTICLE III – MEMBERSHIP

Section 1 – Qualifications and Requirements

- a. Qualifications for all Members
Any woman or girl twelve years of age or over is eligible for membership in the YWCA.
- b. Requirements for all members:
Payment of dues is required. The Board of Directors determines membership dues.
- c. Exemptions
Members of certain program groups may be exempted from YWCA membership by action of the Board of Directors. Exemptions should be reviewed annually.
- d. Voting
In any proceeding in which voting by members is called for, each member fifteen years of age or older, in good standing, shall be entitled to cast one vote.

Section 2 - Responsibilities Of Voting Members

Voting members shall:

- a. Elect a Board of Directors to govern the YWCA.
- b. Elect a YWCA Association Nominating Committee (hereinafter "Nominating Committee").
- c. Approve these By-Laws and changes in same, after approval by the Board of Directors.

Section 3 – Membership Meetings

Membership Meetings. Whenever action is to be voted on by members, such elections may be conducted, and such actions voted upon, by mail. A description of the action to be voted upon, as the case may be, shall be mailed to the members entitled to vote thereon not less than three weeks prior to the date on which the votes are to be counted. The Secretary shall count the votes returned by mail, and report the result of such elections or such vote to the members and the Directors at a membership meeting.

- a. Whenever the Certificate of Incorporation, these By-laws, or the Revised Nonstock Corporation Act of the State of Connecticut requires a designated proportion of voting power of members, such proportion shall be determined from the total number of members who actually vote by mail, rather than from members entitled to vote.
- b. Annual Membership Meeting. The annual meeting shall be held yearly at a time designated by the Board of Directors. The annual meeting shall a) be for the purpose of reviewing the work of the YWCA; b) announcing the results of elections for the Board of Directors and Nominating Committee; and c) transacting such other business as may come before the meeting. Members shall be given written notice of this meeting at least two weeks in advance.

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- c. Special Meetings. Membership meetings other than the annual meeting may be called by the Chair of the Board of Directors and shall be called by the Chair upon written request of fifty or more members. Members shall be given written notice of this meeting at least two weeks in advance; such notice shall state the agenda and the fact that no other business shall be transacted.
- d. Quorum. Members of the YWCA present at a membership meeting shall constitute a quorum.

ARTICLE IV – NON MEMBER PARTICIPANTS

Section 1 - YWCA Associates

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

Section 2 – Girls and Boys Under Twelve Years of Age

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

**ARTICLE V
QUALIFICATIONS FOR VOTING DELEGATES TO REGIONAL COUNCIL MEETINGS AND
NATIONAL MEETINGS**

The CEO and Board Chair shall be members of the Regional Council Board and voting delegates to meetings of the YWCA USA unless otherwise appointed by the Executive Committee. The Board Chair may designate alternate delegates to any meeting where one or more of the delegates are unable to attend.

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

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

ARTICLE VII – BOARD OF DIRECTORS

Section 1 - Powers

There shall be a Board of Directors of the YWCA of the Hartford Region, which shall supervise and control the business, property, and affairs of the YWCA, except as

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otherwise expressly provided by law, the Articles of Incorporation of the YWCA, or these By-laws.

Section 2 – Number of Board Members

The Board shall consist of not more than twenty-five (25) or fewer than thirteen (13) members of the YWCA.

Section 3 – Elections and Term of Office

- a. Elections are held at the annual membership meeting. The procedure for nominations is determined by the Nominating Committee and approved by the Board of Directors.
- b. Term of Office - The term of office for each member of the Board of Directors shall be two years. No members shall serve more than three consecutive terms with the exception of a Chair elected in the second year of her third term.
- c. In the situation where the Nominating Committee proposes a slate of officers that includes the current Chair who is finishing her first term as Chair and her third term as a member of the Board Of Directors, that person may be elected to a one year term.
- d. Vacancies. The Board of Directors shall fill vacancies occurring between annual elections from nominations made by the Nominating Committee. The person appointed to fill such a vacancy shall be eligible for nomination and election for three succeeding full terms.
- e. One-half (1/2) of the total number of the Board of Directors shall be elected annually.

Section 4 - Resignation

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

Section 5 - Removal

Any director may be removed from such office, with or without cause, by a two-thirds vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6 - Annual Meeting

An annual meeting of the Board of Directors of the YWCA shall be held each year, at such time, day and place as shall be designated by the Board of Directors. The annual meeting of the Board of Directors shall be the first meeting after the Annual Membership Meeting.

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Section 7 - Regular Meetings

The Board of Directors will meet at least quarterly.

Section 8 - Special Meetings

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

Section 9 - Notice

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 5 days previous to the meeting and in the manner set forth in Section 7 of Article VIII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10 - Quorum

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

Section 11 - Voting

Except as otherwise expressly required by law, the Articles of Incorporation of the YWCA or these By-laws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

A two-thirds majority vote of the directors present at any meeting at which a quorum is present shall be required for:

- Hiring and firing the CEO;
- Recommending a change in these By-laws to the Membership;
- and other actions as described elsewhere herein.

Section 12 - Unanimous Written Consent In Lieu of a Meeting

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

Section 13 - Telephone Meeting

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

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Section 14 - Conflicts of Interest

- a. Annually each director is required to sign an acknowledgement of the Conflict of Interest Statement and disclose any potential existing conflicts.
- b. In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the YWCA in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the YWCA.
- c. No director shall cast a vote, nor take part in the final deliberation in any matter in which she, members of her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the YWCA. Any director who believes she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

ARTICLE VIII – OFFICERS OF THE YWCA

Section 1 – Officers

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

Section 2 – Election of Officers

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

Section 3 - Term of Office

The officers of the YWCA shall be installed at the annual board meeting at which they are elected and shall hold office for one year from the date of their election until the next annual meeting or until their respective successors shall have been duly elected. Officers may serve no more than two consecutive terms in the same office.

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Section 4 – Duties

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

Section 5 - Resignation

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

Section 6 - Removal

Any officer may be removed from such office, with or without cause, by a two-thirds vote of the directors at any regular meeting, or special meeting of the Board called expressly for that purpose.

Section 7 - Vacancies

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

Section 8 - Compensation

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

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ARTICLE IX – COMMITTEES OF THE YWCA

Section 1 - Board Committees and Task Forces

- a. The Board of Directors may by resolution create and appoint members to committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make recommendations to the Board.
- b. The Board Chair will appoint chairs of committees and task forces.
- c. Committees may have members who are not members of the Board of Directors except where otherwise stated in these By-laws.

Section 2 – Standing Committees

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

- a. Association Nominating Committee – The Association Nominating Committee, an elected committee, shall consist of no fewer than five (5) members of the Association, no more than three (3) of whom are members of the Board of Directors. No member of the Association Nominating Committee shall serve more than two consecutive two-year terms. Vacancies occurring on the committee between annual membership meetings shall be filled by the committee with the approval of the Chair.
- b. Executive Committee - Between meetings of the Board of Directors, on-going oversight of the affairs of the YWCA may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board. All members of the Executive Committee must be members of the Board of Directors.
- c. Finance Committee –The Finance Committee shall ensure the organization's financial stability by providing oversight on financial matters of the YWCA, helping the Board understand the organization's financial affairs, and ensuring compliance with federal, state, and other requirements related to the YWCA's finances. The Treasurer shall serve as Chair of the Finance Committee and as a member of the Investment Committee.
- d. Investment Committee – The Investment Committee is responsible to oversee investments including establishing investment objectives, acceptable level and types of risk, and levels of liquidity, and to report regularly to the Board. The Chair of the Investment Committee will be a member of the Finance Committee.
- e. Audit Committee The Audit Committee shall annually evaluate and recommend the appointment of the auditor to the Board, oversee an annual independent audit of the YWCA, and review results of the audit with the auditor, Board and CEO.
- f. Governance Committee – All members of the Governance Committee must be members of the Board of Directors. The governance committee is responsible to create and

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maintain a framework within which the Board conducts business, and to conduct ongoing reviews and recommendations to enhance the quality of the Board and its work. The work of the committee revolves around the following:

- Board roles and responsibilities;
- Board composition;
- Board development;
- Board effectiveness;
- Board leadership;
- and succession planning.

Section 4 - Term of Office

Each member of a committee shall serve for one year unless the committee is sooner dissolved.

Section 5 – Vacancies

Vacancies in the membership of committees will be filled by the Chair of the Committee.

ARTICLE X – STAFF OF THE YWCA

Section 1 – Employment

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

Section 2 – Professional Leadership

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

Section 3 – Executive Evaluation

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

ARTICLE XI – NON-DISCRIMINATION

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

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ARTICLE XII – RULES OF ORDER

The proceedings of the YWCA shall be governed by *Robert's Rules of Order*, except where these rules conflict with provisions of applicable law, these By-Laws, or any special rules of order the YWCA may adopt.

ARTICLE XIII – AMENDMENTS TO BY-LAWS

These By-Laws may be amended by a 2/3 (super majority) vote of the Board of Directors followed by a majority vote of the membership present at a membership meeting. Any notice of a meeting of members of the YWCA, or of the Board of Directors at which By-Laws are to be amended shall include notice of such proposed action.

**ARTICLE XIV
AMENDMENTS AFFECTING MEMBERSHIP in the YWCA USA and DISSOLUTION**

Section 1 – Transfer of Membership in the YWCA USA or Change in Form of Organization

Any amendment of these By-Laws that may affect the YWCA's affiliation with the Regional Council or the YWCA USA may be accomplished by a two-thirds (2/3) affirmative vote of the members present at two (2) successive membership meetings, provided the following requirements have been met:

- a. The proposal was approved by the Board of Directors after consultation with the Regional Council and/or the National Coordinating Board.
- b. The two meetings at which action was taken were at least six (6) months apart and one of these was an annual meeting of the YWCA's membership.
- c. Copies of the amendment or amendments were made available to the members at least two (2) weeks in advance of each meeting.
- d. The notices of these meetings stated the amendments that would be considered and voted upon.

Section 2 – Dissolution or Reorganization

Any action to dissolve this YWCA or to reorganize it in a form which will not qualify for continued membership in the YWCA USA must be passed by a two-thirds (2/3) affirmative vote of the members present at two (2) successive annual membership meetings after the following requirements have been met:

- a. The Board of Directors approved the proposal after consultation with the Regional Council and/or the National Coordinating Board.
- b. Written notice of the proposed action was sent to the members at least two weeks prior to each meeting at which such action was to be considered.
- c. The notice of these meetings stated that the proposed action would be considered and voted upon.

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- d. In the event of dissolution, all assets of the YWCA shall be donated to a 501 (c) (3) non-profit organization as designated by the Board of Directors and in accordance with state law and the YWCA's Amended and Restated Certificate of Incorporation.
- e. In the event of any conflict between the foregoing requirements and those set forth under applicable state law or as may be required as part of the YWCA's being granted tax exempt status as a 501 (c) (3) entity under federal law, such state law requirements or federal laws will prevail and be complied with as is necessary.

ARTICLE XV - INDEMNIFICATION

Section 1 - Indemnification

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

Section 2 - Insurance

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

Adopted January 29 , 2009

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