REDLINE OF 13 PROPOSED BYLAWS AMENDMENTS
FOR DECEMBER 15, 2021 DISTRIBUTION TO LOCAL ASSOCIATIONS

BYLAWS OF YWCA USA, INC.

AS AMENDED AND RESTATED THROUGH [DATE], 2021
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I. NAME; STRUCTURE

The name of this organization is YWCA USA, Inc., hereinafter referred to as YWCA. YWCA is a not-for-profit corporation with membership. The members of YWCA are the Local Associations (as more specifically described below). YWCA’s board of directors (the “Board”), whose members are elected by the Local Associations, will have overall management responsibility for YWCA.

II. MISSION

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

III. MEMBERS

A. Local Associations

1. Term of Membership. Upon June 15, 2002, the effective date of these Amended and Restated Bylaws (referred to herein as the “Effective Date”), each existing member association of the unincorporated association, The Young Women’s Christian Association of the United States of America, on the date immediately preceding the Effective Date, shall be deemed a member of YWCA, termed a “Local Association,” as of the date of each such member association’s founding. The term of all other Local Association membership shall commence with a Board certification of membership, in accordance with the terms and conditions of these Bylaws. Local Association membership shall terminate upon the earlier of a Board certification of membership termination, in accordance with a process approved by the Board and the Local Associations, and pursuant to the terms and conditions of these Bylaws, or the voluntary resignation by the Local Association.

2. Membership Certification Process. The review of new Local Association membership applications, and the review of questions involving the potential loss of Local Association membership, shall be administered by YWCA and a recommendation reported to the Board for review and action. Such review processes shall be conducted in accordance with written procedures approved by the Board and the Local Associations,
which procedures shall provide, among other things, for the exercise of reasonable discretion by the Board, consistent with the purposes of YWCA, in performing such activity.

3. **Number of Local Associations.** There is no limit on the number of Local Associations.

4. **Membership Requirements.** The requirements of membership for Local Associations are:

   a) **Organization.** Each Local Association shall be legally organized as a not-for-profit entity and either (i) be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or (ii) have entered into a fiscal sponsorship arrangement with a qualified organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, which arrangement is satisfactory to the Board. Each Local Association shall file with YWCA copies of its charter and bylaws, or their equivalents, and amendments as they become effective, and these governance documents shall reflect that the Local Association is organized in accordance with these Bylaws.

   b) **YWCA Mission.** Each Local Association shall operate in furtherance of YWCA’s mission of eliminating racism, empowering women and promoting peace, justice, freedom and dignity for all by, without limitation, (i) adhering to standards of YWCA Mission programs as defined by the Board, and shall also participate (ii) participating in mission-driven advocacy efforts, in each case including those relating to anti-racism.

   c) **Diversity.** Each Local Association shall ensure that its policies and practices reflect YWCA’s organizational commitment to diversity, including but not limited to, racial, ethnic, and cultural diversity within YWCA’s stated mission of eliminating racism, empowering women and promoting peace, justice, freedom and dignity for all.

   d) **Women 30 Years of Age and Under.** Each Local Association shall take demonstrable steps to ensure the involvement of women thirty (30) years of age and under in its activities.

   e) **Certain Operational Standards.** Each Local Association shall operate in compliance with applicable law; YWCA’s Certificate of
Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; maintain solvency; and provide requested financial, statistical information and status reports to YWCA.

f) **Review.** Each Local Association shall participate in applicable YWCA review processes.

g) **Support Fees.** Each Local Association shall pay support fees to YWCA, as established by policy and formula approved by the Board and the Local Associations (“Support Fees”).

h) **Trademark Use.** Each Local Association shall use the Trademark (as such term is defined in Article IV, Section (D) of these Bylaws), including, without limitation, in its organizational name. All uses of the Trademark shall be in accordance with terms and conditions established by the Board, consistent with YWCA’s Certificate of Incorporation and these Bylaws.

i) **YWCA Retirement Fund.** Each Local Association shall ensure that all eligible employees participate in the YWCA Retirement Fund, except for any Local Association exempted from such participation by YWCA as of January 1, 2002.

j) **Individual Membership in and Governance of Local Associations.** Each Local Association shall have membership, which is available to all women and girls twelve years of age or over who are committed to the furtherance of any person who subscribes and upholds the mission of YWCA. No person who subscribes to and upholds the mission of YWCA shall be excluded from such Local Association membership, nor shall such person be otherwise discriminated against within the Local Association. Voting privileges and governance roles at each Local Association shall be reserved solely for women and girls, fifteen years and older. Any man or boy, twelve years of age or over, may become a Local Association associate. The Board may, in the exercise of its reasonable discretion, consistent with the purposes of YWCA, grant the petition of a Local Association to adopt gender neutral membership and governance policies. The review and determination of any such petition shall be conducted by the Board, in accordance with written procedures and criteria developed by the Board. Any person who subscribes to and upholds the mission of YWCA.
k) **Branding Requirements.** Each Local Association shall implement the branding requirements established by the Board.

5. **Certain YWCA Actions Requiring Local Association Action**

a) The following actions will not be taken by YWCA without the approval of the Local Associations: (i) amendment of YWCA’s Certificate of Incorporation or Bylaws; (ii) the merger, consolidation or dissolution of YWCA; and (iii) all other actions which, under applicable law, require member approval. Approvals of the matters set forth in subsections (i) and (ii), above, shall be by the vote of two-thirds (2/3) of the members entitled to vote thereon at any meeting of the members, or, as provided in the Certificate of Incorporation, by written consent of the members entitled to vote thereon; provided, however, that amendment of YWCA’s Certificate of Incorporation or Bylaws to address changes in applicable law shall be by the vote of a majority of the members entitled to vote thereon at any meeting of the members, or, as provided in the Certificate of Incorporation, by written consent of the members entitled to vote thereon.

b) YWCA will not, to the extent practicable, make any material changes in the affiliation status of YWCA with the World YWCA without first consulting with and seeking the recommendation of the Local Associations.

B. **Member Meetings, Member Action**

1. **Annual Meeting.** An Annual Meeting of members of YWCA for the election of the members of the Board and for the transaction of such other business as may properly come before the meeting shall be held at a date, place and time fixed by the Board.

2. **Special Meetings.** Special Meetings of the members of YWCA shall be called by the Board either (a) on its own initiative, or (b) at the written notice of fifty percent (50%) or more of the Local Associations. The Board shall within thirty (30) days of receipt of such written notice from the members call a Special Meeting by providing written notice to the members of YWCA, and shall hold such meeting upon no fewer than forty-five (45) days and no more than fifty (50) days of providing such notice.

3. **Open Meetings.** Annual Meetings and Special Meetings of members of YWCA shall be open to attendance by all members of Local Associations and all Board members, subject to executive session privileges.
4. Notice Requirements

a) Notices. Notice of the place, date and time of any Annual Meeting or Special Meeting of members hereunder shall be provided to each member no fewer than forty-five (45) days or more than fifty (50) days prior to the date of the meeting. Notice of all meetings shall set forth the purpose or purposes for which the meeting is being called, and, in the case of Special Meetings, the person or persons calling the meeting.

b) Delivery of Notice. Notice to members shall be given: (i) by first-class mail, postage prepaid; or, (ii) where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery; or (iii) by facsimile telecommunications or by electronic mail. Notices hereunder by first-class mail shall be deemed given when deposited in the U.S. mail. Notices hereunder by overnight courier or personal delivery shall be deemed given upon acknowledgment of receipt. Notices hereunder by facsimile telecommunication or mailed electronically shall be deemed given when directed to the member's fax number or electronic mail address as it appears on the record of members, or to such fax number or other electronic mail address as is filed with the Secretary of YWCA; provided, however, that notice by facsimile telecommunication or electronic mail shall not be deemed to have been given hereunder if YWCA is unable to deliver two (2) consecutive notices to the member by facsimile telecommunication or electronic mail, or otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic mail. YWCA shall send notice of meetings by first class mail to any member who requests in writing that such notices be delivered by such method.

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

5. **Votes and Voting Representatives.** In any matter hereunder in which a Local Association is entitled to vote, the Local Association shall have two (2) votes, which shall be cast by individuals who are voting members of the Local Association, at least one (1) of whom is affiliated with the Local Association by volunteer service, not compensated employment. The Local Association shall inform the Secretary of YWCA of the identity of such individuals in advance of the meeting.

6. **Voting; Quorum.** Except with respect to the election of Board members, which is addressed in Article IV, Section (C), below, and except as otherwise specified in the Bylaws, the Certificate of Incorporation or as required by law, action by YWCA members shall be by majority vote. A quorum of the Local Associations for the transaction of business shall be one-third (1/3) of Local Associations.

7. **Voting Without Attending Meetings.** Members need not send the voting representatives, as described in subsection (5), above, to a meeting to cast a vote, and instead, may act as follows:
   
a) **By Proxy.** Any action that members may or must take by vote may also be taken by proxy, filed with the Secretary of YWCA.
   
b) **By Consent.** Any action that members may or must take by vote may also be taken without a meeting on consent by all members entitled to vote (subject to a lesser number by written consent, as authorized by the Certificate of Incorporation). Such consent may be written or electronic. If written, the consent must be executed by the member's authorized officer, director, employee or agent by signing such consent or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

8. **Records of Meetings.** All proxies, consents and accompanying resolutions shall be filed with the minutes of the proceedings of the members which are maintained by the Secretary of YWCA.
9. **Annual Report of the Board.** The Board shall present at each Annual Meeting of the Local Associations a report, verified by the Chairperson and Treasurer, or by a majority of the Board, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following: (a) the assets and liabilities, including the trust funds, if any, of YWCA as of the end of a twelve (12) month fiscal period terminating not more than six (6) months prior to the Annual Meeting; (b) the principal changes in assets and liabilities, including trust funds, if any, during that fiscal period; (c) the revenues or receipts of YWCA, both unrestricted and restricted to particular purposes, during that fiscal period; (d) the expenses or disbursements of YWCA, for both general and restricted purposes, during that fiscal period; (e) the number of Local Associations as of the date of the report, together with a statement of increase or decrease in such number during that fiscal period, and a statement of the place where the names and addresses of the current Local Associations may be found; and (f) YWCA national performance metrics and outcomes. The foregoing report shall be filed with the records of YWCA and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the Annual Meeting of the Local Association.

IV. **BOARD OF DIRECTORS**

A. **Powers.** Unless otherwise provided in the Certificate of Incorporation, the Board shall manage the affairs and property of YWCA in accordance with these Bylaws.

B. **Number.** The entire Board consists of no fewer than eleven (11) and no more than twenty-five (25) persons, which number within such range may be fixed by the vote of a majority of the entire Board; provided that no decrease shall shorten the term of any incumbent member of the Board. As used in these Bylaws, the “entire Board” means the total number of Board members entitled to vote which YWCA would have if there were no vacancies (which shall consist of the number of Board members fixed by the Board within such range, above, provided that if the number within such range has not been fixed by the Board then the “entire Board” shall consist of the number of Board members entitled to vote within such range that were elected or otherwise in office as of the most recently held election of Board members), and the “Board” means the total number of Board members then in office who are entitled to vote. The Board may include up to three (3) representatives of the World Board as ex-officio non-voting members. At least twenty percent (20%) of the Board shall be individuals affiliated with a Local Association by compensated employment or volunteer service. The immediate
past-Chairperson of the Board shall be ex officio a member of the Board with full
ing voting rights for a term of one (1) year, and this year of service shall not count for
term limitation purposes under Article IV, Section (C)(2).

C. Election; Qualifications; Term of Office. The members of the Board shall be
nominated, elected and subject to removal, in accordance with the following:

1. Election of Board Members.
   a) Voting. The Local Associations shall elect directors at the
      annual meeting of the Local Associations (or at such other meeting
      as may be selected by the Board) in accordance with these Bylaws,
      from among those persons nominated by the Governance
      Committee.
   b) Notice to Members. The Local Associations shall be notified
      of the candidates for each Board position in the Annual Meeting
      notice to members provided pursuant to Article III, Section (B)(4)(a),
      above.
   c) Election. A candidate shall be elected to the Board if the
      candidate receives the votes of a plurality of the Local Associations.
   d) Removal. The Local Associations shall have the right to
      remove, for cause, by majority vote, a Board member elected
      hereunder. A Board member elected hereunder may also be
      removed for cause by action of the Board. The Local Associations
      shall have the right to remove, without cause, a Board member
      elected hereunder, but only upon the vote or written consent of no
      less than ninety percent (90%) of the Local Associations.

2. Term and Term Limits
   a) Term. Each Board member’s term will be for three (3) years.
      No Board member shall serve more than two (2) consecutive terms;
      provided that a Board member elected to fill a vacancy shall be
      eligible for re-election to two (2) consecutive terms.
   b) End of Term. Except in the case of resignation or removal
      under these Bylaws, each member of the Board shall hold office until
      the expiration of the applicable term and the election of a successor
      (if any).
c)  Staggered Terms. Terms of the Board members elected hereunder shall be staggered, with the Board divided into three (3) classes as nearly equal in number as possible, with approximately one-third of such Board members coming up for election every year.

d)  Filling Vacancies. The Board, by vote of a majority of the directors then in office, may elect directors to fill any newly created directorships and any vacancies on the Board. Directors so elected shall serve until the next annual meeting of the Board at which the election of directors is in the regular order of business and until the election of their successors.

e)  Waiting Period. A Board member who has served two (2) consecutive terms may, after a minimum two (2) year absence, be eligible for re-election to the Board.

3. Diversity. The nomination and election process regarding Board members shall intentionally include consideration of diversity, including, but not limited to, age, ethnic, racial and cultural diversity, within YWCA’s stated mission of eliminating racism, empowering women and promoting peace, justice, freedom and dignity for all.

4. Resignation. Any Board member may resign from office at any time by delivering a resignation in writing to the Chairperson of YWCA. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

D. Certain Responsibilities. In furtherance of its management authority and responsibility under Section (A), above, the Board shall do the following:

1. Mission Programs. Adopt national standards for Mission programming, in furtherance of YWCA’s mission of eliminating racism, empowering women and promoting peace, justice, freedom and dignity for all.

2. National Advocacy. Subject to the limitations set forth in Article IX, Section (a) of YWCA’s Certificate of Incorporation, provide strong national advocacy.

3. Member Communication. Maintain an effective communications network among Local Associations.
4. **National Branding.** Establish and implement recommendations and strategies related to national branding and visibility.

5. **Strategic Collaboration.** Establish strategic collaborations with other organizations in accordance with YWCA’s approved goals, proposed strategies, mission, and advocacy priorities.

6. **Networks.** Establish policies to implement networks (each a “Network”) for Local Associations that align Local Associations around mutual interests, provide Local Associations with access to services, collaboration, and community-building opportunities, and enhance communication, including through a CEO Advisory Council that includes Network representatives and supports connections between the Chief Executive Officer and the Local Associations.

7. **Annual Audit.** Commission an annual YWCA financial audit by an independent CPA firm, and present copies of the full audit, management letter, and financial statements to Local Associations within six (6) months of the close of each fiscal year.

8. **Monitoring Trademark Use.** YWCA owns all trademarks, service marks, trade names, logos and designs that include or use the words “Young Women’s Christian Association” or the initials “YWCA” (collectively, the “Trademark”). Trademark use shall be monitored and all necessary and appropriate actions taken to preserve its value and prevent unauthorized uses. Permission to use the Trademark shall be granted only by resolution of the Board and only to Local Associations, in accordance with the terms and conditions of YWCA’s Certificate of Incorporation and these Bylaws, and applicable licensing agreements, and to others on a case-by-case basis as determined by resolution of the Board.

9. **YWCA Retirement Fund.** Ensure that all eligible YWCA employees participate in the YWCA Retirement Fund.

10. **World YWCA Linkages.** Maintain linkages to the World YWCA, establish a process to choose representatives for attendance at appropriate World meetings, participate in World YWCA activities and global advocacy efforts to the greatest extent possible, and pay dues to the World YWCA.

11. **YWCA Staff.** Employ YWCA staff as needed.

12. **Member Disputes.** In accordance with these Bylaws, address disputes involving Local Associations.
13. **Support Fees.** Establish Support Fees policies for Local Association approval, in accordance with these Bylaws.

14. **YWCA Records.** Manage and safeguard the records and archives of YWCA.

15. **YWCA Assets.** Preserve and increase the assets of YWCA, including, without limitation, by making material YWCA asset distributions only by resolution of the Board based on policy recommended by the Finance Committee.

16. **Local Association Review Processes.** In accordance with these Bylaws, develop uniform standards and criteria for the Local Association review process.

17. **Membership Certifications.** Certify Local Association membership.

18. **Certain Operational Standards.** Operate in compliance within all applicable law, the Certificate of Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; and maintain solvency.

19. **Reports to Members.** No less often than annually, provide the Local Associations with financial, statistical information and status reports regarding YWCA operations.

E. **Board Meetings and Action**

1. **Annual Meeting.** The Board shall hold its Annual Meeting immediately following the Annual Meeting of the members. At this meeting, officers of the Board shall be elected and installed by the Board, and annual reports shall be received.

2. **Regular Meetings and Special Meetings.** The Board may fix times and places for Regular Meetings of the Board. Special Meetings of the Board shall be held whenever called by no fewer than seven (7) members of the Board, or by the Chairperson of YWCA, in each case at such time and place as shall be fixed by the person or persons calling the meeting. Notice of Regular Meetings and Special Meeting shall be given by the Secretary of YWCA, or by a person calling the meeting, to each Board member by first-class mail or electronic transmission at least ten (10) days before the meeting, or, where receipt is acknowledged, by a nationally
recognized overnight courier or personal delivery at least three (3) days before the meeting.

3. **Waiver of Notice.** Notice of a meeting need not be given to any Board member who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Board member signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Board member.

4. **Open Meetings.** Board meetings hereunder shall be open to attendance by all members representatives of Local Associations, subject to executive session privileges.

5. **Voting; Quorum.** Except as otherwise specified in the Bylaws, the Certificate of Incorporation or as required by law, a majority of the Board shall constitute a quorum for the transaction of any business, and at any meeting of the Board at which a quorum is present, the vote of a majority of the Board members present at the time of the vote shall be the act of the Board, but a majority of the Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place. No notice of any such adjournment need be given. Board members who are present at a meeting of the Board, but not present at the time of a vote due to a conflict of interest or Related Party Transaction, will be considered to be present at the time of the vote for purposes of determining whether a quorum is present.

6. **Action by Unanimous Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Board member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Board member.
The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

7. Teleconferences, Videoconferences. Participation of one or more Board members by teleconference, videoconference or other similar means shall constitute presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Board member can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

8. Procedures Applicable to YWCA for Actions Contrary to YWCA Mission. If the Board determines that the actions of a director or an officer of YWCA are contrary to the mission of, or injurious to, YWCA, the Board may institute removal proceedings for that person in accordance with this Article IV, Section (E)(8).

a) Directors. For removal of a director of YWCA, the Board may remove for cause such director pursuant to Article IV, Section (C)(1)(d).

b) Officers. For removal of an officer of YWCA, the Board shall follow the procedures outlined in Article V, Section (B)(2).

Notwithstanding the foregoing, nothing in this section shall be deemed to limit or affect the rights of Local Associations to remove a YWCA director pursuant to Article IV, Section (C)(1)(d).

9. Procedures Applicable to Local Associations for Actions Contrary to YWCA Mission. If the Board determines that the actions of a Local Association or a director, officer or member thereof are contrary to the mission of, or injurious to, YWCA, the Board may:

a) Local Associations. For a Local Association, institute membership termination proceedings in accordance with the termination procedures adopted by the Board pursuant to Article III, Section (A)(2).

b) Directors, Officers or Members. For a director, officer or member of a Local Association, the Board may demand a meeting between a designated member or members of YWCA staff and the leadership of the Local Association to address such matters.
Notwithstanding the foregoing, nothing in this section shall be deemed to limit or affect the rights of the YWCA to terminate the membership of a Local Association in accordance with procedures adopted by the Board pursuant to Article III, Section (A)(2).

V. OFFICERS

A. Officers. The Officers of YWCA shall include a Chairperson, Vice-Chairperson, Secretary, Treasurer, Chief Executive Officer, and such other officers as the Board may from time to time appoint or elect, and each shall have such powers and duties as set forth in these Bylaws and as assigned by the Board from time to time.

B. Election; Term of Office

1. Election. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected by the Board from among the Board members, acting upon recommendations of the Governance Committee.

2. Removal. An officer may be removed at any time, with or without cause, by resolution of the Board.

3. Resignation. Any officer may resign from office at any time by delivering a resignation in writing to the Chairperson of YWCA, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

4. Term. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected to a two (2) year term, and may be re-elected for one (1) additional term; provided that any such officer elected or appointed to fill a vacancy shall be eligible for election to two (2) consecutive two (2) year terms. No such officers shall hold the same office for more than two (2) consecutive terms.

5. Vacancies. If a vacancy occurs in the Chairperson’s office, the Vice-Chairperson will fill that role. If a vacancy occurs in any other officer positions, the Governance Committee will present a name to the Board for approval and election.

C. Chairperson. The Chairperson shall preside at all Board meetings and other national meetings of YWCA. By virtue of her office, the Chairperson shall be a member, without vote, of all committees acting on behalf of YWCA. No employee of YWCA shall serve as Chairperson unless the Board approves such employee
serving as Chairperson by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board approval.

D. **Vice-Chairperson.** At the request of the Chairperson, or in the absence or inability of the Chairperson to act, the Vice-Chairperson shall perform all the duties and may exercise any of the powers of the Chairperson. In addition, the Vice-Chairperson shall have such powers and perform such other duties as the Board may determine.

E. **Secretary.** The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall have custody of the corporate seal, if any then exists. The Secretary shall attend and keep the minutes of all the meetings of the Board and of all the national meetings of the Local Associations. The Secretary shall have authority to certify Bylaws, resolutions and other documents of YWCA as true and correct copies thereof. The Secretary may affix the corporate seal, if any then exists, when so authorized or ordered by the Board, and shall have such powers and perform such other duties as the Board may determine. The Secretary may be assisted in performing these duties by an Assistant Secretary who has been appointed by the Board and who need not be a Board member.

F. **Treasurer.** The Treasurer shall have the custody of all funds, property and securities of YWCA, which may come into her hands. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of YWCA, and shall deposit all monies and other valuable effects of YWCA in the name and to the credit of YWCA in such banks or depositories as the Board may designate. Whenever required by the Board or the Chairperson, the Treasurer shall render a statement of the accounts. The Treasurer shall have such powers and perform such other duties as the Board may determine. The Treasurer may be assisted in performing her duties by an Assistant Treasurer who has been appointed by the Board and who need not be a Board member. By virtue of her office, the Treasurer shall be a member, with voting rights, of the Investment Committee and the Chair of the Finance Committee.

G. **Chief Executive Officer.** The Chief Executive Officer shall be the chief executive officer of YWCA, responsible for implementing the policies of the Board and for managing the day to day activities of YWCA. In addition, the Chief Executive Officer shall have such powers and perform such other duties as the Board may determine.

H. **Officer Compensation.** YWCA may pay compensation in a reasonable amount to officers for services rendered, and the fixing of salaries of officers shall require the affirmative vote of a majority of the entire Board. No person who may
benefit from such compensation may be present at or otherwise participate in any Board or committee deliberation or vote concerning such person's compensation; provided that nothing in this Section (H) shall prohibit the Board or authorized committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a committee or Board meeting prior to the commencement of deliberations or voting relating thereto.

VI. COMMITTEES

A. Executive Committee

1. Composition. There shall be a committee of the Board which shall be an Executive Committee comprised solely of Board members, which shall have no fewer than three (3) members, and subject to such limitations, whose number shall be fixed from time to time by the Board, and whose members shall serve at the pleasure of the Board. The Chairperson shall serve as chair of the Executive Committee. The Chief Executive Officer shall serve ex officio as a non-voting member of the Executive Committee, subject to executive session privileges.

2. Election and Term. The members of the Executive Committee shall be elected to a two (2) year term by vote of the majority of the entire Board at the Annual Meeting of the Board acting upon the recommendations of the Governance Committee; provided, however that the Chairperson, Vice-Chairperson, Secretary and Treasurer shall serve ex officio as voting members of the Executive Committee. No Executive Committee member shall serve more than three (3) consecutive terms; provided that an Executive Committee member elected to fill a vacancy shall be eligible for election to three (3) consecutive terms, and provided further that this term limitation provision shall not apply to officers serving ex officio as voting members of the Executive Committee.

3. Duties and Powers. The Executive Committee shall have general supervision of the affairs of the Board between its business meetings, fix the hour and place of its meetings, make recommendations to the Board, and perform such other duties as are specified in these Bylaws. The Committee shall be subject to direction by the Board, and none of its acts shall conflict with action taken by the Board. Notwithstanding the foregoing, neither the Executive Committee nor any other Board or other committee of any kind shall have authority as to the submission to the Local Associations of any action requiring Local Association approval under the New York Not-for-Profit Corporation Law, the filling of vacancies in the Board or in any committee, the amendment or repeal of the Certificate of Incorporation or
these Bylaws or the adoption of new Bylaws, and the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable, or the election or removal of officers or Board members.

4. **Board Ratification.** Actions of the Executive Committee must be ratified by the Board.

5. **Special Meetings.** The Chairperson may call special meetings of the Executive Committee on reasonable notice, as deemed necessary.

### B. Governance Committee

1. **Composition.** There shall be a committee of the Board, which shall be a Governance Committee comprised solely of Board members, which shall have no fewer than three (3) members, and subject to such limitations, whose number shall be fixed from time to time by the Board, and whose members shall serve at the pleasure of the Board.

2. **Election and Term.** The members and chair of the Governance Committee shall be elected to a two (2) year term by vote of the majority of the Board at the Annual Meeting of the Board. No Governance Committee member shall serve more than three (3) consecutive terms; provided that a Governance Committee member elected to fill a vacancy shall be eligible for election to three (3) consecutive terms.

3. **Duties and Powers.** The responsibilities of the Governance Committee shall include: (a) identifying, recruiting, nominating, orienting and supporting new Board members, and assuring that (i) the identification of potential new Board members who are individuals affiliated with Local Associations (pursuant to the requirements of Article IV, Section (B), above) includes the input of Local Associations and (ii) any potential new Board members subscribe to and uphold the mission of YWCA; (b) annually evaluating existing Board members; (c) providing leadership to the Board for periodic Board self-assessment and developing recommendations for the Board regarding governance improvements to enhance Board effectiveness; (d) nominating Officers and making recommendations to the Board regarding establishing committees and committee membership; and (e) performing such related functions as may be assigned to it by the Board.

### C. Finance Committee

1. **Composition.** There shall be a committee of the Board, which shall be a Finance Committee comprised solely of Board members. The
Finance Committee shall consist of (a) the Treasurer (who shall serve ex officio as a voting member of the Finance Committee) and no-fewer-than-two—(2b) additional—members elected by the Board, acting on the recommendations of the Governance Committee, and may include, without limitation, persons who are not members of the Board, and subject to such limitations, whose number shall be fixed from time to time by the Board, and whose members shall serve at the pleasure of the Board. The Treasurer shall serve as chair of the Finance Committee.

2. Election and Term. The members of the Finance Committee shall be elected to a two (2) year term by vote of the majority of the entire Board at the Annual Meeting of the Board. No Finance Committee member shall serve more than three (3) consecutive terms; provided that a Finance Committee member elected to fill a vacancy shall be eligible for election to three (3) consecutive terms, and provided further that this term limitation provision shall not apply to the Treasurer serving ex officio as a voting member of the Finance Committee.

3. Duties and Powers. The responsibilities of the Finance Committee shall include: (a) recommending long-term financial strategies to the Board; (b) reviewing and recommending annual operating and capital budgets for submission to the Board for approval; (c) monitoring YWCA’s financial performance; (d) reviewing and recommending annual appropriations and distributions from YWCA endowments for submission to the Board for approval; and (e) performing such related functions as may be assigned to it by the Board.

D. Investment Committee

1. Composition. There shall be a committee of YWCA, which shall be an Investment Committee. The Investment Committee shall consist of members elected by the Board acting on the recommendations of the Governance Committee, and may include, without limitation, persons who are not members of the Board, and subject to such limitations, whose number shall be fixed from time to time by the Board, and whose members shall serve at the pleasure of the Board.

2. Election and Term. The members and chair of the Investment Committee shall be elected to a two (2) year term by vote of the majority of the Board at the Annual Meeting of the Board. No Investment Committee member shall serve more than three (3) consecutive terms; provided that an Investment Committee member elected to fill a vacancy shall be eligible for election to three (3) consecutive terms.
3. **Duties and Powers.** The responsibilities of the Investment Committee shall be to oversee and recommend for Board approval the investment of the assets of YWCA, which shall include: (a) monitoring YWCA’s overall investment strategy and policies in light of asset appropriations and distributions recommended by the Finance Committee and approved by the Board; (b) supervising the performance of outside investment advisors or managers; (c) monitoring the diversification and performance of YWCA’s investment portfolio, including all associated fees; (d) monitoring real estate holdings and other major capital assets; and (e) performing such related functions as may be assigned to it by the Board.

E. **Audit Committee**

1. **Composition.** There shall be a committee of the Board, which shall be an Audit Committee comprised solely of Board members who are “independent directors,” as defined in subsection (4), below. The Audit Committee shall consist of members elected by the Board acting on the recommendations of the Governance Committee, and subject to such limitations, whose number shall be fixed from time to time by the Board, and whose members shall serve at the pleasure of the Board.

2. **Election and Term.** The members and chair of the Audit Committee shall be elected to a two (2) year term by vote of the majority of the entire Board at the Annual Meeting of the Board. No Audit Committee member shall serve more than three (3) consecutive terms; provided that an Audit Committee member elected to fill a vacancy shall be eligible for election to three (3) consecutive terms.

3. **Duties and Powers.** The responsibilities of the Audit Committee shall include (a) overseeing the accounting and financial reporting processes of YWCA and the audit of YWCA’s financial statements; (b) annually retaining or renewing the retention of an independent auditor that is a certified public accountant to conduct the audit, and annually considering the performance and independence of the independent auditor; (c) upon completion of the audit, reviewing and discussing with the independent auditor the results of the audit and any related management letter, including, without limitation, any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor’s activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of YWCA’s accounting and financial reporting; (d) establishing audit guidelines, reviewing with the independent auditor the scope and planning of the audit prior to the audit’s
commencement, and overseeing the implementation of the auditor's recommendations; (e) monitoring and reporting to the Board regarding YWCA's compliance with applicable laws, regulations and standards; (f) reporting on the Audit Committee activities to the Board; and (g) performing such related functions as may be assigned to it by the Board.

4. Independent Director. For purposes of this Section (E), "independent director" means a Board member who: (a) is not, and has not been within the last three (3) years, an employee or Key Person (as such term is defined in Article IX, below) of YWCA, and does not have a Relative (as such term is defined in Article IX, below) who is, or has been within the last three (3) years, a Key Person of YWCA; (b) has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars ($10,000) in direct compensation from YWCA; (c) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, YWCA if the amount paid by YWCA to the entity or received by YWCA from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of ten thousand dollars or two percent of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than five hundred thousand dollars; twenty-five thousand dollars if the entity's consolidated gross revenue was five hundred thousand dollars or more but less than ten million dollars; one hundred thousand dollars if the entity's consolidated gross revenue was ten million dollars or more; or (d) is not and does not have a Relative who is a current owner, whether wholly or partially, director, officer or employee of YWCA's outside auditor or who has worked on YWCA's audit at any time during the past three (3) years. For purposes of this subsection (4), the terms: "compensation" does not include reimbursement for expenses reasonably incurred as a Board member; and "payment" does not include charitable contributions, dues or fees paid to YWCA for services which YWCA performs as part of its nonprofit purposes, or payments made by YWCA at fixed or non-negotiable rates or amounts for services received, provided that such services by and to YWCA are available to individual members of the public on the same terms, and such services received by YWCA are not available from another source.

F. Global Relations Committee
1. **Composition.** There shall be a committee of YWCA, which shall be a Global Relations Committee. The Global Relations Committee shall consist of members elected by the Board acting on the recommendations of the Governance Committee, and may include, without limitation, persons who are not members of the Board, and subject to such limitations, whose number shall be fixed from time to time by the Board, and whose members shall serve at the pleasure of the Board.

2. **Election and Term.** The members and chair of the Global Relations Committee shall be elected to a two (2) year term by vote of the majority of the Board at the Annual Meeting of the Board. No Global Relations Committee member shall serve more than three (3) consecutive terms; provided that a Global Relations Committee member elected to fill a vacancy shall be eligible for election to three (3) consecutive terms.

3. **Duties and Powers.** The responsibilities of the Global Relations Committee shall include monitoring linkages and relations between YWCA and the World YWCA, providing regular reports and recommendations to the Board with respect to World YWCA relations, including United Nations involvement, and performing such related functions as may be assigned to it by the Board.

G. **Additional Committees.** The Board may, from time to time, and by resolution adopted by the Board, and only as consistent with applicable law, the Certificate of Incorporation and these Bylaws, establish and define other committees that further the purposes of YWCA.

H. **Voting and Quorum.** For committees established hereunder, except as otherwise provided in these Bylaws, a majority of all of the voting members of each such committees shall constitute a quorum at any meeting thereof, and at a committee meeting at which a quorum is present the vote of a majority of the committee members present at the time of the vote shall be the act of the committee. Board members who are present at a meeting of a Board committee, but not present at the time of a vote due to a conflict of interest or Related Party Transaction, will be considered to be present at the time of the vote for purposes of determining whether a quorum is present.

I. **Minutes.** All committees established hereunder shall keep written minutes reflecting all business conducted, which shall regularly be provided to the Board.

J. **Duties.** The Board shall, from time to time, provide each committee with a description of its duties, responsibilities and goals.
K. Open Meetings. Committee meetings hereunder shall be open to attendance by all members representatives of Local Associations and all Board members, subject to executive session privileges.

L. Vacancies. If a vacancy occurs on a committee, the Governance Committee will present a name to the Board for approval.

VII. SUBMIT MATTERS TO THE LOCAL ASSOCIATIONS

The Board, at the request of a majority of five percent (5%) of Local Associations, or on its own initiative, shall submit to the Local Associations any question or policy or matter of business concerning YWCA, it being understood that the response by the Local Associations, if any, with respect to any such submission shall be purely advisory and non-binding with respect to the Board. Nothing in this Article VII shall be interpreted to abrogate the rights of members as set forth in these Bylaws.

VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern YWCA in all cases to which they are applicable and in which they are not inconsistent with applicable law, the Certificate of Incorporation, these Bylaws or any special rules of order YWCA may adopt.

IX. RELATED PARTY TRANSACTIONS

A. Certain Definitions. For purposes of this Article IX:

1. "Key Person" means any person, other than a director or officer, whether or not an employee of YWCA, who (i) has responsibilities, or exercises powers or influence over YWCA as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages YWCA, or a segment of YWCA that represents a substantial portion of the activities, assets, income or expenses of YWCA; or (iii) alone or with others controls or determines a substantial portion of YWCA’s capital expenditures or operating budget.

2. “Related Party” means (i) any Board member, officer or Key Person of YWCA; (ii) any Relative of any Board member, officer or Key Person of YWCA; or (iii) any entity in which any individual described in clauses (i) and (ii) of this subsection (2) has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).
3. “Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which YWCA is a participant, except that a transaction shall not be a Related Party Transaction if: (i) the transaction or the Related Party’s financial interest in the transaction is de minimis, (ii) the transaction would not customarily be reviewed by the Board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms, or (iii) the transaction constitutes a benefit provided to a Related Party solely as a member of a class or the beneficiaries that YWCA intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms.

4. “Relative” of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of his or her brothers, sisters, children, grandchildren, and great-grandchildren

B. YWCA shall not enter into any Related Party Transaction unless the transaction is determined by the Board, or an authorized committee thereof, to be fair, reasonable and in YWCA’s best interest at the time of such determination. Any Board member, officer or Key Person who has an interest in a Related Party Transaction shall disclose in good faith to the Board, or an authorized committee thereof, the material facts concerning such interest.

C. With respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Board or an authorized committee thereof, shall:

1. Prior to entering into the transaction, consider alternative transactions to the extent available;

2. Approve the transaction by not less than a majority vote of the Board or committee members present at the meeting; and

3. Contemporaneously document in writing the basis for the Board or authorized committee's approval, including its consideration of any alternative transactions.

D. No Related Party may participate in deliberations or voting relating to matters set forth in this Article IX; provided that nothing in this Article IX shall prohibit the Board or authorized committee from requesting that a Related Party present information concerning a Related Party Transaction at a Board or
committee meeting prior to the commencement of deliberations or voting relating thereto.

X. INDEMNIFICATION

A. YWCA shall indemnify each member and former member of its board of directors, each of its officers and former officers, each of its employees and agents (if any) designated for indemnification by the Board in its discretion, and each person serving at the request of YWCA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (each, an “Indemnitee”), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Indemnitee was or is a person as described herein, whether by or in the right of YWCA or not, in a manner and to the fullest extent now or hereafter permitted by law. YWCA shall also advance expenses to any such Indemnitee in connection with any such action, suit or proceeding to the fullest extent now or hereafter permitted by law, subject however to receipt of an undertaking from the applicable Indemnitee with respect to repayment of such advances as required by the New York Not-for-Profit Corporation Law.

B. The right of indemnification herein provided for shall be in addition to any and all rights to which any Indemnitee otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

XI. FISCAL YEAR

The fiscal year of YWCA shall end on June 30, unless and until changed by the Board.

XII. PRINCIPAL OFFICE

The principal office of YWCA shall be in Washington, D.C. unless and until changed by the Board.

XIII. CHECKS, NOTES AND CONTRACTS; AUDITS; INVESTMENTS

The Board is authorized to select the banks or depositories it deems proper for the funds of YWCA, and shall determine who shall be authorized in YWCA’s behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. At least annually, as directed by the Board, the financial transactions of YWCA shall be audited by independent auditors and a report of the audit shall be made to the Board. The funds of YWCA may be retained in whole
or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities as the Board may deem desirable, and pursuant to the terms and conditions of the Certificate of Incorporation, these Bylaws and applicable law.

XIV. AGENTS AND REPRESENTATIVES

The Board may, by resolution, appoint such agents and representatives of YWCA, and empower them to perform such acts or duties on behalf of YWCA, as the Board may see fit, so far as may be consistent with applicable law, the Certificate of Incorporation and these Bylaws.

XV. VOLUNTEER DIRECTORS, COMMITTEE MEMBERS

All Board members, and committee and sub-committee members shall serve without compensation, but shall be provided with coverage for reasonable expenses incurred in connection with Board business.

XVI. AMENDMENT OF BYLAWS

Subject to any limitations set forth in these Bylaws, the Certificate of Incorporation or applicable law, any Bylaw may be adopted, amended, modified, restated or repealed by the vote of not less than two-thirds (2/3) of the Local Associations at any meeting of the Local Associations, or, as provided in the Certificate of Incorporation, by the written consent of two-thirds of the Local Associations; provided, however, that any Bylaw that is to be adopted, amended, modified, restated or repealed to address a change in applicable law will require a vote of not less than a majority of the Local Associations at any meeting of the Local Associations, or, as provided in the Certificate of Incorporation, by the written consent of a majority of the Local Associations. Notice of any such meeting shall be given by the Secretary of the Corporation to each Local Association by first-class mail at least ninety (90) days before the meeting, or, where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery at least forty-five (45) days before the meeting, or by facsimile telecommunications or by electronic mail at least forty-five (45) days before the meeting. As applicable, notice of such meeting, or the resolution seeking Local Association consent, shall fully set forth the nature of the changes proposed to be made to these Bylaws.

XVII. WORD CONSTRUCTION AND INTERPRETATION

All personal pronouns used in these Bylaws, whether used in the masculine or feminine, shall include all other genders as well as non-binary, and the singular shall include the plural and vice versa.