

BYLAWS OF THE FULTON COUNTY YOUNG MEN’S CHRISTIAN ASSOCIATION, INC.

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**Contents**

Mission Statement

Mission Statement: The Corporation is a non-profit, charitable organization dedicated to the promotion of fitness and healthy life styles, strengthening family life, community development, the instilment of leadership qualities in our young people and strengthened international understanding based upon Judeo-Christian principles.

Article I. Corporate Name and Offices.....2

Article II. Membership in the National Council of Young Men’s Christian Association of the United States of America.....2

Article III. Exempt Purpose ..... 2

Article IV Membership ..... 3

Article V. Management by Volunteer Board of Directors ..... 3

Article VI. Officers of the Board of Directors ..... 5

Article VII. Committees..... 6

Article VIII. Meetings of the Board of Directors..... 8

Article IX. Financial Management and Fiscal Controls ..... 10

Article X. Chief Executive Officer..... 11

Article XI. Board of Trustees..... 12

Article XII. Joint Meetings..... 13

Article XIII. General Provisions..... 13

Article XIV. Indemnification and Insurance..... 14

Article XV Fundamental Corporate Changes ..... 14

Article XVI. Statutory Compliance..... 15

**Article I. Corporate Name and Offices**

**Section 1.**

The name of this corporation is the Fulton County Young Men’s Christian Association, Inc.

**Section 2.**

**Description:** The Young Men’s Christian Association of Fulton County, Inc. is a community service organization which is open to all persons regardless of sex, race, religion, or national origin. The organization promotes health and fitness through its broad-based fitness and recreational programs, which are provided to a broad and wide spectrum of the community served, including all those with special physical and social needs such as senior citizens, the disabled and handicapped. The organization may provide a wide variety of Day Care Programs for infants, toddlers, pre-school and school age children as well as senior citizens when appropriate. Youth program offerings will pursue an objective of developing strong family relationships and leadership qualities in young people in the community. The organization may also offer various housing programs aimed at addressing significant needs of certain target segments of the population.

**Section 3.**

The corporation shall be sometimes referred to as the Fulton County YMCA, the YMCA, or the Y.

**Article II. Membership in the National Council of Young Men’s Christian Association of the United States of America.**

**Section 1.**

The Fulton County YMCA shall be a member association of the National Council of Young Men’s Christian Associations of the United States of America (“National Council”) and participate in the national and international YMCA movement.

**Section 2.**

The Fulton County YMCA shall adhere to the requirements for membership in the National Council and shall demonstrate its support for the cause and the reputation of the YMCA Movement.

**Article III. Exempt Purpose**

**Section 1.**

The Fulton County YMCA is a nonprofit, 501© (3) charitable organization that strengthens the community through its focus on youth development, healthy living, and social responsibility. We welcome all members of the public to join, support and volunteer at the YMCA.

**Section 2.**

The Fulton County YMCA shall conform to all rules and requirements of a public charity under Section 501© (3) of the Internal Revenue Code of 1986, as amended, and to the non-profit requirements of the State of

New York. It shall ensure that its earnings do not inure to the benefit of any private shareholder or individual and shall refrain from participating in political campaigns or partisan politics.

## **Article IV Membership**

### **Section 1.**

#### **Who May be Members**

The Fulton County YMCA is committed to a culture of diversity and inclusion. All persons are welcome to become members of the YMCA; membership is open to all and financial assistance is available to those who qualify. The Board of Directors may establish categories, criteria, fees, and requirements for membership. Fulton County YMCA members do not have voting rights.

### **Section 2.**

#### **Termination of Membership**

As a private membership organization, the YMCA has a code of conduct and asks members to abide by it. The YMCA reserves the right to revoke membership or program privileges to anyone whose behavior does not conform to member requirements, including the YMCA's core values of caring, honesty, respect, and responsibility.

### **Section 3.**

#### **Annual Meeting of the Membership**

The annual meeting of the membership will be held in March. At least four weeks prior to the meeting date the meeting time and place will be announced via the YMCA's web page, social media, and posted in the YMCA facility. The agenda will include: Call to order by the President of the Board of Directors, Member comment period of five minutes per person, and CEO report to the membership.

## **Article V. Management by Volunteer Board of Directors**

### **Section 1.**

#### **Number of Directors**

The management of the Fulton County YMCA shall be vested in a volunteer Board of Directors. The entire board shall consist of not less than 12 persons nor more than 18 persons. The YMCA will endeavor to have a board that is diverse, reflective of the community, and that possess the necessary skill sets to assure the YMCA can effectively meet community needs.

### **Section 2.**

#### **Duties and Compensation**

Members of the board owe a legal fiduciary duty to the YMCA and shall act only in the YMCA's best interest. The board shall act as a body; no individual director may speak or act on behalf of the board unless authorized by the board. Board members shall respect the confidentiality of board deliberations and shall support decisions voted by the board even when the board member dissented in the vote. No board member shall accept, directly or indirectly, compensation for duties performed as a board member. However, reasonable expenses shall be reimbursed.

Section 3.

**Branches**

The Board of Directors may establish or disband operations or branches, and may establish policies for their governance, so long as they conform to the requirements of the National YMCA Committee on Membership Standards.

Section 4.

**Elections of Directors**

Directors shall be voted into service at the annual meeting of the members by majority vote of the sitting Board of Directors, at a time and place fixed by the Board of Directors.

Section 5.

**Nominations**

The Board of Directors shall maintain a standing Board Governance and Strategic Planning Committee. At a regular meeting of the Board of Directors, at least thirty days preceding the annual members meeting, the President shall direct the committee to nominate a slate for election to the Board of Directors. No person shall be eligible for election as a director unless his or her name shall have been submitted to, or nominated by, said Committee. No director shall be eligible for re-election for more than three consecutive terms.

Section 6.

**Term of Office**

Directors shall hold office for three years or until their successors are elected unless, prior to then, they have resigned or been removed from office. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

Section 7.

**Term Limits**

No director shall serve more than three consecutive three-year terms. Members of the Board of Directors must retire from active membership on the board for at least one year after serving three consecutive three-year terms. Any member serving a partial term or filling a vacancy shall not have those years counted toward their term limit.

Section 8.

**Removal from Office**

A director or officer may be removed from office, with or without cause by a two-third vote of the Board of Directors at a properly constituted meeting. Election or appointment of a board member shall not itself create any contractual rights.

Section 9.

**Resignation from Office**

Any director or officer may resign at any time by giving written notice to the President or his/her designee. Any such resignation shall be effective upon submission or at a time specified in the notice of resignation.

Section 10.

## **Vacancies**

The Board of Directors shall have the power to fill any unexpired terms occurring between annual elections and is not required to adhere to the notification requirements outlined herein.

### Section 11.

#### **Evaluation of Board**

Directors shall regularly evaluate their own performance and the composition of the board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new directors and otherwise.

### Section 12.

#### **Employment and Evaluation of Chief Executive Officer**

The board shall employ a Chief Executive Officer who meets the qualifications required by the National Council of Young Men's Christian Associations of the United States of America (YUSA). The board shall determine a compensation that is fair and reasonable. The board shall periodically review the performance of the Chief Executive Officer.

The Chief Executive Officer shall report to the Board of Directors on all matters affecting the YMCA and shall perform such other duties as are assigned by the Board of Directors. The Chief Executive Officer in accordance with the policy set by the Board of Directors shall hire, supervise, and terminate if necessary, all employees of the YMCA.

## **Article VI. Officers of the Board of Directors**

### Section 1.

#### **Officers**

The officers of the YMCA shall be a President of the Board, one or more Vice President(s) of the Board, Secretary, and Treasurer. The board may appoint such other assistant officers as it deems necessary and such officers shall have the authority prescribed by the board. Any two or more offices may be held by the same person, except the offices of president and secretary, or the offices corresponding thereto.

### Section 2.

#### **Election and Terms Office**

All officers shall be elected by the board and shall hold a two year term of office. At the annual meeting of the members, the Board of Directors shall also elect from its own number a President, one or more Vice-President(s), a Secretary and a Treasurer. These officers shall hold office for two years or until their successors are elected. The Board Governance and Strategic Planning Committee shall recommend a slate of officers. The new officers shall take office immediately upon election.

### Section 3.

#### **Officer's Duties**

President of the Board: The President shall preside at all meetings of the members and Board of Directors and he or she shall be an ex-officio member of all board committees. The President shall appoint all committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The President may not be an employee of the organization.

Vice President: The Vice President shall act in the absence or disability of the President. The Vice President shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the President.

Secretary: The Secretary or his or her designee shall keep the minutes of all meetings of the members and the Board of Directors. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Treasurer: The Treasurer shall oversee the fiscal policies and procedures of the corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

## **Article VII. Committees**

### Section 1.

#### **Committee Types & General Authority & Responsibilities**

The Board of Directors may permissibly charge committees to perform various functions on behalf of the Corporation in either of the two (2) available types: Committees of the Board and Committees of the Corporation. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the Entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities and determinations.

### Section 2.

#### **Committees of the Board**

Committees of the Board of Directors shall be comprised solely of, at least, three (3) voting Directors elected by majority vote of the Entire Board and shall have either standing authority and/or may be designated specific authority from time-to-time by the Board to take action within statutory limitations that would legally bind the Board and/or the Corporation. No Committee of the Board shall have such the authority in the following matters:

- i. submission to Members, if any, of any act, or action, requiring Members approval by statute and/or these By-Laws;
- ii. filling of vacancies on the Board, or in any of its various committees;
- iii. fixing of compensation for Directors, or members of its various committees;
- iv. authorization of any form of Fundamental Corporate Change, as set forth in these By-Laws, including, but not limited amendment, or repeal, of these By-Laws or the adoption of new By-Laws; and/or,
- v. amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal.

The Board shall appoint, at least, three (3), Directors and/or to serve on the following standing Committees of the Board: Executive, and Audit and Finance. The Board, by resolution adopted by the majority of the Entire Board, may designate additional standing Committees of the Board, with such authority as the applicable resolution shall provide.

### Section 3.

#### **Executive Committee**

The Executive Committee shall be a Committee of the Board, comprised of the elected Officers of the Board, President, Vice-President, Secretary and Treasurer; and, any additional members of the Board of Directors that may be appointed to serve on the Committee from time-to-time. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the operations and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between Regular Meetings of the Board of Directors, unless otherwise authorized by the Board. Meetings of the Committee may be called by the Chair or by any three (3)-members of the Committee.

### Section 4.

#### **Audit & Finance Committee**

The Audit and Finance Committee shall be a Committee of the Board comprised of, at least, three (3) Directors, found by resolution of the Board of Directors to be "Independent Directors"; however, under no circumstances shall the Corporation's "Independent Auditor" or a partner, employee of business associate or "Relative" of the Independent Auditor's firm, serve on the Committee. Provided the Treasurer is found to be an "Independent Director," he/she shall serve on the Committee, but shall be precluded from serving as Chair. The Audit and Finance Committee shall be responsible for overseeing all audits and the overall fiscal affairs of the Corporation. The Committee shall also develop a budget for approval by the Board of Directors; propose policies governing the finances of the Corporation for adoption by the Board; and, endeavor to assure that all the Corporation's institutional funds are deposited, invested and withdrawn in a manner consistent with all applicable statutes, regulations and contractual obligations, if any. The Committee shall assure that proper federal and state compliance and tax filings are submitted, and that any taxes due have been paid or addressed. It shall periodically review the Corporation's internal and financial controls, and the adequacy of the Corporation's insurance coverage. With regard to responsibilities relative to conflicts of interest, whistleblower protection and auditing oversight the Committee shall be responsible for adherence to, and enforcement of, the Corporation's Board of Directors Conflicts of Interest Policy, Whistleblower Protection Policy and Audit Oversight Policy. It shall also assure that proper policies and procedures are in place to ensure that all newly-received and annually-submitted Conflict of Interest Disclosure Statements and any case-specific Related Party Transaction reports, together with the minutes of any related meetings, are promptly provided to the Chair of the Committee and shall subsequently see to it that they are properly considered for auditing purposes.

### Section 5.

#### **Committees of the Corporation**

Committees of the Corporation shall be comprised of, at least, three (3) individuals elected by majority vote of the Entire Board and shall either have standing authority or may be designated specific authority from time-to-time by the Board. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or the Corporation.

## **Article VIII. Meetings of the Board of Directors**

### **Section 1.**

Meetings of the Board of Directors may be held at any place within or without the State of New York as the Board of Directors may from time to time decide. The Annual Meeting of the Board of Directors shall be held in the month of March. At the discretion of the Board of Directors, the annual meeting of the board may or may not coincide with the annual meeting of the members. Other regular meetings of the Board of Directors shall be held during the year at a time and place fixed by the Board of Directors. Meetings of the board of directors are private closed meetings. The Board of Directors reserves the right to waive the meeting privacy clause by virtue of a 2/3 vote of the board.

### **Section 2.**

#### **Special Meetings**

Special meetings of the Board of Directors shall be held whenever called by the President of the Board of Directors, the Chief Executive Officer, or any director upon written demand of not less than one fifth of the Board of Directors. Notice of Special Meetings shall be accompanied by a written agenda setting forth all matters upon which the action is proposed to be taken, and be provided no less than 48 hours before the time at which such meeting is to be held unless the meeting must be held within 48 hours.

### **Section 3.**

#### **Notice of Meetings**

Whenever notice is required, it shall be given with a minimum of 10 days advance notice but no more than 50 days advance notice in writing by first-class mail, courier service, express or overnight delivery with postage prepaid to the recipient, facsimile transmission, or electronic mail, at his or her address as it appears on the records of the corporation. A director may supply an address for the purpose of the notice. Notice shall specify the place, day and hour of the meeting and any other information which may be required, including, in the case of a special meeting, the nature of the business to be transacted. Notice shall be deemed to have been given when deposited in the United States mail or with a courier service, or in the case of facsimile transmission or electronic mail, when dispatched.

Notice of meeting will include the minutes from the previous meeting and the agenda of the upcoming meeting, and will be provided to the Board. This provision does not apply to Special Meetings, which is covered by Section 2. of this article.

### **Section 4.**

#### **Waiver of Notice**

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose objecting to the transaction of any business because the meeting was not lawfully called or convened.

### **Section 5.**

#### **Quorum**

Unless law or these bylaws require a greater proportion, one-third of the board members serving shall constitute a quorum for the transaction of business or any specific item of business. Except as otherwise



provided by law or these bylaws, at any meeting of the Board of Directors at which a quorum is present, the affirmative vote of a majority of the directors present at the time of the vote shall be the act of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the directors present may adjourn the meeting until a quorum is obtained.

Section 6.

**Order of Business**

The order of business at all board meetings shall be as follows:

1. Attendance
2. Minutes of the previous meeting
3. Strategies for Organizational Success
4. Consent agenda committee reports
5. Report of the Board President
6. Report of the YMCA CEO
7. Other business

Section 7.

**Vote**

Every director shall be entitled to one vote. Voting by proxy is not permissible. Unless otherwise provided in these bylaws, a vote of the majority of the board at a duly convened meeting shall be binding. In the event that five or less members represent the majority of the board, a unanimous vote is required to validate any act of the board.

Section 8.

**Attendance Policy**

The Fulton County YMCA Board is an active, working board and attendance, absent an excuse accepted by the board, is mandatory. Three unexcused absences not acceptable to the Board of Directors as determined by a majority consensus, within six months will entitle the board to remove such member or officer from the board. Notice of an intended absence shall be sent to the CEO prior to the meeting. Credit for attendance at a meeting consists of being present for a minimum of one-half hour or half the meeting length whichever is less.

Section 9.

**Meetings by Teleconference**

Directors may participate in and act at any meeting of the board or its committees through the use of a telephone or video conference or other similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation by this method shall constitute attendance and presence in person at the meeting of the person(s) so participating. All the foregoing electronic methods may not be available but if available will constitute an acceptable method of attendance that is necessary for a quorum.

Section 10.

**Actions without a Meeting**

Any action requiring a vote or permitted to be voted on at a meeting of the Board of Directors (including amendment of these bylaws) or of any committee, may be taken without a meeting if all members of the board or committee vote unanimously in writing including by e-mail or fax, to take the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the board or of the committee.

#### Section 11.

##### **CEO Attendance at Board Meetings**

By virtue of office, the CEO may attend all board meetings. However, the CEO is not a member of the board, has no vote, and does not participate in any matter that might pose a conflict of interest, such as CEO compensation.

### **Article IX. Financial Management and Fiscal Controls**

#### Section 1.

##### **Internal Controls**

The Board of Directors shall establish such internal fiscal policies and controls as are necessary to assure the protection of the YMCA's assets.

#### Section 2.

##### **Check Signing Authority**

All checks over the amount of \$1,000 shall require two signatures, one of which shall be the CEO or his/her delegate and the other shall be the President or such other board members authorized by the board.

#### Section 3.

##### **Deposits**

All funds of the Fulton County YMCA, not otherwise employed, shall be deposited in such depositories as the Board of Directors may determine. Separate accounts that are not under the control of the board are prohibited.

#### Section 4.

##### **Financial Reports**

The Board of Directors shall regularly review the financial condition of the YMCA and shall seek such information from its accountants and auditors as will allow it to have a full understanding of the fiscal health of the organization.

#### Section 5.

##### **Fiscal Accountability**

The Board of Directors has the legal and fiduciary responsibility to exercise due care and prudence in the financial affairs of the organization. It shall exercise appropriate stewardship, including the purchase of insurance protection. The Fulton County YMCA is a nonprofit public charity and its assets must be protected so that it may continue to service the community into the future.

#### Section 6.

##### **Fiscal Year**

The fiscal year of the Corporation shall be January 1 to December 31 unless otherwise fixed by action of the Board of Directors.

Section 7.

**Annual Budget**

The Board of Directors shall adopt an annual budget.

Section 8.

**Checks, Notes and Contracts**

The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to write checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 9.

**Investments**

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, stocks, bonds or other securities, as the Board of Trustees may deem desirable.

Section 10.

**Independent Financial Audit**

If required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of the Corporation shall be subject to an annual audit report or audit review report prepared by "Independent Auditor" to be overseen by the Audit and Finance Committee of the Board, comprised solely of "Independent Directors".

**Article X. Chief Executive Officer**

Section 1.

The CEO shall serve at the pleasure of the Board of Directors. He or she shall be the chief executive officer of the Corporation and shall have the general supervision over the business of the Corporation, subject to the control of the Board of Directors. He or she shall serve, ex officio, as a member of the Board of Directors and all committees and shall attend all meetings of the Board of Directors and the Board of Trustees. The CEO shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the CEO shall perform other duties as may from time to time be assigned to him or her, or are specifically required to be performed by him or her by these bylaws, by the Board of Directors, or by law. The Board of Directors shall determine the compensation and terms of employment of the CEO at least annually. For any vote related to CEO Compensation and/or benefits, it must be documented that the CEO was not present during the deliberation and vote. The Board of Directors will meet in executive session to evaluate the CEO's

performance and decide upon the annual salary of the CEO. If there is no CEO, the President shall assume the duties, but not the compensation, of the CEO or shall appoint an interim CEO.

**Article XI. Board of Trustees**

Section 1

**Composition:** The Board of Trustees shall consist of the President of the Board of Directors along with individuals nominated by the Board of Directors. The entire board shall consist of not less than seven nor more than eleven persons. The chair of the Board of Trustees may appoint up to two Honorary Trustees. The Honorary Trustees shall be non-voting members of the Board of Trustees, and their presence, shall not be counted for quorum purposes at meetings.

Section 2

**Duties:** The Board of Trustees shall hold and control the real property of the corporation, endowment gifts, and bequests of money to be held in trust, to invest or re-invest. They shall manage the endowment for the purposes of the corporation’s work; pay the income of such property to the Treasurer of the corporation so long as the income shall be expended for the purposes for which the corporation was formed. Decisions regarding investments should consider the needs of the organization, as recommended by the Board of Directors. Neither the real property of the corporation nor endowment assets, shall be encumbered by any debt or obligation contracted without the approval of the Board of Trustees. All action involving the purchase, sale, mortgage or lease of real property shall be authorized by a vote of at least two-thirds of the Board of Trustees and Board of Directors.

Section 3.

**Limitation of Terms:** A term of an elected Trustee shall be three years. There is no limit on terms. A Trustee may be removed prior to the completion of a three year term by the Board of Directors by a two-thirds vote.

Section 4.

**Election of Officers:** The Trustees shall elect a Chair who shall hold office for two years, a Vice-Chair and a Secretary and such other officers as they deem necessary.

Section 5.

**Limitation of Chair’s Term:** There is no limit on the term of the chair, providing that they continue to be voted into office by the Board of Trustees.

Section 6.

**Regular Meetings:** Regular meetings shall be held as determined by the Chair, but no less than annually. A majority of the trustees presently serving shall constitute a quorum for regular and special meetings.

## Section 7.

**Vacancies:** The Board of Directors at any regular meeting may appoint an individual to fill a vacancy in the Board of Trustees. The individual will need to be re-nominated at the next annual meeting and be eligible to serve a three (3) year term.

## Section 8.

**Inspection of Minutes:** Minutes of all proceedings of the Board of Trustees shall be kept on file at the principal office of the Corporation and shall be open to inspection by any person authorized by resolution of the Board of Trustees or the Board of Directors.

## **Article XII. Joint Meetings**

### Section 1.

**Joint Meetings:** There may be, from time to time, joint meetings of the Board of Directors and the Board of Trustees to further the work of the YMCA. Joint meetings may be called by the President of the Board of Directors or the Chair of the Board of Trustees.

### Section 2.

**Notice of Meeting:** Notice of any joint meetings shall be given to members of both Boards prior to said meeting.

### Section 3.

**Quorum:** A majority of those presently serving on the Board of Directors and Board of Trustees shall constitute a quorum at any joint meeting of the Boards.

## **Article XIII. General Provisions**

### Section 1.

#### **Office**

The office of the corporation shall be located at such place as the Board of Directors may from time to time determine.

### Section 2.

#### **Books**

There shall be kept at the office of the corporation correct books of account of the activities and transactions of the corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws and all minutes of meetings of the Board of Directors.

## **Article XIV. Indemnification and Insurance**

### **Section 1.**

#### **Indemnification**

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate, was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees. No indemnification may be made to or on behalf of any such person if:

- a. his or her acts were criminal, committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or
- b. he or she personally gained, potentially or in fact, a financial profit or other advantage to which he or she was not legally entitled.

### **Section 2.**

#### **Insurance**

The corporation shall have the power to purchase and maintain insurance to indemnify the corporation for any obligation that it incurs as a result of its indemnification of directors, officers, employees or agents pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

## **Article XV. Fundamental Corporate Changes**

### **Section 1.**

#### **By-Law Amendment**

These By-Laws may be amended, repealed or altered, in whole, or in part, by a two-thirds (2/3) majority vote of the Directors and 2/3s majority vote of the Trustees present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose.

### **Section 2.**

#### **Additional Changes**

Additional fundamental corporate changes including: amendments to the Certificate of Incorporation; creation of a corporate affiliate relationship; merger or consolidation; dissolution; leases and sale of real property; shall be approved by a two-thirds (2/3) majority vote of the Directors and 2/3s majority vote of the Trustees present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose.

## **Article XVI. Statutory Compliance**

### **Section 1.**

#### **Conflicts of Interest & Related Party Transaction Protocols**

This Corporation shall adopt, and at all times commit to maintaining and honoring, the terms of a written Conflicts of Interest & Related Party Transaction Policy to assure that its Directors, Officers and Key Employees act in the Corporation's best interest and comply with applicable statutory, regulatory and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

- i. Procedures. procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or an authorized committee, as appropriate.
- ii. Restrictions. stipulations that when the Board of Directors, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:
  - (a) be present at, or participate in, any deliberations;
  - (b) attempt to influence deliberations; and/or,
  - (c) cast a vote on the matter.
- iii. Definitions. definitions of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction..
- iv. Documentation. requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
- v. Audit-Related Disclosure. protocols to assure for the disclosures of all real or potential Conflicts of Interest and/or Related Party Transaction are properly forwarded to the Board of Directors, or another authorized committee, as appropriate, for purposes of audit-related consideration.

## Section 2.

### **Whistleblower Protection Protocols**

The Corporation shall endeavor to protect any "Director," "Officer" or employee, including any "Key Employee" or volunteer who provides substantial services to the Corporation, from intimidation, bully, harassment, discrimination or other forms of retaliation on the part of the Corporation, or any of its Directors, Officers, employees, including Key Employees, or volunteers, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of the Corporation. Should the Corporation have twenty (20) or more employees (full-time, part-time, or a combination thereof) and annual revenue exceeding one million dollars (\$1,000,000), and/or, otherwise, be mandated by other applicable statute, regulation and/or contractual obligation, the Corporation shall adopt, and at all times commit to maintaining and adhering to the terms of a written Whistleblower Protection Policy, which, in the absence of such considerations, shall be considered advisable, but not required.

## Section 3.

### **Audit Oversight Protocols**

Provided the Corporation is required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, demanded by the Office of the Attorney General, requested by another regulatory agency or funder as a condition of funding, or otherwise recommended and authorized by the Board of Directors, the accounts of the Corporation shall be subject to an annual audit report or audit review report prepared by "Independent Auditor" to be overseen by a designated Audit or combined Audit and Finance Committee of the Board, comprised solely of "Independent Directors". If such an audit report or audit review is commissioned, the Corporation shall commit to maintaining and adhere to the terms of a written Audit Oversight Policy, which, in the absence of statutory obligation, shall be considered advisable, but not required.