

**eliminating racism
empowering women**

ywca

Greater Newburyport

By-Laws of the YWCA Greater Newburyport

Approved at a regularly scheduled Board of Director's Meeting: October 24, 2017

YWCA Greater Newburyport
13 Market Street
Newburyport, MA 01950

Approved: 10/24/2017

Available: fiscal office
www.ywcanewburyport.org

**YWCA
IS ON A
MISSION**

Table of Contents

Article 1 Purpose and Manner	1
1.01 General Purpose	1
1.02 Mission	1
1.03 Structure and Operation	1
1.04 Prohibited Acts	1
1.05 Location	2
Article 2 Membership	2
Article 2.01 Membership	2
Article 2.02 Categories Of Membership	2
Article 2.03 Associate Membership	2
Article 2.04 Membership Rights	2
Article 2.05 Voting Rights	2
Article 2.06 Membership Dues	2
Article 3 Membership Meetings	3
3.01 Annual Membership Meeting	3
Article 4 YWCA Board of Directors	3
4.01 Size and Composition	3
4.02 Ex-Officio Membership	3
4.03 Responsibilities of the Board of Directors	3
4.04 Terms of Office for Directors	5
4.05 Vacancies of Directors	5
4.06 Resignations of Directors	5
4.07 Leave Of Absence of Directors	5
4.08 Removal of Directors	6
Article 5 Meetings of the Board of Directors	6
5.01 Meetings, Notice, and Action of the Board of Directors	6
5.02 Consent without Meeting	6
5.03 Quorum and Voting	7
5.04 Voting By Proxy Not Permitted	7
Article 6 Officers of the Board of Directors	7
6.01 Qualifications and Number of Officers	7
6.02 Responsibilities of Officers	7
6.02.01 President	7
6.02.02 Vice President	8
6.02.03 Secretary	8
6.02.04 Treasurer	9
6.03 Election of Officers	9
6.04 Terms of Officers	9
6.05 Resignation of an Officer	9
6.06 Removal of Officers	9
6.07 Vacancies of Officers	9

Article 7 Committees	10
7.01 Standing Committees	10
7.01.01 Executive Committee	10
7.01.02 Finance Committee.....	10
7.01.03 Nominating Committee	10
7.01.04 Development Committee	11
7.01.05 Audit Committee	11
7.02 Authority of Committees	11
7.03 Notice of Committee Meetings.....	12
7.04 Committee Meeting Records	12
7.05 Ad Hoc Committees and Task Forces	12
Article 8 Executive Director	12
Article 9 Execution of Instruments, Receipt and Disbursement of Funds....	13
Article 10 Fiscal Year	13
Article 11 Rules of Order	13
Article 12 Conflicts Of Interest	13
12.01 Conflict Of Interest Description	13
12.02 Annual Disclosure.....	14
12.03 Maintenance of Records.....	14
12.04 Procedures	14
Article 13 Amendments to the By-Laws	15
Article 14 Amendments Affecting Membership in the YWCA USA	15
Article 15 Seal	15
Article 16 Dissolution or Reorganization	15
Article 17 Indemnification	16
Article 18 Insurance	17
Article 19 Personal Liability	17
Article 20 All Prior By-Laws Superseded	17

By-Laws of the YWCA Greater Newburyport

Article 1 Purpose and Manner

1.01 General Purpose

The Young Women's Christian Association of Newburyport, hereinafter referred to as the YWCA Greater Newburyport is a member of the YWCA USA and maintains that membership in accordance with the bylaws of the YWCA USA.

1.02 Mission

The YWCA Greater Newburyport unites in the following statement of Mission:

**The YWCA Greater Newburyport is dedicated to eliminating racism, empowering women
And promoting peace, justice, freedom and dignity for all.**

1.03 Structure and Operation

The YWCA is a charitable organization and at all times and within such purposes, operates exclusively for charitable, social, and/or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. In furtherance of these purposes it may promote, establish, conduct and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities and may solicit and receive funds and other property, and manage apply such resources toward the purposes set forth.

The YWCA Greater Newburyport is a nonprofit corporation under Massachusetts General Laws Chapter 180.

1.04 Prohibited Acts

The YWCA Greater Newburyport may not take any action prohibited by the laws covering Massachusetts's non-profit corporations. The YWCA Greater Newburyport may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Organization and these bylaws or take any action that would be inconsistent with the requirements for an exemption under Section 501c(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

1.05 Location

The principal location of the YWCA Greater Newburyport shall be at 13 Market Street, Newburyport, Massachusetts. The area served by the YWCA Greater Newburyport shall be Newburyport, Massachusetts and surrounding areas. The YWCA Greater Newburyport's Board of Directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth and as otherwise required by MGL c. 180.

Article 2 Membership

Article 2.01 Membership.

Any woman or girl of fifteen years of age or over is eligible for membership in the YWCA Greater Newburyport upon filing a written application with the YWCA Greater Newburyport and payment of dues prescribed by the Board of Directors. Members of the YWCA Greater Newburyport shall not, however, be "Members" as that term is defined and used in Chapter 180 of the Massachusetts General Laws because a Member of the YWCA Greater Newburyport shall have no voting rights or confer any special privileges related to the governance of the Corporation.

Article 2.02 Categories Of Membership.

The membership of the YWCA Greater Newburyport shall be divided into categories as from time to time determined by the Board of Directors.

Article 2.03 Associate Membership.

Girls less than 15 years of age and men or boys of any age are eligible to be YWCA Associate Members. Associate Members are not eligible to vote, nor are they eligible to serve on the Board of Directors. Associate Membership is granted upon filing a written application with the YWCA Greater Newburyport and payment of dues prescribed by the Board of Directors.

Article 2.04 Membership Rights.

Members and associate members shall have the opportunity to participate in YWCA Greater Newburyport Committees and access to information on programs and issues.

Article 2.05 Voting Rights.

The members shall not be entitled to vote.

Article 2.06 Membership Dues

The Board of Directors shall, from time to time, establish membership dues that may vary for the various categories of membership. All membership dues shall be payable annually.

Article 3 Membership Meetings

3.01 Annual Membership Meeting

A meeting of the membership may be called anytime by the Board of Directors. Notice of the meeting shall be given by the Clerk of the YWCA Greater Newburyport, or the person designated by the Board of Directors, by mail at least five (5) days or by email at least forty-eight (48) hours prior to the meeting. Meetings of the members shall be for advisory purposes only to provide an opportunity for the Board of Directors to report and present information to the membership and to receive comments and input from the membership. No quorum shall be required for any meeting of the membership.

Article 4 YWCA Board of Directors

4.01 Size and Composition

The number of Directors shall be determined from time to time by a vote of the majority of the Directors then in office; provided, however that the number of Directors shall be no more than twenty-two (22), and not less than seventeen (17). Each Director shall have one (1) vote. The Directors shall be elected by a vote of the majority of the Board of Directors at the annual meeting of the Board of Directors, and each Director elected shall hold office until the next succeeding annual meeting and until her successor is elected and qualified or until she sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors shall be comprised of a cross section of the communities served by the YWCA Greater Newburyport.

Only members are eligible to serve on the Board of Directors.

Any employee of the YWCA Greater Newburyport leaving employment will not become eligible for directorship for a period of at least one-year from the date of the employee's termination.

Employees of the YWCA Greater Newburyport or of other YWCA Associations or YWCA USA are not eligible to serve on the Board of Directors.

No more than two family members (including a spouse, parent, child, or sibling whether by kinship or domestic partners) may serve on the Board of Directors at any one time.

4.02 Ex-Officio Membership

The Executive Director of the YWCA Greater Newburyport shall serve as an ex officio non-voting director on the Board.

4.03 Responsibilities of the Board of Directors

In accordance with the provisions of these by-laws, the YWCA Board of Directors is responsible for:

- a. Taking all necessary steps to assure the achievement of the mission of the YWCA Greater Newburyport;

- b. Establishing and overseeing the implementation of the strategic plan for the YWCA Greater Newburyport and related processes;
- c. Approving contracts and consulting arrangements except those related to matters that may be designated to the Executive Director;
- d. Fostering an understanding of the purpose and mission of the YWCA among members and acting as ambassadors for the organization within the communities served,
- e. Hiring, periodically evaluating, setting compensation and dismissing the Executive Director,
- f. Attending to any policy matter which the Board determines is in the best interest of the YWCA Greater Newburyport and is within the purposes and objectives of the YWCA Greater Newburyport;
- g. Developing, adopting and providing general oversight of the YWCA Greater Newburyport's personnel policies and procedures including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices;
- h. Developing, adopting and periodically updating the YWCA Greater Newburyport's policies for financial management practices, including a system to assure accountability for YWCA Greater Newburyport resources, approval of the annual budget, priorities, and long-range financial planning, and officially accepting the independently audited annual financial report;
- i. Evaluating the YWCA Greater Newburyport's activities, including service utilization patterns, productivity, member satisfaction, achievement of project and program goals and objectives;
- j. Assuring that the YWCA Greater Newburyport's activities are conducted in compliance with applicable Federal, State and local laws and regulations;
- k. Each year, prior to the Annual Meeting of the YWCA USA, The YWCA Greater Newburyport Board of Directors shall appoint two delegates to the meeting of the YWCA USA in accordance with the provisions of the Bylaws of the YWCA USA, as applicable. Such appointment shall for be for one year. There is no limit to the number of times a delegate may be appointed. At least one (1) of the delegates to the YWCA USA must be a volunteer and both delegates must be members of the YWCA Greater Newburyport. The delegates to the meetings for the YWCA USA shall not receive a salary or other compensation but shall be entitled to reimbursement of reasonable expenses for travel.

4.04 Terms of Office for Directors

Each Director's term of office shall be three (3) years.

Each Director shall serve until her term expires and her successor is elected and qualified, or until she sooner dies, resigns, is removed or becomes disqualified.

The term of each Director begins at the annual meeting.

No Director may serve more than two (2) full terms in succession unless exception is made according to the following provision:

An additional term is permitted by exception when the Nominating Committee requests that a term be extended for the member to continue to serve as an officer. This extension may not be for more than two (1) year terms beyond the two full three year terms.

A member of the YWCA Board of Directors who has served two consecutive (3) three-year terms may, after a minimum (3) year absence, be eligible for re-election.

4.05 Vacancies of Directors

Any vacancy occurring in the interim between annual elections shall be filled by the YWCA Board of Directors. The person appointed to fill such vacancy may serve the remainder of that term and will then be eligible for nomination and election for one succeeding three-year term.

4.06 Resignations of Directors

Resignation of a Board Director shall be submitted in writing to the President or, if the President is unavailable, in writing to the Secretary. Such resignation is effective upon receipt unless the resignation specifies a later effective date which is acceptable to the Board of Directors.

4.07 Leave Of Absence of Directors

A Director may request a leave of absence from Board responsibilities for a period of not more than three (3) months. The granting of such leave is at the discretion of the Board of Directors and requires an affirmative vote of the majority of Directors.

During the period of an approved leave of absence, the Director will be considered absent for purposes of determining a quorum. The Director on a leave of absence will not have the option of voting but will receive Board minutes, financial reports and other documents which are customarily circulated to Directors for the purpose of conducting the organization's business.

Said leave of absence shall not extend the Director's term.

4.08 Removal of Directors

Any Director may be removed by two-thirds (2/3) vote of the YWCA Board of Directors with or without cause, whenever in the exercise of their judgment the best interests of the YWCA Greater Newburyport would be served by such removal.

A Director who has three (3) unexcused absences within one year (measured from annual meeting to annual meeting), shall be removed. Excuse means notice given 24 hours prior to the board meeting to the President or Executive Director.

After two unexcused absences, the Secretary will send a notice reminding the Board Director of those absences. After the third unexcused absence, the Board Director will automatically be removed from the Board and the Secretary will send a notice to that effect to the Board Director. The removal of the Director will be noted in the minutes of the following meeting.

Any vacancy shall be promptly filled by the Board of Directors.

Article 5 Meetings of the Board of Directors

5.01 Meetings, Notice, and Action of the Board of Directors

The YWCA Board of Directors meets at least six (6) times annually. Meetings of the Board of Directors are attended by Directors and by the Executive Director. Department heads and other persons may be invited by the President, as appropriate.

Notice of Board meetings must be mailed at least 72 hours, or sent electronically or given in person by telephone at least 24 hours before the meeting, to the Director's place of business or residence. The Board of Directors may conduct a meeting of the Board by means of telecommunication equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5.02 Consent without Meeting

Any action required, or permitted to be taken at any meeting of the Directors may be taken without a meeting provided that Board members are notified of such action in accordance with the Board meeting notification requirements and 100 percent of the Directors consent to the action. Such consents shall be filed with the records of the meetings of the Directors and shall be treated for all purposes as votes at a meeting.

5.03 Quorum and Voting

A quorum for decisions being considered by the YWCA Board of Directors consists of one-half of its Directors. A Director on an approved leave of absence must be counted when determining whether a quorum exists.

Unless otherwise required by these bylaws a vote of the majority is needed for approval of each proposal brought forth.

5.04 Voting By Proxy Not Permitted

Voting by proxy is not permitted.

5.05 Annual Meeting of the Board of Directors

The annual meeting of the Board of Directors may be held at such place, at such time as the Board of Directors may determine. The annual meeting may be for the purpose of:

- a. Receiving annual reports of the Board, Officers and various committees, as appropriate,
- b. Voting on a slate of candidates for the Board of Directors of the YWCA Greater Newburyport, and
- c. Voting on a slate of officers for the Board of Directors.

The annual meeting of the Board of Directors is not required to occur concurrently with the annual meeting of the members, but it may be concurrent, however, only Board Members are entitled to vote.

Article 6 Officers of the Board of Directors

6.01 Qualifications and Number of Officers

Officers of the YWCA Greater Newburyport shall be members of the YWCA Greater Newburyport Board of Directors. No fewer than four officers shall be elected by the members of the Board of Directors: President, Vice President, Secretary, and Treasurer. Additional officers may be added as the Board of Directors deems appropriate. Failure to appoint Officers shall not require the YWCA Greater Newburyport to be dissolved.

6.02 Responsibilities of Officers

6.02.01 President

The duties of the President are as follows:

- a. officiates at all meetings of the Board and the membership,
- b. calls special meetings of members or directors when she deems them necessary,

- c. has general charge and supervision of the affairs of the YWCA Greater Newburyport,
- d. appoints all directors, members and volunteers to committees except when noted by these by-laws,
- e. serves as an ex-officio member of all Standing Committees of the Board with the right to vote except as otherwise specified in these By-Laws,
- f. signs approved contracts except matters that may be designated to the Executive Director and is a signatory on all bank accounts and
- g. carries out such other duties that usually pertain to the office of President.

6.02.02 Vice President

In the President's absence, the Vice President has all the power, performs all the duties of the President and is subject to the same guidelines established for the President within these By-Laws and by the Board of Directors.

The Vice President shall also perform such duties and have such responsibilities as may be assigned from time to time by the Board of Directors and the President of the YWCA Greater Newburyport.

The Vice President is a signatory on all bank accounts.

6.02.03 Secretary

The duties of the Secretary are as follows:

- a. maintains the official records of meetings and actions of the YWCA Board of Directors, the Standing Committees and the Membership,
- b. oversees the recording of minutes of regular and special meetings of the Board of Directors and all Membership meetings,
- c. oversees the maintenance of official records and documents of the YWCA Greater Newburyport,
- d. maintains complete and accurate Membership records,
- e. maintains a list of Directors and Officers including expiration of terms,
- f. serves as a chair of the Nominating Committee,
- g. ensures that documents relevant to the meetings and actions of the Board, Officers, Standing Committees and Memberships are properly archived and
- h. performs such other duties as may be requested and delegated.

The Secretary may be assisted by recorders appointed by the President.

6.02.04 Treasurer

The duties of the Treasurer are as follows:

- a. ensures that the financial operations of the YWCA are managed with integrity and in accordance with an approved method of accounting,
- b. monitors the investment and deposit of funds of the YWCA Greater Newburyport in a bank or other appropriate institution designated by the Board of Directors,
- c. oversees budget development and ongoing monitoring of income and expenditures and provides detailed reports at regular meetings of the Board of Directors,
- d. oversees the submission of financial records to a qualified auditor approved by the YWCA Board of Directors,
- e. ensures that a financial statement is presented at the annual meeting of the YWCA,
- f. signs contracts or other instruments which the Board of Directors has authorized to be executed except matters that may be designated to the Executive Director. The Treasurer is a signatory on all bank accounts and,
- g. serves as Chair of the Finance Committee.

6.03 Election of Officers

The officers are elected by the YWCA Board of Directors from the Directors of the Board at the first Annual Membership Meeting.

6.04 Terms of Officers

Officers serve for a one (1) year term. Officers may not serve more than two (2) consecutive one (1) year terms in any one position.

6.05 Resignation of an Officer

Resignation of an Officer of the Board shall be submitted in writing to the President or the Secretary if the President is unavailable. Such resignation is effective upon receipt of notice unless the notice specifies a later effective date which is acceptable to the Board of Directors.

6.06 Removal of Officers

Any Officer elected or appointed by the YWCA Board of Directors may be removed by two-thirds (2/3) vote of the Board, with or without cause, whenever, in the exercise of their judgment the best interests of the YWCA Greater Newburyport would be served by such removal.

6.07 Vacancies of Officers

A vacancy in any office because of death, resignation, disqualification or otherwise shall be promptly filled by the Board of Directors. The newly elected officer shall complete the term vacated and is eligible to be elected to one (1) additional full year term in the office.

Article 7 Committees

7.01 Standing Committees

The YWCA Board of Directors shall maintain the following Standing Committees: Executive, Nominating, Finance, Development and Audit. Except where noted in these By-Laws, one-half of the appointed membership of the Standing Committees constitutes a quorum for conducting official business of the Committee. Committee members are appointed by the President of the Board of Directors.

7.01.01 Executive Committee

- a. The Executive Committee may hold meetings for emergency action in the interim between regular meetings of the YWCA Board of Directors.
- b. The Executive Committee shall be subject to direction by the YWCA Board of Directors and has all the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditure not previously authorized by the Board.
- c. The Executive Committee consists of the officers of the YWCA Board of Directors and not more than two additional Board Directors appointed by the President upon commencement of her term as President.
- d. The President of the Board of Directors chairs the Executive Committee. In the absence of the President, the Vice President shall serve as Chairperson of the Committee and has the power and performs all the duties of the President.
- e. All actions of the Executive Committee must be reported to the YWCA Board of Directors at its next regular meeting and recorded in the minutes of the meetings of the Executive Committee and the Board of Directors.

7.01.02 Finance Committee

- a. The Finance Committee shall ensure the organization's financial stability by providing oversight on financial matters of the YWCA, assisting the Board to understand the organization's financial affairs, and ensuring compliance with federal, state, and other requirements related to the YWCA's finances.
- b. The President of the Board, the Executive Director and Finance Director serve as Ex-officio members. The Treasurer serves as Chair of the Finance Committee.

7.01.03 Nominating Committee

The nominating committee shall meet prior to the annual meeting of the Board of Directors to prepare a slate of candidates to serve as Directors and a slate of officers. The nominating committee shall meet to fill vacancies on the Board as they occur.

7.01.04 Development Committee

- a. The Development Committee is charged with the responsibility of securing non fee based financial resources for the YWCA Greater Newburyport. The Development Committee is responsible for creating a development plan for the organization and overseeing the implementation of fundraising efforts including community fundraising events, the annual appeal, planned giving program, grant applications and other efforts as deemed appropriate by the Board of Directors.
- b. Membership of the Development Committee may include Directors, Members Associate Members and individuals from the community who wish to further the mission of the YWCA Greater Newburyport
- c. The committee elects its own chair. The chair of the Development Committee must be a Director.
- d. The Board President and the Executive Director serve as ex-officio members of the Development Committee.

7.01.05 Audit Committee

- a. The audit committee is an independent standing committee whose function is to ensure an independent audit of the YWCA Greater Newburyport and review internal controls. The audit committee may also engage in analysis of risk management for the YWCA Greater Newburyport.
- b. The committee is comprised of Directors, Members, Associate Members with a majority of Members and Associate Members.
- c. The Treasurer may not be a member of the audit committee.
- d. The President and Executive Director are ex-officio members without vote.

7.02 Authority of Committees

All committees, with the exception of the Executive Committee, shall have advisory authority only and shall not have the authority to act for the Board unless otherwise authorized by these By-Laws or by the Board.

Pursuant to the Corporations for Charitable and other Purposes Act, no committee shall have the authority to:

- a. Authorize distributions (for these purposes, a distribution means the payment of a dividend or any part of the income or profit of the YWCA Greater Newburyport) to its Directors or Officers);

- b. Elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees, or
- c. Adopt, amend or repeal the Articles of Incorporation or By-Laws of the YWCA Greater Newburyport.

No member of a YWCA Standing Committee will vote on any matter in which, to her knowledge, the Director, or the Director's immediate family or partner, or an organization in which the Director is serving as officer, trustee, partner, employee, or independent contractor has a direct or indirect conflict of interest as defined by the policies of the YWCA Board of Directors.

Standing Committee members will disclose fully the nature of any potential conflict of interest; and failure to do so will be cause for immediate removal. All Standing Committee members must disclose potential conflicts immediately upon discovery and do so in writing.

7.03 Notice of Committee Meetings

Notice of meetings of Standing YWCA Committees must be mailed at least 72 hours, or sent electronically or given in person by telephone at least 24 hours before the meeting, to members' places of business or residences.

7.04 Committee Meeting Records

Minutes of the meetings of each Standing Committee shall be recorded and submitted to the Secretary of the Board for proper filing in the organizational archives.

7.05 Ad Hoc Committees and Task Forces

The YWCA Board of Directors or the President may establish Ad Hoc Committees or Task Forces to meet identified goals and to efficiently and effectively carry on the work of the YWCA Greater Newburyport.

Ad Hoc Committees and Task Forces may include Directors, Members, Associate Members and individuals from the community who wish to further the mission of the YWCA Greater Newburyport. The committee elects its own chair. The chair of an ad-hoc committee or task force may be a Director or with the approval of the Board of Directors a non-Director.

Article 8 Executive Director

The Board shall employ an Executive Director, who shall be its direct executive representative in the management of the YWCA Greater Newburyport. The Executive Director shall be given the necessary authority and responsibility to operate the YWCA Greater Newburyport in all its activities and components, subject to such policies as may be adopted and such orders as may be issued by the Board or by any of its committees to which it has delegated power for such action. She/he shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person or committee to so act. The Board shall

set the salary, terms of employment and duties of the Executive Director, and she/he will be an agent of and be responsible to the Board.

The Executive Director is authorized to bind the YWCA in matters of the routine operation of the corporation.

The Executive Director or his/her designee shall attend and be an ex-officio, non-voting member of any and all Board committees.

Article 9 Execution of Instruments, Receipt and Disbursement of Funds

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all instruments, documents, deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the YWCA Greater Newburyport must be signed by the President, Vice President, Treasurer, Executive Director or employee authorized by the Board of Directors. Unless so authorized or so ratified by the Board after the fact, no officer, director, employee or agent of the YWCA Greater Newburyport has any power to bind the YWCA Greater Newburyport other than the President, Vice President, Treasurer, Secretary or Executive Director. Facsimile signatures may be used in the manner and to the extent authorized generally or in particular cases by the Board. The Board may designate such other employees, agents, directors, or officers who, in addition to or instead of the Treasurer and the President, are authorized to receive and receipt for all moneys due and payable to the YWCA Greater Newburyport from any source whatever, to endorse for deposit checks, drafts, notes or other negotiable instruments, and to give full discharges and receipts therefore. Funds of the YWCA Greater Newburyport may be deposited in such bank or banks or with such other YWCA Greater Newburyport's, firms or individuals as the Board may from time to time designate.

Article 10 Fiscal Year

The fiscal year begins on January 1 and ends on December 31.

Article 11 Rules of Order

The proceedings of this YWCA Greater Newburyport are governed by these by-laws and when appropriate by Robert's Rules of Order, newly revised, except where these rules conflict with applicable laws, provisions of these bylaws, or any special rules of order the YWCA Greater Newburyport may adopt.

Article 12 Conflicts Of Interest

12.01 Conflict Of Interest Description

No contract or transaction between the YWCA Greater Newburyport and one or more of its Directors, or between the YWCA Greater Newburyport and any other organization of which one or more of its directors are members, shareholders, directors, trustees or officers, or in which

any of them has any financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the director is present or participates in the meeting of the directors, or of a committee thereof, which authorizes, approves or ratifies the contract or transaction, if:

- a. The material facts of his or her relationship or interest in as to the contract or transaction are disclosed or are known to the directors or the committee which authorizes, approves or ratifies the contract or transaction;
- b. The directors or the committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; provided, however, that where the potential conflict of interest at issue involves a contract or transaction with another non-profit organization in which all of the directors of the YWCA Greater Newburyport also serve as directors, the contract or transaction shall be authorized, approved or ratified in good faith by the affirmative vote of a majority of the directors or committee members without a financial interest in the contract or transaction, even though the disinterested directors are less than a quorum; and
- c. The contract or transaction is in the best interests of the YWCA Greater Newburyport as of the time it is authorized, approved or ratified by the directors or a committee thereof. Common or interested persons may be counted in determining the presence of a quorum at a meeting of the directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction. However, the common or interested persons must withdraw from the discussion and voting of the interested contract or transaction in which they have a financial interest.

12.02 Annual Disclosure

Each director must provide the Board with an annual written disclosure of the following:

- a. the director's business involvements with the YWCA Greater Newburyport; and
- b. the director's other board memberships, whether of for-profit or non-profit corporations. Such annual written disclosure must be circulated to all of the directors of the YWCA Greater Newburyport and must be updated throughout the year, as necessary.

12.03 Maintenance of Records

The Secretary shall maintain annual disclosure forms and make them available to the public upon request.

12.04 Procedures

The Board of Directors may establish procedures to support the conflict of interest and confidentiality policies set forth in this article.

Article 13 Amendments to the By-Laws

This document may be amended by a two-thirds (2/3) affirmative vote of the Board of Directors, provided that the amendment does not relate to membership in the YWCA USA.”

Article 14 Amendments Affecting Membership in the YWCA USA

Amendment of this document to effect transfer of the YWCA's membership in the YWCA USA in order for it to become part of an established or new Member YWCA, or to reorganize it in a form which will not qualify for continued membership in the YWCA USA, may be accomplished by a two-thirds (2/3) affirmative vote of YWCA Board of Directors.

Article 15 Seal

The YWCA Greater Newburyport may elect to adopt a corporate seal to be in such form as the YWCA Board of Directors will prescribe: provided however such adoption shall not be required, and in any event the corporate seal will not be required to be placed on any deed, contract or other corporate document in order to validate the same.

Article 16 Dissolution or Reorganization

Upon the dissolution of the YWCA Greater Newburyport the YWCA Board of Directors will, after paying or making provision for the payment of all liabilities of the YWCA Greater Newburyport, dispose of all of the assets of the YWCA Greater Newburyport to the YWCA USA

If this entity does not then exist or is not qualified as an exempt organization under Section 501c(3) of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue law and therefore is disqualified to receive these assets, the Board shall distribute such assets exclusively to further the YWCA Mission through a fitting local organization or organizations organized and operated exclusively for charitable, social or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501c(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the YWCA Board of Directors shall determine.

Any of such assets not so disposed of will be disposed of by the Court of competent jurisdiction, exclusively for such purposes or to such local organization or organizations as said Court determines which are organized and operated exclusively for such purposes. In no event shall any portion of such assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the YWCA or any private person or individual.

Article 17 Indemnification

Unless expressly prohibited by law, the YWCA Greater Newburyport shall indemnify any person (or the personal representative of any person) made a party to an action, suit or proceeding (whether civil, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee, member of a Board committee or other agent of the YWCA Greater Newburyport, or who serves or shall have served at its request as a member, director, officer, employee or other agent of another organization in which it has an interest (a "Covered Person"), against all judgments, fines and amounts paid or to be paid in final settlement of such action, suit or proceeding, and all expenses (including reasonable attorney's fees); provided, however, that (1) the Board may determine not to indemnify such Covered Person to the extent the Board determines, acting in good faith and after consulting with legal counsel, that there was gross negligence or misconduct by such Covered Person in the performance of a duty, and/or (2) the YWCA Greater Newburyport shall indemnify any such Covered Person in connection with an action, suit or proceeding, or a counterclaim, initiated by such Covered Person only if such action, suit, proceeding or counterclaim was authorized in advance and in writing by the Board of the YWCA Greater Newburyport and provided that no indemnification may be provided with respect to any matter as to which such person has been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the YWCA Greater Newburyport.

In effecting such indemnity and reimbursement, the YWCA Greater Newburyport may enter into such agreements and direct the officers of the YWCA Greater Newburyport to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnifications or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Notwithstanding any provision of this Section to the contrary, the YWCA Greater Newburyport shall not be obligated to indemnify the Covered Person for any money paid to settle any suit, action or proceeding unless the YWCA Greater Newburyport consents to such settlement by a vote of a majority of disinterested directors, which consent will not be unreasonably withheld.

Any determination required to be made under this Section under applicable law with respect to a Covered Person's entitlement to indemnification shall be made by the Board by a majority vote of a quorum consisting of disinterested directors. Any individual director who is not and was not and is not threatened to be made a party to the action, suit or proceeding in respect of which indemnification is sought by a Covered Person shall be considered a disinterested director for purposes of this Section only.

Every reference in this Section to directors and officers of the YWCA Greater Newburyport shall include every director and officer thereof or former director and officer thereof. The right of indemnification herein provided for shall be in addition to any and all rights to which any Covered Person otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

Article 18 Insurance

The YWCA Greater Newburyport shall have authority to purchase and maintain insurance on behalf any person who is or was a director, officer, employee or other agent of the YWCA Greater Newburyport, or is or was serving at the request of the YWCA Greater Newburyport as a member, director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by it, him or her in any such capacity, or arising out of its, his or her status as such, whether or not the YWCA Greater Newburyport would have the power to indemnify it, him or her against such liability.

Article 19 Personal Liability

The directors and officers of the YWCA Greater Newburyport are not to be personally liable for any debt, liability or obligation of the YWCA Greater Newburyport. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the YWCA Greater Newburyport may look only to the funds and property of the YWCA Greater Newburyport for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the YWCA Greater Newburyport.

Article 20 All Prior By-Laws Superseded

These By-Laws supersede all previous governing documents including all By-Laws, Constitutions and amendments thereof.

The foregoing Amended and Restated By-Laws were adopted by a vote of the Board of Directors at a meeting on October 24, at which a quorum was present.



Annmary Connor, President



Danielle Holmes, Secretary