

**AMENDED AND RESTATED BYLAWS
OF
YWCA NORTHEASTERN MASSACHUSETTS, INC.
Amended November 18[9], 2014[2023]
Updated September 7, 2017 (to reflect name change effective June 30, 2017)**

**ARTICLE 1
NAME, PURPOSE AND MISSION**

1.1 Name and Purpose

The YWCA Northeastern Massachusetts, Inc. (the "YWCA"), is a not-for-profit corporation operating exclusively for charitable, social and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The YWCA is a member of the Young Women's Christian Association of the United States of America YWCA USA, Inc. (the "YWCA USA") and maintains that membership in accordance with the bylaws of the YWCA USA. **The YWCA is a nonprofit corporation under Massachusetts General Laws Chapter 180, as amended ("Chapter 180").**

1.2 Mission

The YWCA unites in the following statement of mission (the "Mission"):

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

1.3 Prohibited Acts

The YWCA may not take any action prohibited by the laws governing Massachusetts nonprofit corporations. The YWCA may not engage in any activities that do not further its mission or its purposes as set forth in its Articles of Organization (the "Articles of Organization") and these **Amended and Restated Bylaws of the YWCA (the "Bylaws")** or take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

**ARTICLE 2
MEMBERSHIPMEMBERS**

2.1 Members

The members of the YWCA shall consist of any woman or girl twelve years of age or over who is committed to the furtherance of the mission of the YWCA and makes an unrestricted donation to the YWCA in the amount of \$25.00 or more or in such other amount as prescribed by the YWCA **have no members as defined in Chapter 180. No person now or hereafter designated by the YWCA as a "member" for any purpose**

shall be or be deemed to be a member for purposes of the Articles of Organization or the Bylaws or for purposes of Chapter 180 or any other law, rule or regulation. Any action or vote required or permitted by Chapter 180 or any other law, rule or regulation to be taken by members shall be taken by action or vote of the same percentage of the Board of Directors of the YWCA (the "Board").

2.2 Membership Revocation Programmatic Members

The YWCA Board of Directors reserves the right to revoke membership when a member fails to comply with rules or regulations. No membership shall be revoked without an opportunity to present evidence as to why the membership should not be revoked.

The Board shall have the authority to create one or more categories of programmatic members who are permitted to participate in certain activities of the YWCA; provided, however, that such programmatic members shall not be corporate members with voting or other rights granted by and described in Chapter 180 or any other law, rule or regulation. Payment of programmatic membership fees may be required to become a programmatic member. Such fees shall be at such rate or rates as may be from time to time prescribed by the Board. Members of certain program groups may be exempt from programmatic membership fees by action of the Board.

2.3 Transfer of Membership

Members may be received in transfer from any YWCA that is a member of the YWCA USA.

2.3 2.4 Voting Qualifications for Programmatic Members

Current members fifteen years of age and over have the privilege of voting on matters coming before the YWCA's membership, and serving in YWCA leadership positions. Each voting member is entitled to one vote at any meeting of members.

To the extent the Board has created and maintains one or more categories of programmatic members, any person who subscribes to and upholds the Mission may join the YWCA as a programmatic member. No person who subscribes to and upholds the Mission shall be excluded from joining the YWCA as a programmatic member, nor shall such person be otherwise discriminated against within the YWCA. Notwithstanding the forgoing, the Board shall have the authority to revoke programmatic membership for good and sufficient reasons as determined by the Board.

2.5 Responsibilities of Voting Members

Voting members, acting in accordance with provisions in these Bylaws, are responsible for:

- i. Electing the YWCA Board of Directors to whom they delegate responsibility for the direction of the YWCA;
- ii. Electing a Nominating Committee and other committees specified as elected committees;
- iii. Having the final vote on any changes in the Bylaws of this YWCA and on any questions affecting membership in the YWCA USA;
- iv. Discharging such other responsibilities as are outlined in these Bylaws and acting on matters submitted by the Board for vote at membership meetings.

2.6 YWCA Associates

Girls aged less than 12 years and all men and boys who participate in YWCA programs are called YWCA Associates. They are not considered members of the YWCA.

2.7 Annual Meeting

The annual meeting of members shall be held each year at the place, date and time determined by the directors or the President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these Bylaws, may be specified by the directors or the President. All members are entitled to attend.

2.8 Special Meetings

Special meetings of the members may be called by the President, the directors or by the written request of 25 or more voting members. The call for the meeting may be oral or written at least two weeks in advance and shall state the place, date, hour and purposes of the meeting. No other business shall be transacted at the meeting. All members are entitled to attend.

2.9 Notice of Meetings

A written notice of any meeting of the members, regular or special, shall be made available to each member who is entitled to attend the meeting at least 14 days in advance, and shall indicate the time and place of and the business to be transacted at the meeting. Such notice may be by direct mail, electronic transmission, by publication in a newspaper of general circulation in the area, posted in Association program or meeting centers, or in another YWCA publication mailed to the electorate.

2.10 Quorum

Fifteen of the voting members of the YWCA, excluding members of the YWCA Board of Directors and including members of the YWCA staff, shall constitute a quorum, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

2.11 Procedures for Voting at Meetings

Voting at a meeting may be by ballot, voice or show of hands as the President or other chair of the meeting may determine, unless otherwise determined by the members entitled to vote. Voting by proxy is not permitted.

Unless otherwise required by law or these Bylaws, any question presented to a meeting of the members at which a quorum is present shall be determined by a majority of those actually voting.

ARTICLE 3

VOTING DELEGATES TO NATIONAL YWCA USA MEETINGS

3.1 Qualification and Selection of Delegates to Meetings of the YWCA USA

Voting delegates to meetings of the YWCA USA ~~must be voting members~~ **(i.e., the individuals appointed by the YWCA to exercise its voting rights as a member of the YWCA USA) must be appointed by the Board, and must be individuals who have accepted the responsibility to further the Mission** of the YWCA. The YWCA Board of Directors shall appoint two voting delegates to meetings of the YWCA USA in accordance with the provisions of the Bylaws of the YWCA USA. ~~At~~ **When a voting delegation of at least two (2) voting delegates is appointed, at least one (1) of the delegates to the YWCA USA voting delegate must be a volunteer (Board members directors and officers of the YWCA who do not receive a salary are considered "volunteers" for this purpose).** The YWCA Board of Directors may appoint

alternate meeting attendees voting delegates in the event that the primary selectee any voting delegate is unable to attend or vote.

3.2 Number of Delegates to Meetings of the YWCA USA

The number of voting delegates to which the YWCA is entitled is determined by the criteria established by the Bylaws of the YWCA USA. The Board shall determine the size of the total delegation sent to national meetings based upon the priorities of the YWCA.

3.23.3 Salaries and Expenses

The Any volunteer voting delegate traveling to a YWCA USA meeting shall not receive a salary or other compensation, but shall be entitled to reimbursement of reasonable expenses for travel.

ARTICLE 4 DIRECTORS

4.1 Powers and Duties

The Board of Directors may exercise all of the powers of the YWCA and shall be responsible for establishing its policies and supervising the direction and management of its affairs, property and assets except as otherwise provided by law, by the Articles of Organization or these Bylaws. The YWCA Board of Directors ~~has the option of hiring staff as needed~~ shall have the authority to hire a Chief Executive Officer. The Board may act on any matter, notwithstanding the existence of one or more vacancies in the Board.

4.2 Number

~~A~~ The Board of Directors shall consist of not less than seven (7) or more than thirty (30) persons shall be elected by the YWCA's members.

4.3 Election Qualifications

~~Approximately one third (1/3) of the current number of the YWCA's Board of Directors, exclusive of ex-officio members, is elected at the annual meeting or at any special meeting held for this purpose. The members shall at such meeting determine the number, if any, of additional directors to be elected within the range of members specified herein, but in the absence of a determination, the number of directors may be increased or decreased by the members at any meeting or by vote of a majority of the directors then in office.~~

Governance roles at the YWCA shall be reserved solely for persons who subscribe to and uphold the Mission. Notwithstanding the foregoing, at the reasonable discretion of the Board, and consistent with the Mission, governance roles at the YWCA may be reserved solely for persons who identify as female, including transgender women and those who identify as non-binary or gender non-conforming, and who subscribe to and uphold the Mission. For these purposes, "governance roles" shall mean service as a member of the Board. Individuals serving in a paid staff or paid consultant position with the YWCA, the YWCA USA or

any other YWCA, may not serve on the Board, except that the Chief Executive Officer shall serve as an ex-officio non-voting director.

4.4 Qualifications Election and Tenure

Each director on the YWCA Board of Directors must be a voting member of the YWCA. Voting members of the YWCA also serving in a paid staff or consultant position with the YWCA, locally, regionally, or nationally, may not serve on the YWCA Board of Directors.

4.5 Tenure

Directors shall be elected by a majority of the Board from candidates nominated by the Nominating Committee in accordance with the provisions of these **Bylaws**. The term of office for each YWCA board member **director** is three **(3)** years and the date of the annual meeting **at which such director is elected** is the date on which terms of office begin and expire. At the first **annual** meeting of members after adoption of this Bylaw, the terms of the directors then in office shall be designated so that approximately one-third of the total number of directors shall be elected at each subsequent annual meeting of the members **Board to serve a term of three (3) years and thereafter until the director's successor is elected, or until the director's earlier death, resignation or removal**. Directors may be re-elected once, with exception allowed when the Nominating Committee requests that a term be extended for the member **director** to serve as an officer. This extension may not be for more than four (4) years. A member of the YWCA Board of Directors **Upon the Nominating Committee's request, the director's term may be extended by up to three (3) years. A director** who has served two three-year consecutive terms may, after a minimum one (1) year absence, be eligible for re-election. Section 5.4 governs the terms of officers.

4.5 4.6 Vacancies

Any vacancy **on the Board** occurring in the interim between annual elections is filled by the YWCA Board of Directors from nominations made by the Nominating Committee. The person appointed to fill such a vacancy may serve the remainder of that term and then be eligible for nomination and election for two (2) succeeding full terms.

4.6 4.7 Resignation

Absence from three regular meetings **of the Board** in succession for which no sufficient reason is presented is, after due notification, considered equal to resignation and the place of the YWCA board member **director** so absenting herself shall be considered vacant. Any director may resign by delivering written resignation to the Board of Directors or to the President **of the YWCA (the "President")**. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

4.7 4.8 Removal

A director may be removed (a) for cause by vote of a majority of directors **Board**, or (b) without cause by two-thirds (2/3) vote of the YWCA Board of Directors, whenever in the exercise of their judgment the best interests of the YWCA would be served by such removal.

4.8 4.9 Meetings

The YWCA Board of Directors meets at least 6 times annually. Regular meetings of the ~~directors~~**Board** may be held without notice at such time, date and place as the ~~directors~~**Board** may from time to time determine, provided that any director who is absent when such determination is made shall be given notice of the determination.

Special meetings of the ~~directors~~**Board** may be called and regular meetings may be rescheduled orally or in writing, by the President or two or more directors, designating the time, date and place thereof.

4.9 **4.10 Notice of Special Meetings**

Notice of the time, date and place of all special meetings of the ~~directors~~**Board** shall be given to each director by the Chief Executive Director~~Officer~~, the President or by one of the directors calling the meeting. Notice shall be given to each director in person, by electronic mail or by telephone at least twenty-four hours in advance of the meeting, or by written notice mailed or faxed to a business or home address at least seventy-two hours in advance. Notice need not be given to any director if a written waiver of notice, executed by such director before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice. A notice or waiver of notice of a meeting of the ~~directors~~**Board** need not specify the purposes of a meeting.

4.10 **4.11 Quorum**

A quorum for decisions being considered by the YWCA Board of Directors consists of ~~thirty~~at least fifty percent (~~30~~50%) of the directors then serving.

4.11 **4.12 Action at Meeting**

Unless otherwise required by these Bylaws, at any meeting of the ~~directors~~**Board** at which a quorum is present, a vote of the majority in attendance ~~is~~shall be needed for approval of each proposal brought forth.

4.12 **4.13 Action by Written Consent**

Any action to be taken at any meeting of ~~directors~~the Board may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the ~~directors~~**Board**.

4.13 **4.14 Related Party Transactions/Conflicts of Interest**

No ~~member of the YWCA Board of Directors~~director 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. A director with such a conflict of interest shall be counted for purposes of determining whether a quorum is present, but shall not be counted as voting upon the matter or in calculating the majority necessary to carry such vote. A director will disclose fully the nature of any potential conflict of interest; and failure to do so will be cause for immediate removal.

4.14 **4.15 Participation by Conference Telephone**

Members of the Board of Directors or any committee thereof may participate in a meeting of the ~~board~~**Board** or of a committee by means of a video conference service, conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.15 **4.16 Responsibilities of the YWCA Board of Directors**

The overall stewardship of the YWCA shall be overseen by the Board, who shall conduct the business and manage the affairs, policies, property and assets of the YWCA and shall perform all the duties and have all the powers which are now, or may be hereafter, incumbent upon and exercised by the board of directors of corporations organized for similar purposes under the General Laws of The Commonwealth of Massachusetts, including those set forth in the Articles of Organization and in these Bylaws. The Board may exercise all the powers of the YWCA except as otherwise provided by law, by the Articles of Organization or by these Bylaws. The Board shall (a) establish policies and initiatives; (b) approve the YWCA's annual budget, (c) approve the selection and dismissal of the Chief Executive Officer, (d) evaluate the YWCA's activities and progress in meeting its annual and long-term goals, (e) oversee the fiscal health of the YWCA, and (f) have the responsibility for overseeing the YWCA's compliance with applicable federal, state and local laws and regulations. In the event of a vacancy in the Board, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

~~Responsibility for carrying on the work of the YWCA is delegated to the Board of Directors by the members of the YWCA in accordance with the provisions of these bylaws. Major responsibilities of the YWCA Board of Directors include: determining and approving the YWCA's overall direction and key aims and promoting their alignment with the YWCA Mission; monitoring the organization's overall fiscal condition and programmatic operations; and maintaining membership in the YWCA USA.~~

4.17 No Salary

~~Voting members~~Members of the Board of Directors or YWCA~~or~~ committees thereof shall not receive a salary or other compensation, but may be entitled to reimbursement of authorized reasonable expenses for travel, which may be budgeted and paid by the YWCA, except that the Chief Executive Officer shall be a salaried employee of the YWCA.

ARTICLE 5 OFFICERS

5.1 Enumeration

The officers of the YWCA shall consist of a Chief Executive Officer, a President, one or more Vice Presidents, a Treasurer and a Secretary, and such other officers as the Board of Directors may determine.

5.2 Election

~~The officers whose terms have expired shall be elected by the directors at their first meeting which may be held subsequent to or concurrent with the annual meeting of members.~~

Officers shall be appointed by the Board from among the nominees for each such office proposed by the Nominating Committee.

5.3 Qualification

Only directors may serve as President, Vice President, Treasurer and Secretary. Any two offices may be held by any person.

5.4 Tenure

Officers serve for a two-year term **beginning on the date of the meeting at which they are elected**, and may be elected for one additional two-year term. Upon recommendation of the Nominating Committee, an exception may be made to re-elect an officer for a third two-year term when extenuating circumstances require continuity in that office. Any officer **President, Vice President, Treasurer and Secretary** must also be serving a valid term as a member of the Board of Directors in accordance with Section 4.5.

5.5 Resignation

Any officer may resign by delivering her written resignation to the YWCA at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5.6 Removal

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 the Board's judgment the best interests of the YWCA would be served by such removal.

5.7 Vacancies

A vacancy in any office because of death, resignation, **removal**, disqualification or otherwise, may be filled by the YWCA Board of Directors for the unexpired portion of ~~the~~ **such officer's** term.

5.8 ~~Chief Executive Director~~ **Officer**

~~If the~~ **The** Board of Directors employs ~~an~~ **shall employ a Chief** Executive Director, ~~such person~~ **Officer, who** shall serve as chief executive officer of the YWCA, subject to the direction of the Board of Directors, and shall have general charge and control of the affairs of the YWCA, including the selection and employment of its staff. The **Chief Executive Director** **Officer** shall serve at the pleasure of the Board of Directors. The **Chief** Executive Director ~~shall be a voting Member of the YWCA. She shall also~~ **Officer shall** serve as an ex-officio, non-voting director.

5.9 President

The President presides at all meetings of the YWCA Board of Directors ~~and membership~~ and appoints chairpersons of committees except where specified in these Bylaws. She serves as an ex-officio member of all ~~committees~~ **Committees** with the right to vote except as otherwise specified in these documents. With the Secretary, she is responsible

for notifications required under the Bylaws. The President, the Treasurer and such other officers or agents as may be designated by the Board **are authorized to** sign approved contracts.

5.10 Vice President

The Vice President(s) have all the power, and perform all the duties of the President in her absence and shall perform such duties in addition as are delegated to them.

5.11 Secretary

The Secretary keeps records of the ~~YWCA Board of Director and Membership~~ meetings, sees that procedures outlined by the Bylaws are followed, with the President, is responsible for notifications required under the Bylaws, and tends to such correspondence as is necessary. The Secretary may be assisted by recorders appointed by the President. In addition, the Secretary performs such other duties as may be requested and delegated.

5.12 Treasurer

The Treasurer sees that the financial operations of the YWCA are managed with integrity, including the YWCA's use of an approved method of accounting, and reports periodically on the financial operations of the YWCA to the ~~Board of Directors~~. At the close of the fiscal year, the Treasurer sees that the books are submitted to a qualified auditor approved by the ~~YWCA Board of Directors~~ and sees that a complete financial statement is presented at the annual meeting of the YWCA. In addition, the Treasurer performs such other duties as requested and delegated.

5.13 Additional Officers

In addition to the officers required by these Bylaws, the ~~Board of Directors~~ may appoint from time to time one or more other officers and agents of the YWCA, ~~who need not be members of the Board of Directors, and~~ who shall have such titles, powers and duties as shall be prescribed by the ~~Board of Directors~~.

5.14 Salaries

No officer **who is also a director** shall receive a salary from the YWCA by reason of the fact that she is an officer of the YWCA, except that the **Chief Executive Director** ~~Officer~~ shall be a salaried employee of the YWCA.

ARTICLE 6 COMMITTEES

6.1 Types of Committees

In addition to those included in these Bylaws, committees may be established by the ~~YWCA Board of Directors~~, or the President with the approval of the ~~Board of Directors~~ (collectively, the committees included in these Bylaws and those established in accordance with these Bylaws shall be referred to as the "**Committees**"), to meet identified goals and to efficiently and effectively carry on the work of the YWCA.

6.2 Authority

Decisions made by Committees must be in the form of recommendations to the ~~YWCA Board of Directors~~, except Nominating Committee and Executive Committee actions as

outlined below or except in the case of an explicit pre-authorization given by the ~~YWCA Board of Directors~~.

6.3 **Membership and Leadership**

Committees may include ~~voting members and non-voting members~~ of the **Board or other individuals who have demonstrated dedication to and support of the YWCA Mission and purpose**. Except for the Nominating Committee, the President may appoint the chair of each Committee, or ~~leave it~~ delegate to the Committee the authority to choose its own chair. In any case, chairs of Committees must be current members of the ~~YWCA Board of Directors~~.

6.4 **Notice of Committee Meetings**

Notice of meetings of Committees must be mailed at least 72 hours or sent electronically at least 24 hours before the meeting, or, given in person or communicated by telephone at least 24 hours in advance to ~~members~~ each committee member's home or business.

6.5 **Executive Committee**

The Executive Committee shall consist of the officers of the ~~YWCA Board of Directors~~ and up to two additional Board members appointed by the President ~~upon commencement of her term as President~~. The Executive Committee may hold meetings in the interim between regular meetings of the ~~YWCA Board of Directors~~. The Executive Committee shall be subject to direction by the ~~YWCA Board of Directors~~ and has all the powers of the Board, except as otherwise reserved or prohibited by these Bylaws, and except that it shall not reverse any action of the Board. All actions of the Executive Committee must be ratified by the ~~YWCA Board of Directors~~ at its next regular meeting, except where advance authority for such action has been granted.

6.6 **Nominating Committee**

i. **Enumeration and Quorum**

The Nominating Committee shall consist of not less than five and not more than seven ~~voting members~~ individuals who have demonstrated dedication to and support of the YWCA Mission and purpose, not more than three of whom are ~~members of the YWCA Board of Directors~~ current directors. The President and ~~Chief Executive Director~~ Officer are ex-officio members of the Nominating Committee without the right to vote. A majority of the members of the Nominating Committee are required for quorum.

ii. **Election, Chair and Vacancies**

The Nominating Committee is elected by the ~~YWCA membership~~ Board at the annual meeting. Members of the Nominating Committee are elected from a slate developed by the existing Nominating Committee for a two-year term starting at the annual ~~membership~~ meeting of the Board, and may be re-elected for a second two-year term. The chairperson is chosen by the ~~committee~~ Nominating Committee from its elected members. Vacancies occurring in the ~~committee~~ Nominating Committee in the interim between annual elections are filled by the Nominating Committee with the approval of the President.

iii. **Duties**

The Nominating Committee develops a slate that includes nominees for the ~~YWCA Board of Directors~~, officers and the Nominating Committee. The

Nominating Committee also carries the responsibility to present candidates for vacancies occurring in the YWCA Board of Directors as well as for officer vacancies between elections. The Nominating Committee shall maintain records of Board of Director and Nominating Committee members' terms.

iv. **Procedures**

The Nominating Committee is responsible for identifying potential candidates who are qualified by skill, experience, furtherance of the YWCA mission Mission and commitment for membership on the YWCA Board of Directors. A majority of the Nominating Committee are required to vote for a candidate before she can be recommended to the Board of Directors.

6.7 **Finance Committee.**

The Finance Committee shall be a standing committee of the Board. The Board shall name to the Finance Committee such members of the Board as they shall determine from time to time and each such member of the Finance Committee shall serve at the pleasure of the Board, provided, however, that employees of the YWCA and any person that receives any material commercial benefit from the YWCA may not be appointed as members of the Finance Committee. The Finance Committee shall meet at such times as shall be determined by the Chair of the Finance Committee.

The Finance Committee shall be responsible for oversight of (i) the quality and integrity of the YWCA's financial reporting process and its financial statements, tax filings and annual audit; (ii) the system of internal control over financial reporting; (iii) the retention, qualifications, independence and performance of the YWCA's independent auditors; and (iv) any other responsibilities and duties as may be determined by the Board from time to time, including those set forth in the Finance Committee Charter, if any, as may be adopted and amended by the Board from time to time, in each case, only to the extent permitted by law, by the Articles of Organization, or by these Bylaws.

ARTICLE 7

INDEMNIFICATION

7.1 **Definitions**

For purposes of this Article 7:

(a) For purposes of this Article, a “Director” or “Officer” means any person serving as a director of the YWCA or in any other office filled by appointment or election by the directors and also includes (i) a Director or Officer of the YWCA serving at its request as a director, officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as a Director or Officer;

(b) “Expenses” means (i) all expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the Board, and

(iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

(c) A "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

7.2 Liability of Officers and Directors Right to Indemnification

To the extent permitted by law, each Director, Officer and member of the YWCA's Committees will be indemnified, defended and held harmless by the YWCA against liabilities imposed upon her/him and against her/him (including attorney's fees), for any action of her/his service in good faith as a Director or Officer or Committee member and against such sums as independent counsel selected by the Board will deem reasonable payment made in settlement of any such claim, action, suit or proceeding; provided, however, that no Director or Officer or Committee member will be indemnified with respect to matters which will be settled by the payment of the sums which counsel for the YWCA may deem unreasonable payment or with respect to matters for which such indemnification would be against public policy or in contravention of laws governing Massachusetts non-profit corporations.

Except as limited by law or by Section 6 of Chapter 180 of the Massachusetts General Laws and to the extent that the YWCA's exemption from federal taxation is not adversely affected thereby, the YWCA may indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding a matter as to which it shall be determined pursuant to Section 7.5 of this Article or adjudicated that he, she, or they did not act in good faith and in the reasonable belief that his, her, or their action was in the best interests of the YWCA, or with respect to a criminal matter, that he, she, or they had reasonable cause to believe that his, her, or their conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the YWCA or alleging that a Director or Officer received an improper personal benefit if he, she, or they is adjudged liable to the YWCA in such Proceeding or, in the absence of such an adjudication, if he, she, or they is determined to be ineligible for indemnification under the circumstances pursuant to Section 7.5 of this Article.

7.3 Settled Proceedings

If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director or Officer, no indemnification shall be provided to him, her, or them with respect to such proceeding if it is determined pursuant to Section 7.5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

7.4 Advance Payments

Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding, may be paid by the YWCA to said Director or Officer in advance of final disposition of the Proceeding upon receipt of his, her, or their written undertaking to repay such amount if he, she, or they is determined pursuant to Section 7.5 of this Article or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 7.5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

7.5 Determinations; Payments

The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Article and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the Board or a committee thereof who are not parties to the Proceeding in question, or (b) independent legal counsel appointed by a majority of such directors, or if there are none, by a majority of the Board in office. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

7.6 Insurance

The YWCA shall have power to purchase and maintain insurance on behalf of any agent, employee, director or officer against any liability or cost incurred by him, her, or them in any such capacity or arising out of his, her, or their status as such, whether or not the YWCA would have power to indemnify him, her, or them against such liability or cost.

7.7 Responsibility With Respect to Employee Benefit Plan

If the YWCA or any of its Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Article, (i) a "Director" or "Officer" shall be deemed to include any Director or Officer of the YWCA who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be deemed to have failed to act in good faith in the reasonable belief that his, her, or their action was in the best interests of the YWCA if he, she, or they acted in good faith in the reasonable belief that his, her, or their action was in the best interests of the participants or beneficiaries of said plan, and (iii) "Expenses" shall be deemed to include any taxes or penalties imposed on such Director or Officer with respect to said plan under applicable law.

7.8 Heirs and Personal Representatives

The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a Director or Officer.

7.9 Non-Exclusivity

The provisions of this Article shall not be construed to limit the power of the YWCA to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the YWCA shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

7.10 Tax Provisions

In no case, however, shall the YWCA indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time the YWCA is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941(d) or § 4945(d), respectively, of the Code. Moreover, the YWCA shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

7.11 7.3 Amendment

The provisions of this Article may be amended or repealed by only by a two-thirds (2/3) affirmative vote of the members only of the Board present at any meeting at which a quorum is present; however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article with respect to ~~her/his~~, her, or their acts or omissions at any time prior to such amendment or repeal, shall apply to ~~her/him~~, her, or them without ~~her/his~~, her, or their consent.

**ARTICLE 8
MISCELLANEOUS PROVISIONS**

8.1 Fiscal Year

The fiscal year begins on July 1 and ends on June 30.

8.2 General Amendments

These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the voting members present at a meeting of the membership, provided the following requirements have been met:

The power to make, amend, or repeal these Bylaws, in whole or in part, shall be with the Board. Amendments to the Bylaws may be approved at the annual meeting or at any regular or special meeting of the Board, after written notice setting forth the purpose of such amendment has been submitted to the Board at least two weeks in advance of such meeting. These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the members of the Board present at any meeting at which a quorum is present, provided the following requirements have been met:

- i. The amendment does not relate to membership in the YWCA USA.
- ii. ~~The amendment was approved by the YWCA Board of Directors~~
- ii. iii. Copies of the amendment, or amendments, were made available to ~~the voting~~all members of the Board at least two weeks in advance of the meeting.
- iv. ~~The notice of the membership meeting stated that amendments to this document would be considered and voted, and where the amendment(s) are available for review.~~

8.3 **Amendments Affecting Membership in the YWCA USA**

Amendment of these Bylaws in a manner that purports to transfer the YWCA's membership in the YWCA USA or which would cause the YWCA not to qualify for continued membership in the YWCA USA may be accomplished by a two-thirds (2/3) affirmative vote of the ~~voting membership present at two successive membership meetings~~members of the Board, provided the following requirements have been met:

- i. The proposal was approved by the YWCA Board of ~~Directors~~ after consultation with the YWCA USA staff or board.
- ii. Written notice of the proposed action was sent to the ~~voting members~~Board at least two (2) weeks prior to each meeting at which such action was to be considered.
- iii. Copies of the amendment, or amendments, were made available to the ~~voting members~~ of the Board at least two weeks in advance of each meeting.
- iv. The notices of these meetings stated that the amendments would be considered and voted.

8.4 **Seal**

The YWCA 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.

8.5 **Dissolution or Reorganization**

Upon the dissolution of the YWCA, the Board of ~~Directors~~ will, after paying or making provision for the payment of all liabilities of the YWCA, dispose of all of the assets of the YWCA exclusively to fulfill the ~~mission of the YWCA~~Mission. Distribution shall be preferably to another YWCA, a group of YWCAs or the YWCA USA, provided the recipient is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law. Any of such assets not so disposed of will be disposed of in a manner determined by the court with jurisdiction over the distribution of such assets, and such distribution shall be consistent with the ~~mission of the YWCA~~Mission. In no event shall any portion of such assets revert to or vest in any donor, incorporator, ~~trustee~~director, officer, agent or custodian of the YWCA or any private person or individual.

8.6 **Execution of Instruments.**

All deeds, leases, transfers, contracts, bonds, notes and other obligations to be entered into by the YWCA in the ordinary course of its business without ~~director~~Board action, may be executed on behalf of the YWCA by the President, Vice President, Treasurer, Secretary or Chief Executive Director~~Officer~~.

8.7 Voting of Securities.

Unless otherwise provided by the ~~directors~~**Board**, the President, Vice President, Treasurer, Secretary or **Chief Executive Director**~~Director~~**Officer** may waive notice of and act on behalf of the YWCA, or appoint another person or persons to act as proxy or attorney in fact for the YWCA with or without discretionary power and/or power of substitution, at any meeting of shareholders of any other corporation or organization whose securities are held by the YWCA.

8.8 Resident Agent

The ~~directors~~**Board** may appoint a resident agent upon whom legal process may be served in any action or proceeding against the YWCA. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which ~~has~~**is** qualified to do business in, and has an office in, Massachusetts.

8.9 YWCA Records

The original, or attested copies, of the Articles of Organization, Bylaws and records of all meetings of the incorporators and ~~members~~**the Board** shall be kept in Massachusetts at the principal office of the YWCA, or at an office of its Secretary or resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection of any ~~member~~ or director for any proper purpose.

8.10 Articles of Organization

All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the YWCA, as amended and in effect from time to time.

RECORD OF ADOPTION AND AMENDMENTS

THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED
AT THE MEMBERSHIP MEETING ON _____ **[NOVEMBER 9, 2023]**

President _____

Secretary _____

ACTIVE/34412609.5

| Summary report: | |
|--|------------|
| Litera Compare for Word 11.4.0.111 Document comparison done on 9/21/2023 8:28:11 AM | |
| Style name: Default Style | |
| Intelligent Table Comparison: Inactive | |
| Original DMS: iw://goodwindms.goodwinprocter.com/ACTIVE/124616762/1 | |
| Modified filename: YWCA NEMA Bylaws (GP Draft 9.20.23)(124616762.7).docx | |
| Changes: | |
| Add | 216 |
| Delete | 242 |
| Move From | 11 |
| Move To | 11 |
| Table Insert | 0 |
| Table Delete | 0 |
| Table moves to | 0 |
| Table moves from | 0 |
| Embedded Graphics (Visio, ChemDraw, Images etc.) | 2 |
| Embedded Excel | 0 |
| Format changes | 0 |
| Total Changes: | 482 |

