

**BYLAWS
OF THE
YOUNG WOMEN’S CHRISTIAN ASSOCIATION
OF WESTMORELAND COUNTY**

ARTICLE 1---Name, Mission, Function

1.1 Name. The YWCA Westmoreland County (hereinafter referred to as “the Association”), is a member of the Young Women’s Christian Association of the United States of America, Inc. (“YWCA USA”) and maintains that membership in accordance with the bylaws of the YWCA USA.

1.2 Mission. The Association unites in the following statement of Mission (“the Mission”): The YWCA Westmoreland County is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom and dignity for all.

1.3 Organization.

- a) The Association is a charitable organization and at all times and within such purposes, shall operate exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- b) The Association is a nonprofit, membership corporation under Title 15, Chapter 57, Subchapter E of the Pennsylvania State Code.
- c) The Association may not take any action prohibited by the laws of Pennsylvania. The Association may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Incorporation and these Bylaws. The Association may not 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—Membership

2.1 Qualifications. Any woman or girl (at least twelve (12) years of age or over) and who is committed to the furtherance of the mission of the YWCA, may join the Association.

2.2 Dues. Payment of membership dues may be required. Such dues shall be at such rate or rates as prescribed by the Board of Directors. Members of certain program groups may be exempt from YWCA membership dues by action of the Board of directors.

2.3 Membership Revocation. The Board of Directors reserves the right to revoke membership for good and sufficient reasons. No membership should be revoked without an opportunity to present evidence before the Board of Directors as to why the membership should not be revoked. A membership may be revoked by 2/3 vote of the Board of Directors.

2.4 Transfer of Membership. Members will be received in transfer from any other member Association of the YWCA USA. Activity fees may be required in addition to membership to participate in activities.

ARTICLE 3– Responsibilities of Voting Members

3.1 Voting. In any proceeding in which voting by Members is called for, each Member, 15 years of age or older, in good standing, shall be entitled to cast one (1) vote.

3.2 As Individuals. The voting Members, acting in accordance with provisions in these Bylaws, shall be responsible for:

- a) Electing a Board of Directors to whom they delegate responsibility for the direction of the Association;
- b) Electing a Board Governance Committee for new Directors; and
- c) Voting on matters requiring a member vote, as determined by the Board of Directors.

3.3 As a Corporate Body. The Association, acting in accordance with provisions in these Bylaws, shall be responsible for:

- a) Having the final vote on any changes in the YWCA Articles of Incorporation and on questions affecting the Association's membership in the YWCA USA;
- b) Having the final vote on any merger, consolidation, or dissolution of the YWCA USA ; and
- c) Discharging such other responsibilities as are outlined in these Bylaws and the Bylaws of the YWCA USA.

ARTICLE 4-- Meetings, Agenda, Quorum, Voting

4.1 Membership Meetings.

- a) Annual Meeting. The annual meeting of the Members 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 (i) receiving annual reports of the Board of Directors, Officers, and various committees; (ii) holding an election or announcing results of elections of Board of Directors; (iii) receiving and approving financial statements showing the financial position of the Association as of the close of its most recent complete fiscal year and the results of operations during such year; and, (iv) transacting such other business as may come before the meeting.

b) Other Regular Meetings. In addition to the annual meeting, the Members may have such other regular meetings as may be established by resolution of the Board of Directors. Each regular meeting shall be held at such place as the Chairperson or the Board of Directors may specify.

c) Special Meetings. Special meetings of the Members may be called by the Chairperson or Board of Directors or upon the written request of at least 25 or more of voting Members of the Association, such request specifying the object of the special meeting. No other business shall be transacted. Notice of such a meeting shall be given at least thirty (30) days in advance of the meeting. If instituted by written request of voting members, the meeting shall be called within sixty (60) days of such request.

4.2 Agenda. The agenda shall include matters of importance to the Association upon which the opinion of the voting Members is desired. Voting Members attending such meetings shall be provided with copies of the agenda, and a vote to approve or amend same will be the first order of business at all meetings, except in the case of special meetings where the agenda business is limited as set forth in Section 4.1(c).

4.3 Methods of Conducting a Meeting. Members may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all participating Members may simultaneously hear each other's communications during the meeting.

4.4 Notice. A notice of any meeting of the Members shall be delivered to each Member who is entitled to attend the meeting at least ten days in advance thereof, and shall indicate the time and place of and the business to be transacted at the meeting. Notice may be delivered by direct mail, facsimile, electronic mail, or by publication in a newspaper of general circulation, or in an Association or other YWCA publication mailed to Members. The Board of Directors shall direct the manner by which notice will be given.

4.5 Waiver of Notice. Any Member may waive notice of any meeting by written statement, electronic mail, or facsimile sent by the Member, signed before or after the holding of the meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Quorum. Nine qualified voters shall constitute a quorum at the membership meetings. Procedures for quorum determination will be determined by the Board of Directors.

4.7 Participation in Membership Meetings.

- a) Voting Members. Members fifteen (15) years of age and over shall have the privilege of voting at membership meetings in accordance with these Bylaws.
- b) Non-Voting Participants. Other members (twelve (12) through fourteen (14) years of age), Associates, and community representatives shall have all the privileges of the membership meeting, with the exception of voting.

4.8 Voting Procedures.

- a) All Members shall be entitled to attend any meeting and shall be entitled to vote as set forth in these bylaws. Voting by proxy shall not be permitted. Other persons may be invited to attend such meetings, but such persons shall have no vote.
- b) Except in the case of elections where voting may be by ballot, voting at a meeting may be by ballot, voice, or show of hands as the Chairperson of the meeting may rule, unless otherwise determined by the Members entitled to vote.
- c) Unless otherwise required by law, the Articles of Incorporation or these Bylaws, any question (other than an election) presented to a meeting of the Members at which a quorum is present shall be determined by a majority of those actually voting. Elections shall be determined by a plurality of those actually voting.

ARTICLE 5--Voting Delegates to National Meetings

5.1 Qualification. Voting delegates to meetings of the YWCA USA must be voting members.

5.2 Selection. The Board of Directors shall appoint two voting delegates to meeting of the YWCA USA in accordance with the provisions of the Bylaws of the YWCA USA, as applicable. At least one (1) of the voting delegates to the YWCA USA must be a volunteer.

5.3 Salaries and Expenses. The voting 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.

ARTICLE 6--Non-Member Participants

6.1 Girls aged less than 12 years and all men and boys may participate in YWCA programs as YWCA associates, in which case they are not considered members of the YWCA. They may pay registration fees as determined by the YWCA Board of Directors.

**ARTICLE 7—Qualifications for Directors,
Officers, Association Board Governance Committee and Standing Committees**

7.1 Qualifications.

Directors, Officers, members of the Board Governance Committee and standing committees shall be voting Members who have consented to individual acceptance of responsibility to further the achievement of the Mission of the Association. Members of the Board of Directors less than 18 years of age, under Pennsylvania State Law, cannot vote on contractual matters.

ARTICLE 8– Board of Directors

8.1 Number. There shall be no fewer than 15 and not more than 21 Directors of the Association.

8.2 Responsibilities. As the leaders of the Association, the Board of Directors is responsible for:

- a) Determining and approving the Association's overall direction, key aims, and policies that ensure alignment with and the ability to forward the YWCA Mission
- b) Monitoring the organization's overall fiscal, programmatic operations, and public relations status to ensure alignment with and the ability to forward the YWCA Mission.
- c) Sustaining membership in the YWCA USA by ensuring ongoing compliance with current membership affiliation requirements.

8.3 Nominations. Procedures for nomination of Directors, as established in Articles 11 and 12 of these Bylaws, shall assure a Board of Directors that is representative of the total membership of the Association and the community.

8.4 Election, Term of Office, Vacancies.

a) **Election.** No more than 33% of the entire number of the Board of Directors, exclusive of ex-officio Directors, shall be elected annually by voting Members from candidates nominated according to provisions in Article 12 of these Bylaws. Exceptions may be made in a given year when Director nominations exceed 33% due to vacancies.

b) **Term of Office.** 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 her earlier resignation or removal. The date of the Board meeting subsequent to the election shall be the date on which the term of office begins and expires. No Director may serve more than two (2) full terms in succession unless exception is made according to the following provisions:

- 1) When renomination to the Board of Directors is requested by the Board Governance Committee of the Board in order that the Director serving two (2) full terms previously may be nominated as President or President-Elect of the Association;
- 2) To extend the term of a President by nominating her to fill a vacancy for not more than two (2) years of an unexpired term when unusual circumstances require continuity in the office of a President.

c) Vacancies. The Board will fill any vacancies occurring in the interim between annual elections from nominations made by the Association Board Governance Committee. The person appointed to fill such a vacancy shall serve the remainder of the term and then be eligible for nomination and election for two (2) succeeding full terms.

8.5 Removal. Any Director may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause. In addition, the Board of Directors may consider any board member as having resigned when that Board member has three or more unexcused absences in any 12 month period. "Excused" shall be determined by the President, or by a majority of the Board members present and voting. Board members will accept the resignation by a two-thirds (2/3) vote. When a Director is removed, her successor shall be elected or appointed according to Section 8.3 and Section 8.4 above to complete the term of her predecessor.

8.6 Conflict of Interest. No Director will vote on any matter in which, to her knowledge, the Director, a member of the Director's immediate family or life 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 Association. A Director will disclose fully to the Board the nature of any potential conflict of interest. Her failure to do so will be cause for immediate removal from the Board of Directors.

8.7 Salaries and Expenses. No Director shall receive a salary or other compensation by reason of the fact that she is a Director, but shall be entitled to reimbursement of reasonable expenses for travel.

8.8 Resignations. A Director may resign at any time by sending a letter to the President. The President will notify the Board of the resignation. The resignation is effective upon its receipt by the President or a subsequent time as set forth in the notice of resignation.

8.9 Committees of the Board of Directors. There shall be such standing and special committees of the Board of Directors as are required to carry on its work. All standing committees are

established by the Board of Directors. The chairperson of each standing committee of the Board of Directors shall be a Director.

ARTICLE 9– Directors’ Meetings

9.1 Meetings.

- a) **Annual Meeting.** The annual meeting of the 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 (i) receiving annual reports of the Board of Directors, Officers, and various committees; (ii) announcing results of elections of officers; (iii) receiving and approving financial statements showing the financial position of the Association as of the close of its most recent complete fiscal year and the results of operations during such year; and, (iv) transacting such other business as may come before the meeting.
- b) **Other Regular Meetings.** The Board of Directors shall hold no less than 8 regular meetings each year to be held on the 4th Tuesday of each month. There will be no regular meetings in December. Meetings are called by the President in consultation with the Executive Director. The agenda shall include minutes of the previous board meeting and any of the meetings of the Executive Committee held in the interim. It shall include reports and information needed for the Board of Directors action upon old and new business, and for keeping the Board of Directors informed about the work of the association.
- c) **Special Meetings.** Special meetings of the Board may be called by the President or Board of Directors at any time and place and shall be called within five (5) days of a request in writing from the President or one-third of the Directors, such request specifying the object of the special meeting. No other business shall be transacted.

9.2 Methods of Conducting a Meeting. Directors may participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all participating Directors may simultaneously hear each other’s communications during the meeting.

- a) In the event of an emergency, inclement weather or other significant barrier to meeting attendance, Directors may participate and vote on Action items via conference call with prior approval of the President. Directors must request conference call attendance at least 4 hours in advance of the meeting.

9.3 Notice. A written notice of any meeting of the Directors, regular or special, shall be mailed, delivered personally, or sent by facsimile or electronic mail to each Director who is entitled to attend the meeting at least five (5) days in advance thereof, and shall indicate the time and place of the meeting. Notice for a special meeting shall also include the purpose of such meeting.

Such notice may be by direct mail or by publication in a newspaper of general circulation, or in an Association or other YWCA publication mailed to the electorate. The Board of Directors shall direct the manner by which notice will be given.

9.4 Waiver of Notice. Any Director may waive notice of any meeting by written statement, electronic mail, or facsimile sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

9.5 Quorum. 50% or one-half of the Directors of the Association shall constitute a quorum at the meetings, but if less 50% or one-half of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

9.6 Voting Procedures.

- a) All Directors shall be entitled to attend any meeting and shall be entitled to vote on such matters pertinent to the Association and subject to a vote of the Directors. Voting by proxy shall not be permitted. Other persons may be invited to attend such meetings, but such persons shall have no vote.
- b) Except in the case of elections where voting may be by ballot, voting at a meeting may be by ballot, voice, or show of hands as the Chairperson of the meeting may rule, unless otherwise determined by the Directors entitled to vote.
- c) Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any question presented to a meeting of the Directors at which a quorum is present shall be determined by a majority of those actually voting.

9.7 Manner of Action. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

9.8 Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- a) that Director's dissent is entered in the minutes of the meeting;
- b) that Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or

- c) that Director forwards her written dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting.

Such right to dissent shall not apply to a Director who voted in favor of such action.

9.9 Consent Without Meeting. Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors or Committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members to the Committee then in office. Such consent shall have the same effect as a vote of such Directors or Committee members and may be stated as such in any Articles or documents filed with the Commonwealth of Pennsylvania.

ARTICLE 10– Officers of the Association

10.1 Officers.

- a) Positions. The Officers of the Association shall be a President of the Board, one or more Vice Presidents of the Board, a Secretary, and a Treasurer. Additional Officers may be added as the Board of Directors may determine from time to time. The Officers of the Association shall serve also as Officers of the Board of Directors.
- b) Election. The Board of Directors shall elect the Officers.
- c) Additional Officers. The Board of Directors may elect one (1) or more additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers, each of whom may be a Director, and may also appoint such other Officers, employees, and agents as they may deem necessary for the transaction of the business of the Association.

10.2 Duties.

- a) President. The President of the Association shall preside at all business meetings of the Board of Directors and membership. Partnering with the Executive Director, she is responsible for motivating others toward the fulfillment of the mission of the YWCA of the USA. She may sign approved contracts or designates, with board approval, the appropriate person. The President shall have such other powers and duties as may from time to time be prescribed by the Bylaws or by resolutions of the Board of Directors.
- b) Vice President. In the absence of the President, the Vice President shall perform the duties of President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from

time to time may be assigned to the Vice President by the President or by the Board of Directors.

- c) Executive Director. The Executive Director of the Association shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Association. The Executive Director shall be a voting Member or an Associate of the Association. She shall serve as an ex-officio, non-voting Director. She shall be required to attend National training, conferences, and meetings. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as the Executive Director shall deem necessary; to prescribe their powers, duties, and compensation; and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. The Executive Director shall have authority to sign, execute, and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents, or instruments necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the Executive Director may authorize any other Officer or agent of the Association to sign, execute, and acknowledge such documents or instruments in the Executive Director's place and stead. In general, the Executive Director shall perform all duties as may be prescribed by the Board of Directors from time to time.
- d) Secretary. The Secretary of the Association shall serve as the Secretary of the meetings. She shall see that Directors and voting Members are properly notified according to procedures approved by the Board of Directors. She shall be responsible for keeping accurate minutes of such meetings, including a record of all actions taken. She may be assisted by recorders appointed by the President.
- e) Treasurer. The Treasurer shall ensure that the financial operations of the Association are managed effectively and efficiently, and that the funds of the Association are deposited in a bank designated by the Board of Directors. She shall see that an audit is conducted by a qualified auditor at the end of the fiscal year. She shall assure that a complete financial statement is presented at the annual meeting of the Board. The treasurer shall provide all requested financial and statistical information requested by the YWCA USA. The Treasurer shall see that all financial obligations to the YWCA USA are paid at the time designated by the Board of Directors or the Finance Committee.
- f) Assistants and Acting Officers. Assistant Secretaries and Assistant Treasurers, if any, selected by the Board of Directors shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer,

respectively, or by the President or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an Officer whenever for any reason it is impracticable for such Officer to act personally. Such acting Officer so appointed shall have the powers of and be subject to all the restrictions upon the Officer to whose office the acting Officer is so appointed except as the Board of Directors may by resolution otherwise determine.

10.3 Election. The Board Governance Committee will present a slate of Officers for election by the Board. The Officers shall be elected by the Board of Directors at the annual board meeting. They shall serve for one (1) year or until their successors are elected, provided that they are still Directors. They may be reelected for a maximum of one (1) additional term.

10.4 Removal. Any Officer elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause.

10.5 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

10.6 Salaries. No Officer shall receive a salary from the Association by reason of the fact that she is an Officer of the Association.

10.7 Service in More Than One Office. Any two (2) offices of the Association may be held by the same person but no Officer shall sign, acknowledge, or verify any instrument in more than one capacity.

ARTICLE 11– Committees of the Association

11.1 Association Board Governance Committee.(formerly Nominating Committee)

- a) Members. The Board Governance Committee shall consist of three (3) Members from the general membership of the Association and four (4) Directors. The President and Executive Director shall be ex-officio members of the Committee but without the right to vote.
- b) Duties. Among other board governance duties, the committee shall present an annual slate of candidates for election to the board. The Committee shall maintain a list of potential candidates, selected from the total membership of the Association, who are qualified by skill and experience to be Directors or serve on the committees of the Association. The Committee also shall carry the responsibilities outlined in Section 12.1 and, in addition, shall present candidates for vacancies occurring on the Board of Directors or on elected committees during the interim between regular elections.

c) Election, Term of Office. All members of the Board Governance Committee shall be elected annually by the Members with the approval of the Board of Directors and shall serve for one (1) term, unless appointed to serve for subsequent terms.

11.2 Executive Committee. Executive Committee consists of the Officers of the board and not more than two (2) additional Directors appointed by the Chairperson upon commencement of her term. The Committee may hold meetings in the interim between regular meetings of the Directors for purposes that ensure the fulfillment of established goals. The Executive Committee shall be subject to direction by the 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. All actions of the Executive Committee must be ratified by the Board of Directors at its next regular meeting, except where advance authority for such action has been granted.

11.3 Finance Committee. The Finance Committee shall regularly review financial reports of YWCA, make recommendations to the Board of Directors regarding all financial policies, procedures and controls, and assist in the presentation of the annual budget. The Treasurer, the President, and Executive Director shall be members of the Finance Committee. Other members at large may be appointed by the Board Chair. The Treasurer serves as Chair of the Finance Committee. The Finance Committee may also serve as audit committee.

11.4 Other Committees of the Association. The President may appoint special committees of the Association for specific studies, concerns, or events related to the work of the Association when such responsibilities are not delegated to standing or special committees of the Board of Directors.

ARTICLE 12– Nomination and Election Procedures

12.1 Nomination. The Board Governance Committee, in accordance with Section 11.1, shall present to the Association electorate a ballot, including nominees for Board of Directors, the Officers, and the Board Governance Committee, in advance of the last regular meeting prior to the annual meeting of the membership.

12.2 Balloting Methods. The Board of Directors shall be responsible for the establishment of balloting methods that safeguard the rights of voting Members to a secret ballot and that provide assurance that ballots are cast only by voting Members.

ARTICLE 13– Staff of the Association

13.1 Employment. All staff shall be employed according to policies established by the Board of

Directors.

13.2 Management. The management of the Association shall be entrusted by the Board of Directors to the Executive Director and to such other management staff as may be required

ARTICLE 14-- Contracts, Loans, Checks, and Deposits; Special Corporate Acts

14.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contracts, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Association. Such authority may be general or confined to specific instances but the appointment of any person other than an Officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or any other instrument in the name of and on behalf of the Association, without specifying the executing Officers, the Executive Director or the Secretary may execute the same.

14.2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

14.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

14.4 Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

14.5 Voting of Securities Owned by the Association. Subject to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by the Association may be voted at any meeting or security holders of such other corporation by the President of the Association, or, in the absence of the President, by the Treasurer of the Association; or in the absence of the President and Treasurer, by the Secretary of the Association. Such consent in respect to any shares or other securities issued by any other corporation and owned by the Association shall be executed in the name of the Association by the President, Treasurer, or Secretary of the Association without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature, or attestation by another Officer.

14.6 Contracts Between the Association and Related Persons. Any contract or other transaction between the Association and one or more of its Directors, or between the Association and any firm or entity of which one (1) or more of the Association's Directors are Directors, Officers, partners, shareholders, or employees, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors participation in such action, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This section shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 15-- Decentralized Units

15.1 Organization. The Association may organize such branches as may be expedient for the development of the Association in certain geographic areas within the total community served by the Association.

15.2 Discontinuance. The Association may discontinue any of the branches, provided the proposal has been referred to a Board of Directors meeting for discussion and consideration. Final decision and action shall be the responsibility of the Board of Directors.

ARTICLE 16-- Indemnification

16.1 Indemnification. The Corporation shall indemnify its Directors and officers against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person served as a Director or officer of the Corporation, to the fullest extent provided by law.

16.2 Authorization of Indemnification. Indemnification shall be made unless there is a determination that such officer or Director did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation. Such determination shall be made:

- a) By majority vote of a quorum of Directors who were not parties to such action or suit.
- b) If a quorum of disinterested Directors direct, by written opinion of legal counsel for the Corporation, or by other independent counsel.

16.3 Other employees, agents, or other non-Director or non-officer volunteers may be indemnified by the Corporation in accordance with the statutes and laws applicable to Pennsylvania nonprofit corporations.

16.4 Liability Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against her and incurred by her in any such capacity or arising out of her status as such, whether or not the Association would have the power to indemnify her against such liability under this Bylaw.

ARTICLE 17-- Fiscal Year

17.1 Fiscal Year. The Fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE 18-- Rules of Order

18.1 Rules. The proceedings of the Association shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules conflict with provisions of applicable law, these Bylaws, or any special rules of order the Association may adopt.

ARTICLE 19-- General Amendments

19.1 Bylaw Amendments. These Bylaws may be amended at any regular or special meeting of the membership, by a two-thirds (2/3) affirmative vote of those voting provided that:

- a) The amendment does not relate to membership in the YWCA USA; and
- b) Notice of the meeting stating that a proposed Bylaw amendment will be considered and voted upon has been given to the Directors at least five (5) days prior to the meeting.

ARTICLE 20-- Amendments Affecting Membership in the YWCA USA

20.1 **Transfer of Membership in the YWCA USA or Change in Form of Organization.** For any Bylaw amendment which would alter these Bylaws in such a way as to affect the Association's affiliation with the YWCA USA, the required procedures for general amendments must be met and, in addition, the amendment must be passed by a two-thirds (2/3) affirmative vote of the voting Members present at two (2) subsequent meetings of the membership.

20.2 **Dissolution or Reorganization.** Any action to dissolve the Association or to reorganize it in a form which would not qualify for continued membership in the YWCA USA must be passed by a two-thirds (2/3) affirmative vote of the voting Members present at two (2) successive membership meetings after the following requirements have been met:

- a) The proposal was approved by the Board of Directors after consultation with the YWCA USA staff;
- b) Written notice of the proposed action was sent to the voting Members at least two (2) weeks prior to each meeting at which such action was to be considered; and
- c) The notice of these meetings stated that the proposed action would be considered and voted upon.

20.3 **Disposition of Assets upon Dissolution.** Upon the dissolution of the YWCA Westmoreland County, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of its assets exclusively to fulfill the stated purposes of the Association. Distribution shall be, preferably, to another YWCA, a group of YWCAS or YWCA USA qualified as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law and qualified to receive same.

Any assets not so disposed of shall be disposed of by the district court of the county in which the registered office of the Association is then located exclusively to fulfill the stated purposes of the Association as said court shall determine.

In no event shall any portion of the Association's assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the Association or any private person or individual.

ARTICLE 21-- Miscellaneous Provisions

21.1 **Construction of Bylaws.**

- a) If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- b) The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

BYLAWS ADOPTED

June 17, 2014