

CARLISLE YOUNG MEN'S CHRISTIAN ASSOCIATION

Update September 29, 2023

BY-LAWS OF THE BOARD OF DIRECTORS
A PENNSYLVANIA NON-PROFIT CORPORATION
ORGANIZED DECEMBER 15, 1881

PREAMBLE

Except as hereinafter provided the structure, powers, organization, management and business of the Carlisle YMCA shall be in accordance with the expressed provisions of the laws of the Commonwealth of Pennsylvania as stated in the Non-Profit Corporation Law of 1972. The Carlisle Family YMCA is a non-profit charitable organization open to all people regardless of age, sex, religion or income for the purpose of putting Judeo-Christian principles into practice through programs that build healthy spirit, mind and body for all.

ARTICLE I

Rights of Membership

Section 1. Any individual without regard to race, creed, color, sex or national origin, who is in sympathy with the purpose and objectives of the Association, may become a member in accordance with such provisions as may be established from time to time by the Board of Directors.

All members are entitled to the privileges and responsibilities offered according to division and age classification, which is defined in the Association's Membership Policy.

Section 2. Should the Carlisle Family YMCA be dissolved or sold, assets would be liquidated to cover existing debts. The Board of Directors will donate any surplus funds to other YMCAs or non-profit associations who share a similar mission. It is prohibited that surplus funds be used for private inurement to any person in the event of a sale or dissolution of this institution.

ARTICLE II

Membership

Section 1. All applications for membership shall be passed upon in such manner as the Board of Directors may determine.

Section 2. Qualifications for Voting Membership – Any person nineteen (19) years of age or over who is a member in good standing may become a voting member of this Association if they signify that they are in sympathy with the purposes of the Association, indicate their willingness to cooperate actively in achieving these purposes, share financially in forwarding the work of the Association, and assume the responsibilities and obligations inherent with membership.

Section 3. Authorization - The voting members of the Corporation as provided for in this Article shall be the members having the control of the corporate functions of the Association, with the sole voting rights and powers on all matters, which, under the laws under which this Corporation is founded, require a vote of members of the Corporation.

Section 4. Function of Voting Membership – The voting members collectively have three (3) inherent responsibilities:

1. To maintain the membership of the Corporation in proper status.
2. To adopt and amend the By-Laws for the government and management of the Association through the Board of Directors and ratified at the annual meeting.
3. To elect the Board of Directors.

ARTICLE III

Management

Section 1. The management of this Association shall be vested in a Board of Directors consisting of not less than fifteen (15) or more than twenty-five (25) members who are twenty-one (21) years of age or over and who possess the qualifications for holding office in the Association as defined in Article II, Section 2, of these By-Laws.

Section 2. The officers of the Board of Directors shall be a President, Vice President, Recording Secretary and a Treasurer, as provided for in these By-Laws. These shall be the officers of the Association.

Section 3. The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the Association in all its details. No contract, debt or objection shall be binding unless contracted under authority of the Board except as provided in these By-Laws.

Section 4. The Board of Directors shall have power to fill the unexpired terms of all vacancies occurring in their number between annual elections.

ARTICLE IV

Association Meetings

Section 1. There shall be an Annual Meeting of the membership within one hundred twenty (120) days of the close of the fiscal year, at which time annual reports for the year shall be presented by the President, Treasurer, and Chief Executive. Members will be notified through the Association's publication of the date on which the Annual Meeting will be held. Any other business pertaining to the functions of the Association may be acted upon, not inconsistent with the Constitution and By-Laws.

Section 2. The Association shall hold such other regular meetings as may be provided for in these By-Laws.

Section 3. Special Association Meetings may be called by the President or by order of two-thirds ($\frac{2}{3}$) of the Board of Directors; or, upon the written request of fifteen (15) voting members of the Association, the President or the Recording Secretary shall call a meeting, specifying the purpose which shall be incorporated in the notice, and which shall be posted conspicuously in the Association building for at least ten (10) days preceding the meeting. A notice of such meetings shall also be mailed to every voting member at least one (1) week before the meeting. No business shall be transacted at such meetings except for that which the call is issued.

Section 4. Twenty-five (25) members shall constitute a quorum at any annual or special meeting of the Association.

Section 5. All meetings of the Association shall be opened with devotional exercises or prayer.

Section 6. No question of a sectarian or partisan political character shall be acted upon or discussed in any meeting of this Association or of its Directors.

ARTICLE V

Elections

Section 1. The Annual Election of Directors shall be held on the day of the Annual Association Meeting, at which time there shall be chosen by ballot one third ($\frac{1}{3}$) of the total number of Directors who shall be elected for a three (3) year term. Each director will be limited to two (2) consecutive terms of three (3) years duration after which a period of one (1) year absence from the Board will be necessary before election again.

Section 2. At least thirty (30) days preceding the annual election, the President shall appoint a Nominating Committee of five (5) to nominate members for election to the Board of Directors and to nominate officers of the Board. At least fifteen (15) days before the election, the Nominating Committee shall post conspicuously in the Association building a copy of this section of the By-Laws, together with the names they nominate. Additional nominations may be made at the Association's Annual Meeting.

ARTICLE VI

Board of Directors Meeting

Section 1. Except for emergencies, the regular meeting of the Board of Directors shall be held on the fourth Tuesday of each month; and one-third ($\frac{1}{3}$) of the membership of the Board shall constitute a quorum for the transaction of business.

Section 2. Special meetings may be called by the Recording Secretary, at the request of the President, or upon written request of one-third ($\frac{1}{3}$) of Board Members. The object of such meetings shall be stated in the call.

Section 3. The general order of business at meetings of the Board may be as follows:

1. Roll call
2. Acceptance of Minutes of the previous meeting of the Board
3. Report of the Treasurer
4. Reports of the Standing Committees
5. Reports of Special Committees
6. Unfinished Business
7. New Business
8. Report of the Chief Executive

Section 4. Board Action via Email:

- a) Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if a written consent to such action is signed by a quorum of the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.
- b) For purposes of this section, "written consent" shall include consent sent by a Director by email to the Carlisle Family YMCA staff person designated as the YMCA contact person for the committee or Board, if sent from the email address designated by that Director for the

communication of Carlisle Family YMCA Board business.

- c) Each member of the Board shall submit to the Secretary at the commencement of their term of service, an email address designated for conducting Carlisle Family YMCA Board business. Board business can only be conducted from this email address.

ARTICLE VII

Board of Trustees

Section 1. The Nominating Committee of the Board of Directors may nominate members for election onto the Board of Trustees who shall be voted upon at a meeting of the Board of Directors after the annual election of the Association.

Section 2. The Trustees shall elect a Chairman from their own number. The Chief Executive, who shall serve as Recording Secretary of the Trustees, and the President of the Board of Directors, shall be an ex-officio member of the Trustees. The Trustees shall meet at least annually upon the call of the President of the Board of Directors or the Chairman of the Trustees.

Section 3. Board of Trustees – the Board of Directors shall elect the Trustees and the appointment may be for a life term.

Section 4. The Board of Trustees shall be empowered and charged by the Board of Directors with such duties and responsibilities as the Board of Directors shall, from time to time, in the exercise of its discretion deem fit and proper. Title to real estate, previously vested in the Board of Trustees, shall hereafter be deemed and taken to be transferred to and vested in the Carlisle Young Men’s Christian Association without further act or deed.

ARTICLE VIII

Election and Responsibilities of Officers

Section 1. At the first regular meeting or at a special meeting of the Board of Directors after the annual meeting of the Association, the Board shall elect from its own number a President, a Vice President, a Recording Secretary and a Treasurer. The said officers shall be the officers of the Association and of the Board and shall hold office for one (1) year, or until their successors are elected and qualify. They shall have power to perform the duties incumbent upon the officers of like name in similar Associations, subject to these By-Laws and such regulations as may be provided.

- a) Directors may serve consecutive one-year terms in the same office, but must be re-elected to the office each year.
- b) Whereas it is desirable, for the sake of continuity, for an officer to serve two consecutive years in that office should s/he be willing to do so and should s/he be elected to serve again by the Board of Directors, should an officer be first elected to serve in that office in the third year of his or her second consecutive term (see Article V, Section 1), the Board of Directors may vote at the annual meeting at the end of the last year of the last term to extend the officer's term of service by a maximum of one (1) year.

Section 2. The President shall preside at all business meetings of the Association and the Board of Directors. The President shall make to the annual meeting of the Association a full report of the year's work; shall appoint all standing committees of the Board and of the Association; and shall designate the chairman thereof, subject to the approval of the Board of Directors.

Section 3. The Vice President, during the absence or disability of the President, shall have the power to perform all the duties of the President.

Section 4. The Treasurer shall account for all money received for the Association and shall disburse them under the policies established by the Board of Directors; report same to the Board of Directors at their monthly meetings and to the Association at the annual meetings; and at other times required. The Treasurer or designated employees shall deposit all funds of the Association promptly in such depositories as shall be designated by the Board of Directors.

Section 5. The Recording Secretary shall keep a record of the minutes of all the business meetings of the Association and the Board of Directors, and shall attest same with signature; shall notify all officers of their election and all committees of their appointments; shall notify all officers and directors of all business meetings of the Association and the Board of Directors; shall be the custodian of the seal of the Association, and of the record of the minutes of all business meetings, which shall be kept in the Association office.

Section 6. The Chief Executive shall be employed by the Board of Directors. The Chief Executive shall be the executive officer of the Board and of the Association; shall have general supervision of the work of all employees; shall sign all orders on the Treasurer for the disbursement of funds, subject to the approval of the Finance Committee or the Board of Directors; shall attend all meetings of the Board of Directors, and shall make monthly reports to the Board of Directors.

Section 7. The Chief Executive is charged with the Administration of all the affairs of the Association and with carrying out the policy and decisions of the Board of Directors. The Chief Executive shall be an ex-officio member of the Association, the Board of Directors, and all committees of the Association. The Chief Executive hires and supervises the employees of the Association; and consults with committees involved when hiring full-time ('exempt') employees. The Chief Executive shall supervise the employment of all employees and has the authority to appoint and discharge all employees of the Association and other such duties as assigned by the Board.

Section 8. A Personnel Policy shall be adopted by the Board to govern all employee practices and benefits.

ARTICLE IX

Committees

Section 1. The Executive Committee, consisting of the four (4) officers of the Association, the Chief Executive, and the Chairman of the Standing Committees, shall act for the Board of Directors in the interim between Board meetings, but shall not have power to reverse any action or policy of the Board. It shall be the responsibility of the Executive Committee, in conjunction with the Chief Executive, to act as a personnel committee to establish personnel policies and practices and to act as a long-range planning committee to give direction to the Association. The President of the Board shall be chairman of the Executive Committee and the President or any two (2) members may call meetings at any time and one-third ($\frac{1}{3}$) of the members shall constitute a quorum. The Executive Committee shall report to the regular meetings of the Board of Directors all of the actions of the Executive Committee, which, when approved, shall become the actions of the Board.

Section 2. There shall be the following Standing Committees. They shall be appointed annually by the President and approved by the Board of Directors.

1. Budget and Finance Committee
2. Financial Resources Committee
3. Board Development Committee
4. Property Committee
5. Membership and Marketing Committee
6. Endowment Committee
7. Camping Services Committee

The Board, the President and/or Standing Committee Chairpersons may appoint additional sub-committees and ad-hoc committees, as needed. The President and the Chief Executive of the Association shall be members ex-officio of all committees and shall be invited to all committee meetings.

Section 3. Each Standing Committee shall keep minutes of its meetings and file same in the Association office. It shall submit to the Board of Directors current reports of work done. It shall not enter into any contract or incur any indebtedness or financial obligation of any kind except under authority of the Board of Directors.

Section 4. The Budget and Finance Committee is responsible for monitoring the monthly performance of the Association's operating budget; presenting monthly financial statements at scheduled board meetings; and recommending to the Board the annual operating budget including rates, fees, and expenditures for Board approval. This committee is also responsible for cultivating the growth of the Association's Endowment Fund, so as to provide for future programs, facilities, and services.

Section 5. The Financial Resources Committee is responsible for strategic financial planning and the development of financial resources sufficient to carry on the mission and programs of the Association. This committee oversees the Annual Contributed Support campaign and establishes ad-hoc committees to be charged with Special Event fund-raising.

Section 6. The Board Development Committee shall be responsible for nominating and recruiting future Board members; orientation and training of new Board members; and general education of existing Board members regarding the Association's activities, mission, and role in the community.

Section 7. The Property Committee shall have general responsibility for the entire building and all other physical assets of the Association. Further, the Property Committee shall be responsible for the alterations, repairs, new construction or additions for all buildings or property of the Association. At the direction of the Board, funds to accomplish the work of this committee shall be provided in the budget, or otherwise procured or underwritten before any work is performed or materials ordered. The Property Committee shall recommend to the Board of Directors all contracts for work not in the current operating budget.

Section 8. The Membership and Marketing Committee shall have responsibility for: (a) promoting both membership growth and retention with regard to the Association's membership base; (b) communicating with members regularly with regard to the activities and purposes of the Association; and (c) receiving suggestions and concerns from the members and recommending appropriate policies and procedures to the Board of Directors. Subject to the approval of Board of Directors, this committee determines membership classifications, and policies.

Section 9. The Endowment Committee shall have oversight of the Endowment Fund. Duties will include promotion of the fund, acknowledgement of contributions to

the fund and review of the fund's performance as directed in the Endowment Fund Agreement.

Section 10. The Camping Services Committee shall have responsibility for oversight of all day camp and resident camp programs. Duties include regular review of facilities, risk management reviews, program evaluation and planning to ensure that quality standards are met.

ARTICLE X

Organizations

Section 1. No organizations shall be effected within or in connection with this Association except with the approval of the Board of Directors, and all such organizations shall be under the control of the Board of Directors and their constitution, by-laws and rules, which shall be approved by the Board of Directors. The Board of Directors shall have the power to overrule any action, and at any time, to reorganize or disband any such organization.

Section 2. The President and the Chief Executive shall be ex-officio members of any and all such organizations.

Section 3. No group, organization, club or committee within the YMCA shall enter into any financial obligation or contract unless authorized by the Board of Directors.

Section 4. If it is desired that the YMCA shall assume any financial responsibilities for any club or other subsidiary organization of any kind whatever, authority must be first obtained from the Board of Directors; and a certified copy of that portion of the minutes of the Board meeting making such authorization must be made a part of said contract.

Section 5. All organizations using the name YMCA and getting money from sources other than membership shall submit upon request annual financial reports to the Board, through the Chief Executive.

ARTICLE XI

Discipline

Section 1. In case of misconduct or neglect of duty in office, a two-thirds ($\frac{2}{3}$) majority of the Board of Directors may declare the office of such offender vacant.

Section 2. Full authority is given the Board of Directors or authorized committee or subcommittee to deal with all cases of disorder, insubordination or immorality on the

part of any member or person visiting the building(s) or taking part in any meeting of the Association, provided the accused shall have had reasonable notice and opportunity for presenting a defense.

ARTICLE XII

Indemnification of Officers, Directors, Employees and Agents

Section 1. Indemnification in Third Party Proceedings. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a representative, or is or was serving at the request of the Association as a representative of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she:

- a) Acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association; and
- b) With respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person:

- a) Did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association; and
- b) With respect to any criminal action or proceedings, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another Association, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association; and, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for

negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the Court of Common Pleas of Cumberland County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Common Pleas or such other court shall deem proper.

Section 3. Mandatory indemnification. Notwithstanding any contrary provision of the articles of these by-laws, to the extent that a representative of the Association has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in either Section I or Section II above, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Determination of entitlement to Indemnification. Unless ordered by a court, any indemnification under Section I or II above shall be made by the Association only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such paragraph. Such determination shall be made:

- a) by the Board by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceedings; or
- b) if such a quorum is not obtainable, then by independent legal counsel in a written opinion.

Section 5. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount until it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in Section I through II above.

Section 6. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Association and may inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the Association or is or was serving at the request of the Association as an officer, director, employee or agent of another Association, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or

not the Association would otherwise have the power to indemnify such person against such liability.

Section 8. Reliance on Provisions. Each person who shall act as an authorized representative of the Association shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE XIII

Amendments

Section 1. These By-Laws may be amended at any regular meeting of the Board of Directors by a two-thirds ($\frac{2}{3}$) vote of all the members present, provided notice of such amendment shall have been made in writing at a previous regular meeting. The Board is hereby authorized to amend and modify the By-Laws on behalf of the membership. Said By-Laws are enacted to be effective immediately upon approval by a two-thirds ($\frac{2}{3}$) vote of all Board members present at a regular meeting and provided notice of such amendment shall have been made in writing at a previous regular meeting. Amendments must be ratified at the next annual meeting of the Association.

Approved by the membership at the
Annual meeting on January 29, 1991.

Amended at the annual meeting
January 26, 1993

Amended at the annual meeting
September 21, 1999

Amended October 10, 2000

Amended November 8, 2000

Amended at the Annual Meeting
September 28, 2004

Amended at the Annual Meeting
September 24, 2019

Amended at the Annual Meeting
September 27, 2022

Amended at the Annual Meeting
September 29, 2023