

BYLAWS
OF
YOUNG MEN'S CHRISTIAN ASSOCIATION OF DELAWARE

ARTICLE I

Purpose:

The purpose of the Young Men's Christian Association of Delaware (the "Association") shall be to effectuate the mission, objectives and programs of the Young Men's Christian Association of Delaware as set forth in the mission and vision statements adopted by the Association's board of directors ("Board of Directors" or "Board").

ARTICLE II

Membership:

Section 1. In keeping with the YMCA of Delaware's commitment to diversity, equity and inclusion, any person regardless of age, gender identity, sexual orientation, religion, race or ethnicity, ability, country of origin, language, social or economic background, size, or veteran status, who is in sympathy with its purpose, may become a member of this Association upon complying with such regulations as shall be prescribed by the Board of Directors.

Section 2. Members of the Board of Directors and branch board of managers shall be designated the voting members of the Association ("Voting Members").

Section 3. The Voting Members, as provided for in this Article, Section 2, shall have the sole voting rights and powers on all matters which, under the laws of the State of Delaware under which this Association is founded, require a vote of the members of the Association.

Section 4. The privileges of Voting Members shall be:

- a. To participate in the annual meeting and special meetings of the Association with voice and vote in matters considered at said meetings.
- b. To participate in the election of the Board of Directors.
- c. To hold office if eligible and elected.
- d. To represent the Association in regional, national and international YMCA bodies and conventions, if and when duly authorized under stated requirements of such representations.
- e. To cooperate actively in achieving the purpose and programs of the Association through service on committees or in other ways.

Section 5. Non-voting members shall be all members of the Association other than Voting Members.

ARTICLE III

Elections:

Section 1. The Voting Members shall elect annually, as hereinafter provided for, members of the Board of Directors, other than the chair or designated alternate for each branch board of governors (each of whom shall be directors during the term of such office, as provided in Article IV Section 1 of these Bylaws). The term of office of the elected directors shall be three years or until their successors have been elected and qualified. Members of the Board of Directors may serve a maximum of three consecutive three-year terms. Following an absence of one year a prior member of the Board of Directors may be considered for re-election.

The elected directors shall be divided into three classes as nearly equal in number as possible so that the terms of office of approximately one-third expire each year.

Section 2. A director may be made eligible for election by nomination of either

(a) the nominating committee or (b) the Voting Members as set forth herein. Prior to each annual election, the chair of the Board of Directors ("Chair") shall appoint a nominating committee ("Nominating Committee"). Prior to the election the Nominating Committee shall publish conspicuously a copy of this section of the Bylaws, together with the names of persons nominated by such Committee. Additionally, twenty percent of the Voting Members of the Association may present in writing to the Nominating Committee names proposed by them for nomination. Such names shall be posted immediately by the Nominating Committee. No person shall be eligible for election as a director unless nominated by one of the two procedures above described.

ARTICLE IV

Board of Directors:

Section 1. The governance of this Association shall be vested in the Board of Directors. The number of such directors shall be determined by resolution of the Board of Directors but shall consist of not less than fifteen (15) elected members, plus the Chair, or designated alternate, of each branch board of managers.

The Board of Directors shall have the full power and authority to oversee the business and affairs of the Association.

The Board of Directors shall have the power to fill all vacancies occurring in the number of elected directors between annual elections, including within the term "vacancies" new directorships created by enlargement of the number of elected directors. At the time the Board of Directors fills any vacancy, the Board of Directors may specify the term of such director, provided that the term of any director appointed to fill a vacancy shall not exceed three years.

Section 2. The Board of Directors shall meet at least six (6) times a year. At any meeting of the Board of Directors, one-third (1/3) of the total number of the directors shall constitute a quorum for all purposes. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, at such time or times, and in such a manner as established by the Board of Directors and publicized among all directors. A notice of each regular meeting shall not be required.

Section 3. Special meetings of the Board of Directors shall be called by the secretary at the request of the Chair, or upon written request of three directors. Notice of all special meetings of the Board of Directors shall be given to each director by the secretary or by the officer or directors calling the meeting. Except for directors who have waived notice, such notice shall be given to each director in person or by telephone, e-mail or other electronic means sent to such director's business or home address at least 24 hours in advance of the meeting, or by mail addressed to such business or home address and sent at least five (5) days in advance of the meeting.

Section 4. A written record of the attendance and of the business transacted at all regular and special meetings of the Board shall be kept in a permanent minute book of the Association.

Section 5. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or all the members of the applicable committee, as the case may be, consent thereto in writing, or by electronic submission, which shall be filed with the minutes of the proceedings of the Board of Directors, or the committee thereof.

ARTICLE V

Officers:

Section 1. The officers of this Association shall be the Chair, one or more Vice-Chair, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors. The Board may elect such other officers as it deems advisable for the conduct of the business of the Association.

Section 2. The Chair shall preside at all business meetings of the Board of Directors and of the Association; they shall make, at the annual meeting of the Association, a full report of the year's work; they shall appoint all standing committees of the Board of the Association, except the executive committee hereinafter provided for, and shall designate the chair thereof, subject to the approval of the Board of Directors; they shall sign all documents of the Association as required and authorized by the Board of Directors and shall be a member ex officio of all committees of the Board and of the Association.

Section 3. The Vice-Chairs, in the order of their seniority, shall, in the absence of the Chair, have all the power and perform all the duties of the Chair.

Section 4. The Treasurer shall make, or cause to be made, a financial report at each Board of Directors meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board and the public.

Section 5. The Secretary shall be responsible for the minutes of the meetings of the Board of Directors, and shall perform such other duties as may be assigned to him or her by the Board. The Board of Directors may also appoint a recording secretary who is not a Board member for the purpose of taking minutes.

ARTICLE VI

Branches and Their Governance:

Section 1. The Board of Directors may establish branches and shall provide for the conduct of and maintenance of all Association work in the State of Delaware. All branches or subdivisions established by the Association shall be under the control and direction of the Association's Board of Directors. The Board of Directors may alter, reconstitute or eliminate existing branches, as it seems appropriate or necessary from time to time.

Section 2. Each branch of the Association shall have a board of managers ("Branch Board of Managers"). Branch Boards of Managers shall be responsible for the planning, coordination, promotion and development of the work of the branch in a manner which effectuates the objectives and program of the Young Men's Christian Association of Delaware in conformity with the Bylaws, policies and regulations as adopted by the Board of Directors.

Section 3. The Board of Directors shall elect members of the Branch Boards of Managers. Nominations may be made by each such Branch Board of Managers as well as by members of the Board of Directors.

Section 4. The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in the membership of Branch Boards of Managers and all newly created directorships. The Board of Directors may remove members and officers of Branch Boards of Managers, with or without cause.

Section 5. Each Branch Board of Managers shall elect from among its members a Chair, Vice Chair, Secretary and such officers, as it desires.

Section 6. The Chair or designated alternate of each Branch Board of Governors shall be a voting member of the Board of Directors.

ARTICLE VII

Employed Officials and Staff:

Section 1. The Board of Directors shall employ the president ("President"). The President shall be the chief executive officer of the Association; he or she shall be an ex officio member of the Board of Directors; and he or she shall attend all meetings of the Board of Directors and shall make regular reports to the Board.

Section 2. The President, subject to the supervision of the Board of Directors, shall employ all other staff of the Association. Members of the Association exempt staff shall have their duties designated by the President.

Section 3. The President shall be classified in accordance with the official Classification Plan of the National Council of the Young Men's Christian Association.

ARTICLE VIII

Annual and Special Meetings:

Section 1. There shall be an annual meeting of the Association at a time and place as designated by the Board of Directors ("Annual Meeting"). The purpose of this meeting shall be to receive a report from the Board of Directors to the membership upon the affairs of the Association, to review the work of the Association, to develop inspiration and fellowship among the members, to ascertain their viewpoints on matters of Association policy, and to enlist their action and planning in carrying forward the program of the Association.

Section 2. Special meetings of the Voting Members ("Special Meetings") may be called at any time by the Chair of the Board of Directors or by order of the Board of Directors, and shall be called by the Chair of the Board of Directors upon the written request of ten percent of the Voting Members of the Association. Written notice of every such Meeting, specifies the purpose thereof, shall be made to all Voting Members. No business shall be transacted at any special meeting except that for which the call is issued.

Section 3. The Voting Members present at any Annual Meeting shall constitute a quorum.

Section 4. One third (1/3) of the Voting Members shall constitute a quorum at any Special Meeting.

Section 5. A written record of the business transacted at all meetings of the Association shall be maintained and incorporated with the minutes of the Board of Directors.

ARTICLE IX

Committee Organization:

Section 1. The Board of Directors, on the recommendations of the President, shall designate the various branches, areas or departments into which the program and administrative work of the Association shall be divided; and shall determine the division of responsibility and the relationship between such units.

Section 2. The Executive Committee shall consist of all officers of the Board of Directors, and such other directors as the Board may designate (the "Executive Committee"). The Chair of the Board of Directors shall be the Chair of the Executive Committee and the Secretary of the Board of Directors shall be Secretary of the Executive Committee. The Executive Committee shall act for the Board of Directors in the interim between Board meetings. The Chair or any two members of the Executive Committee may call meetings at any time and four members shall constitute a quorum. It shall report all its actions at the next regular meeting of the Board of Directors.

Section 3. There shall be such additional standing and other committees as the Board of Directors may determine. Such committees may include members of the Association other than directors, except as the Bylaws otherwise specifically provide.

Section 4. Each standing committee shall keep minutes of its meetings and file the same in the Association office and shall submit to the Board of Directors reports of work done. No committee shall enter into any contract or incur any indebtedness or financial obligations of any kind except under authority of the Board of Directors. Each committee shall have the power to appoint subcommittees for carrying on the work assigned to it.

ARTICLE X

Fiscal Year:

The fiscal year of the Association shall coincide with the calendar year.

ARTICLE XI

Bonding:

All officers of the Association and all employees having access to cash or negotiable assets of the Association shall be bonded if required.

ARTICLE XII

Audits:

The Board of Directors shall provide for an annual audit of the financial accounts and negotiable assets of this Association to be made by an independent public accountant.

ARTICLE XIII

Indemnification:

Section 1. Right to Indemnification. The Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, 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 corporation or of a partnership, joint venture, trust, enterprise, or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with such Proceeding. The right of indemnification provided in this section shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the indemnitee's heirs, executors and administrators.

Section 2. Prepayment of Expenses. The Association shall pay the reasonable expenses incurred in defending any Proceeding in advance of its final disposition; provided, however, that the payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the director officer, employee or agent to repay all amounts advanced if it should be ultimately determined that the director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise.

Section 3. Suits Initiated By A director, officer, employee or agent. Anything in Section 1 or Section 2 of this Article XIII to the contrary notwithstanding, with respect to a Proceeding initiated against the Association by a director, officer, employee or agent of the Association (or by a person serving at the request of the Corporation as a director or officer of Another Enterprise), the Association shall not be required to indemnify such person in connection with such Proceeding or advance the expenses (including attorneys' fees) incurred by such person in connection with such Proceeding, unless such Proceeding was authorized by the Executive Committee of Directors of the Association.

Section 4. Non-Exclusivity of Rights. The rights conferred upon any person by this Article shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these bylaws, agreement, or otherwise.

Section 5. Other Indemnification. The Association's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or non-profit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise, or non-profit entity.

Section 6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7. Insurance. The Association shall maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Association or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

ARTICLE XIV

Amendments:

These Bylaws may be altered, amended or repealed at any regular or special meeting of the Board of Directors. Any such alteration, amendment or repeal will require a majority vote of the Board of Directors.

Revised and Amended:

March 1, 1927
February 20, 1950
October 19, 1953
January 19, 1954
April 19, 1955
November 15, 1955
November 20, 1956
April 15, 1958
December 16, 1958 (Bylaws)
October 19, 1958 (Bylaws)
January 24, 1978 (Constitution and Bylaws)
April 28, 1981 (Bylaws)
February 1, 1984 (Pursuant to Merger)
October 23, 1984
January 27, 1987
July 13, 1987
September 23, 2003
January 1, 2013
April 28, 2020
January 25, 2022
(Bylaws)