

YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND

AMENDED AND RESTATED BY-LAWS

ARTICLE I MEMBERS

Section 1.1 Classes of Members. There shall be one class of members of the Young Men's Christian Association of Greater Richmond (hereinafter referred to as the "Association").

Section 1.2 Qualification. The members of the Association shall consist of those persons who signify that they are in sympathy with its objectives and purposes, indicate their willingness to cooperate actively in achieving those objectives and purposes, share financially each year in forwarding the work of the Association and otherwise qualify as a member of the Association under the membership policy in effect from time to time and approved by the Board of Directors. No such person shall be denied membership privileges.

Section 1.3 Fees. The Board of Directors of the Association, with input from the President and staff of the Association, may establish fees for membership in the Association. Financial assistance shall be available for those unable to pay.

In addition, the Association being organized for charitable purposes shall strive to make its services available to the general public. It is the general policy of the Association that fees or charges associated with the services of the Association shall be reduced in accordance with each recipient's ability to pay. The President/CEO, or his or her designee, shall have the discretion to reduce fees or charges, when appropriate, to ensure the maximum distribution of the Association's services.

Section 1.4 Voting. Members shall not have any voting rights on any matter.

ARTICLE II DIRECTORS; MANAGEMENT

Section 2.1 General Powers. The Association shall have a Board of Directors. All corporate powers necessary to control the work and policy of the Association in all its details shall be exercised by or under the authority of, and the management of business and affairs of the Association shall be vested in, its Board of Directors, subject to any limitations set forth in the Articles of Incorporation of the Association.

Section 2.2 Number. The Board of Directors shall be made up of no less than 30 and no more than 45 board members.

Section 2.3 Election and Term.

(a) Board Members shall be divided into three classes with approximately one third being elected annually to serve for a term of three years as provided in Section 3.4.

(b) The Board of Directors may honor any of its members for long and faithful service by electing them as members of the Board Emeritus. Members of the Board Emeritus may serve unlimited terms. A member of the Board Emeritus shall be permitted to attend meetings of the Board of Directors, but shall not have any voting rights or count toward the establishment of a quorum for the transaction of business by the Board of Directors.

Section 2.4 Removal; Vacancy. The Board of Directors may remove a director by the affirmative vote of a majority of the remaining directors present at a properly constituted meeting. A vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, at a properly constituted meeting, and may in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 2.5 Other Management Power and Authority. The Board of Directors shall have such other corporate power and authority to manage the Association including, but not limited to, the power and authority:

(a) to establish or disband branches of the Association (the “Branches”), establish policies for their governance and to approve and remove Branch Boards of Management for the same;

(b) to enter into or sever relationships and agreements with other agencies or organizations when in its judgment such a relationship is desirable toward achieving the Association’s objectives;

(c) on behalf of and in the name of the Association, to hold or dispose of such property, real or personal, as may be given, devised or bequeathed to it or entrusted to its care and keeping; to purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the Association;

(d) to control and manage the property of the Association, with power to borrow money for corporate purposes; and

(e) to hire and/or dismiss the President/CEO and to authorize the Board Officers (defined below) to periodically review and assess the performance of the President/CEO in the delivery of the Association’s objectives.

ARTICLE III COMMITTEES

Section 3.1 Committees. The Board of Directors may create one or more committees, and appoint any combination of directors, officers, and/or other persons, who serve at the pleasure of the Board of Directors, to serve on them.

Section 3.2 Executive Committee.

(a) Upon nomination of the Chairperson of the Association, the Board of Directors shall approve an Executive Committee from among the members of the Board of Directors to have and exercise the authority of the Board of Directors between meetings of the Board of Directors, to superintend and act upon all business requiring immediate attention during the intervals between the regular meetings. A majority of the Executive Committee shall constitute a quorum for the transaction of business. The creation of the Executive Committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

(b) To the extent specified by the Board of Directors, the Executive Committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these By-Laws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Association; or (vi) approve revocation of voluntary dissolution proceedings.

(c) The provisions of these By-Laws which govern action without meetings, notice and waiver of notice, and voting requirements of the Board of Directors shall apply to the Executive Committee and its members as well.

Section 3.3 Audit Committee.

(a) The Audit Committee shall be comprised of three or more members of the Board of Directors. All members of the Committee will be appointed by the Chairperson of the Board of Directors. The Committee will select one of its members to chair the Audit Committee. A majority of the members of the Audit Committee will constitute a quorum for the transaction of business. The creation of Audit Committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

(b) To the extent specified by the Board of Directors, the Audit Committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these By-Laws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Association; or (vi) approve revocation of voluntary dissolution proceedings.

(c) The provisions of these By-Laws which govern action without meetings, notice and waiver of notice, and voting requirements of the Board of Directors shall apply to the Audit Committee and its members as well.

Section 3.4 Board Development Committee.

(a) There shall be a Board Development Committee appointed by the Chairperson each year, made up of at least five members of the Board of Directors. The Chairperson and President/CEO shall serve as ex-officio members of the Board Development Committee. The creation of the Board Development Committee and appointment of members to it shall be approved by a majority of directors in office when the action is taken.

(b) Prior to the December meeting of the Board of Directors, the Board Development Committee shall advise the Board of Directors of its nominations for vacancies. Such directors shall be elected by the affirmative vote of a majority of the members of the Board of Directors present at its regular meeting in December. The Board Development Committee shall also identify a slate of officers for the next two year term of service by July of the year in which the current officers' service terminates. The Board of Directors shall elect from its own number, by affirmative vote of a majority of the members of the Board of Directors present at its regular meeting in December, a Chairperson, Vice-Chairperson (designated as Chairperson-Elect), a Secretary, and a Treasurer (collectively, the "Board Officers").

(c) It is customary that no Board Member shall be eligible to serve more than three consecutive terms of three years each. An officer may continue additional years as officer and Board of Director member until the completion of the term of office. However, exemplary individuals may be invited to serve an additional term at the Board of Director's discretion. Any person who has been off the Board of Directors for an intervening period of one year may be re-elected.

(d) To the extent specified by the Board of Directors, the Board Development Committee may exercise the authority of the Board of Directors, except that a committee may not (i) fill vacancies on the Board of Directors or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these By-Laws; (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Association; or (vi) approve revocation of voluntary dissolution proceedings.

(e) The provisions of these By-Laws which govern action without meetings, notice and waiver of notice, and voting requirements of the Board of Directors shall apply to the Board Development Committee and its members as well.

ARTICLE IV

OTHER COMMITTEES

Section 4.1 Other Committees. To the extent specified by the Board of Directors, each other committee may exercise such corporate power and authority not required to be exercised by the Board of Directors by law, the Articles of Incorporation or these By-Laws.

ARTICLE V OFFICERS AND THEIR DUTIES

Section 5.1 Officers. The officers of the Association shall be a Chairperson, a Vice-Chairperson (designated as Chairperson-Elect), a Secretary, a Treasurer, the Immediate Past Board Chairperson, and such other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Association.

Section 5.2 Election; Term. The officers shall be elected by the Board of Directors. Unless otherwise provided, the officers shall hold office for two calendar years, unless removed, or until a successor is elected and qualified. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective. The election or appointment of an officer shall not of itself create any contractual rights.

Section 5.3 Removal; Vacancy. The Board of Directors may remove any officer or assistant officer by the affirmative vote of a majority of the directors present at a properly constituted meeting. Any permanent officer vacancy shall be filled upon election by the Board of Directors.

Section 5.4 Duties in General. The appropriate officers, as may be designated by the President or the Board of Directors from time to time, shall have the authority to execute documents that require the signature of an officer of the Association, such as legal papers, securities, documents, or instruments ordered to be executed by the Board of Directors. Further, unless otherwise specified in these By-Laws, the officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Board of Directors.

Section 5.5 Chairperson.

(a) The Chairperson shall preside at all meetings of the Board of Directors, the Executive Committee, and of the Association. The Chairperson shall be a member ex-officio of all committees of the Association, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

(b) The Vice Chairperson, the Immediate Past Board Chairperson, the Treasurer, or the Secretary (in that order) shall act in the absence or temporary disability of the Chairperson.

Section 5.6 Treasurer. The Treasurer shall preside over the Fiscal Management Committee of the Association and has the authority to oversee the funds and securities of the Association and shall cause them to be deposited in depositories approved by the Board of Directors. The Treasurer shall see that accurate record is kept of such funds and shall make monthly reports to the Board of Directors. All checks upon bank accounts of the Association shall be signed as directed by resolution of the Board of Directors. The Treasurer of the Board of Directors shall be the Treasurer of all Branches of the Association.

ARTICLE VI BRANCHES AND OPERATIONS

Section 6.1 Branch Board of Management. The Association's Board of Directors delegates advisory and oversight responsibilities to volunteer Branch Boards of Management (each, a "Branch Board"). Each branch of the Association has its own Branch Board made up of no less than 20 members (each, a "Branch Board Member").

Section 6.2 Purpose. The purpose of the Branch Board is to align the work of the local YMCA branch to the community it serves, within the context of the strategic direction established for the Association as a whole. Branch Board members advise the Association's Board of Directors and President/CEO regarding respective branch programs, services, and community partnerships. The Branch Board also alerts the Association to specific legal needs when such issues arise.

Section 6.3 Members. Branch Board members serve as voting members of the Branch Board with the authority and responsibility to identify, support and promote excellence in branch programs and services by assisting in the planning, monitoring and evaluating of such, within the context of the strategic direction established for the Association as a whole. In addition, the Branch Board takes an active leadership role in giving and securing financial resources for the branch and enlisting volunteer participation.

Section 6.4 Election; Term. Branch Board Members shall be divided into three classes with approximately one-third being elected annually to serve for a three year term. Branch Board members may serve no more than three consecutive terms of three years each. The Chairperson and President/CEO of the Association shall be members ex-officio of all Branch Boards and shall receive regular notice of all meetings. An officer of a Branch Board may continue additional years as an officer and a Branch Board member until the completion of the term of office. Any person who has rotated off the Branch Board for an intervening period of one year may be re-elected.

Section 6.5 Meetings. Each Branch Board shall have an established meeting schedule and be charged with full responsibility to the Association's Board of Directors for the conduct of the work of its Branch. Reports shall be made as requested to the Association's Board of Directors on the progress of the work and all matters under consideration.

Section 6.6 Committees; Authority. Each Branch Board may create one or more committees and appoint any combination of directors, officers and/or other persons to serve on them.

Section 6.7 Branch Board Development Committee.

(a) There shall be a Branch Board Development Committee at each Branch for Branch Board Member candidates (the “Branch Board Development Committee”) appointed by the Branch Board Chairperson by July each year, made up of at least five Branch Board Members. The Branch Board Chairperson and the executive director of the branch shall serve as ex-officio members of the Branch Board Development Committee.

(b) Prior to the last Branch Board meeting of each year, the Branch Board Development Committee shall advise the Branch Board of its nominations for vacancies. Such directors shall be elected by the affirmative vote of a majority of the members of the Branch Board present at its last regular meeting of each year.

(c) The Branch Board shall elect from its own number by the last meeting of each year a Branch Board Chairperson and Vice-Chairperson (designated as Chairperson-Elect).

(d) The Branch Board slate of officers and Branch Board Member roster shall be submitted to the Association’s President/CEO by the end of December of each year.

Section 6.8 Officers and Duties.

(a) The officers of the local branches of the Association shall be a Chairperson and a Vice-Chairperson (designated as Chairperson-Elect). Such officers shall be elected by the Branch Board and shall hold their respective offices for two calendar years or until their successors are elected and qualified.

(b) The Chairperson of the Branch Board shall preside at all meetings of the Branch Board and the Executive Committee of the Branch Board and shall be a member ex-officio of all committees of the Branch Board of Management.

(c) The Chairperson of the Branch Board may perform such other duties as may from time to time be prescribed by the Branch Board. The Branch Board Chairperson-Elect shall act in the absence or temporary disability of the Chairperson of the Branch Board . Any permanent officer vacancy shall be filled upon election by the Branch Board .

**ARTICLE VII
STAFF**

Section 7.1 President. The President shall be the Chief Executive Officer of the Association and shall be employed by the Board of Directors and hold office for as long as the Board of Directors deems appropriate. Additionally, the President shall:

(a) be the Assistant Secretary of the Association and shall keep minutes of all meetings of the Association and of the Board of Directors;

(b) be an ex-officio member of all Board Committees and all committees of the Association, but shall not have any voting rights or be counted toward the establishment of a quorum for the transaction of business by such committees;

(c) be responsible for the employment of all members of the staff in accordance with the policies and procedures set forth by the Board of Directors, and shall designate their work;

(d) attend all meetings of the Board of Directors and the Executive Committee and make monthly reports on the operation of the Association, but shall not have any voting rights or be counted toward the establishment of a quorum for the transaction of business by the Board of Directors or the Executive Committee; and

(e) have the authority to obligate or authorize the signing of contracts, debt, or other instruments of commitment within the policies and procedures of the organization as established by the Board of Directors.

ARTICLE VIII MEETINGS

Section 8.1 Regular Board Meeting; Quorum. The Board of Directors shall meet regularly, but no less than four times per year, at such time and place as it determines. One-third of the membership of the Board of Directors shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

Section 8.2 Special Board Meeting. Special meetings of the Board of Directors may be called by the Chairperson or upon request by five directors. The call for a special meeting shall specify the object of the meeting.

Section 8.3 Annual Meeting. The Annual Meeting of the Association shall be held at a time and place fixed by the Board of Directors.

Section 8.4 Record of Meeting. A written record of the attendance and business transacted at all regular and special meetings of this Association shall be maintained and filed with the minutes of the Board of Directors.

Section 8.5 Notice of Meetings. Notice of regular meetings of the Board of Directors need not be given. Notice of special meetings of the Board of Directors shall be given to each director not less than twenty-four (24) hours before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

Section 8.6 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these By-Laws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 8.7 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 8.8 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

ARTICLE IX LIMIT ON LIABILITY AND INDEMNIFICATION

Section 9.1 Definitions. For purposes of this Article the following definitions shall apply:

(a) "Association" means this Association only and no predecessor entity or other legal entity;

(b) “expenses” include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) “liability” means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(d) “legal entity” means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(e) “predecessor entity” means a legal entity the existence of which ceased upon its acquisition by the Association in a merger or otherwise; and

(f) “proceeding” means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 9.2 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the directors and officers of the Association shall not be liable to the Association.

Section 9.3 Indemnification of Directors and Officers. The Association shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Association) because such individual is or was a director or officer of the Association, or because such individual is or was serving the Association or any other legal entity in any capacity at the request of the Association while a director or officer of the Association, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual’s willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Association shall be deemed service at the request of the Association. The determination that indemnification under this Section 9.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 9.4 of this Article; provided, however, that if a majority of the directors of the Association has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Association shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director’s or officer’s

ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Association is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 9.3.

Section 9.4 Indemnification of Others. The Association may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 9.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Association, and may contract in advance to do so. The determination that indemnification under this Section 9.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 9.3 of this Article shall be limited by the provisions of this Section 9.4.

Section 9.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Association. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Association, and indemnification under policies of insurance purchased and maintained by the Association or others. However, no person shall be entitled to indemnification by the Association to the extent he or she is indemnified by another, including an insurer. The Association is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Association or any other legal entity at the request of the Association regardless of the Association's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Association from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

Section 9.6 Amendments. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

**ARTICLE X
AMENDMENTS**

Section 10.1 These By-Laws may be amended, altered, repealed, or new By-Laws be adopted by the affirmative vote of a majority of the members of the Board of Directors present at any regular or special meeting if at least two weeks advance written notice is given to each director outlining the proposed revisions.

Date Adopted by the Board of Directors -

September 19, 2013