

BYLAWS
OF THE
YOUNG WOMEN'S CHRISTIAN ASSOCIATION
Schenectady, New York
dba
YWCA NorthEastern NY (NENY)

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ARTICLE I. NAME, MISSION AND FUNCTION

Section 1.1

The Young Women's Christian Association, Schenectady, New York (hereinafter referred to as either YWCA NorthEastern NY (NENY) or the "Association"), is a member of the Young Women's Christian Association of the United States of America, Inc. (hereinafter referred to as the "YWCA USA") and maintains that membership in accordance with the Bylaws of the YWCA USA

Section 1.2

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

Section 1.3

The Association is a charitable organization and at all times and within such purposes, shall operate exclusively for charitable, social and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No part of the earnings or any of the assets of the Association shall inure to the benefit of or be distributed to any director or officer or private individual, except for the reimbursement of reasonable expenses incurred during the rendering of services to the Association in furtherance of its purposes.

Single gender membership and governance specified, limiting membership to women *over* age 12 and leadership to women 15 and *over*, unless the Association has received a gender-neutral approval from YWCA USA

The Association may not take any action prohibited by New York State. 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 II. MEMBERSHIP

Section 1. Qualifications and Requirements

a. Qualifications for All Members

Any woman or girl twelve (12) years of age or *over* may join the Association.

A woman or girl may join the Association for one (or more) of the following reasons:

- ❖ **To participate in programs**
- ❖ **To serve as a leader**
- ❖ **To further the YWCA purpose**
- ❖ **To support the YWCA programs**

b. Requirements for All Members

Payment of Membership Dues is required. Such dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.

Membership shall be as follows:

1. Regular Members. Women eighteen (18) years of age and over
2. Teen Members. Young women twelve (12) years through seventeen (17) years of age.
3. Children Under Twelve. Children under twelve (12) years may participate under a parent or guardian's membership.

c. Membership Revocation

The Board of Directors of the Association reserves the right to revoke membership for good and sufficient reasons (for example, when a member fails to comply with rules or regulations). 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.

d. Voting

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

Section 2. Memberships of Individuals in the National Association

Membership in a member Association carries with it membership in the YWCA USA, which is a participating member of the World YWCA.

Section 3. Transfer of Members

Members may transfer from one member Association of the YWCA USA to another. Members will be received in transfer from any other member Association of the YWCA USA.

ARTICLE III. RESPONSIBILITIES OF VOTING MEMBERS

Section 1. As Individuals

The voting members, acting in accordance with provisions in these Bylaws, shall be responsible for:

1. Electing a Board of Directors to whom they delegate responsibility for the direction for the Association: and,
2. Electing a Nominating Committee and any other standing committees specified in these Bylaws as elected committees.

Section 2. As a Corporate Body

The voting members, acting in accordance with provisions in these Bylaws, shall be responsible for:

1. Having the final vote on any changes in the Bylaws and on questions affecting the Association's membership in the YWCA USA;
2. The election and/or removal of the members of the National Coordinating Board of the YWCA USA (hereinafter referred to as the "NCB");
3. Having the final vote on any merger, consolidation, or dissolution of the YWCA USA; and
4. Discharging such other responsibilities as are outlined in these Bylaws and the Bylaws of the YWCA USA.

ARTICLE IV. MEETINGS, AGENDA, NOTICE, QUORUM, VOTING

Section 1. Membership Meetings

- a. Annual Meeting. The annual meeting of the Association shall be held at such place, at such time as the Board of Directors of the Association may determine. The annual meeting shall be for the purpose of a) receiving annual reports of the Board of Directors; b) announcing results of elections for Board of Directors and Elected Nominating committee; and c) transacting such other business as may come before the meeting.
- b. Other Regular Meetings. In addition to the annual meeting, the Association may have such other regular meetings as may be established by resolution of the Board of Directors of the Association. Each regular meeting shall be held at such place as the President or the Board of Directors specify.
- c. Special Meetings. Special meetings of the Association may be called by the President or Board of Directors at any time and place within thirty (30) days of a request in writing by at least 24 or more voting members of the Association, such request specifying the object of the special meeting. No other business shall be transacted.

Section 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 ARTICLE IV, Section 1.c.

Section 3. Notice Requirements

- a. Notices. A notice of any meeting of the members, regular or special, shall be mailed to each member who is entitled to attend the meeting at least twenty-one (21) days in advance thereof, and shall indicate the time and place of and the business to be transacted at the meeting.
- b. Delivery of Notice. Notice to members shall be given: (i) by first-class mail, postage prepaid; or (ii) where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery; or (iii) by facsimile telecommunications or by electronic mail. Notices hereunder by first-class mail shall be deemed given when deposited in the U.S. mail. Notices hereunder by overnight courier or personal delivery shall be deemed given upon acknowledgement of receipt. Notices hereunder by facsimile telecommunication or mailed electronically shall be deemed given when directed to the member's fax number or electronic mail address as is filed with the Secretary of the YWCA; provided, however, that notice by facsimile telecommunication or electronic mail shall not be deemed to have been given hereunder if the YWCA is unable to deliver two (2) consecutive notices to the member by facsimile telecommunication or electronic mail, or otherwise becomes aware that notice cannot be delivered to the member by facsimile telecommunication or electronic

mail. The YWCA shall send notice of meetings by first-class mail to any member who requests in writing that such notices be delivered by such method.

- c. Waiver of Notice. Notice of a meeting need not be given to any member that submits a waiver of notice whether before or after the meeting, or that attends the meeting without protesting prior to the conclusion of the meeting the lack of notice. Waiver of notice may be written or electronic. If written, the waiver must be executed by the member's authorized officer, director, employee, or agent by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can be reasonably be determined that the transmission was authorized by the member.

Section 4. Quorum

Fifty (50) voting members of the Association shall constitute a quorum at the membership meetings.

Section 5. 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 ARTICLE II, Section 1.d. of 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.

Section 6. Voting Procedures

- a. All members shall be entitled to attend any meeting and shall be entitled to vote as set forth in ARTICLE II, section 1.d. Any action that members may or must take by vote may also be given by proxy, filed with the Secretary of the YWCA. 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 shall be by ballot, voting at a meeting may be by ballot, voice or show of hands as the chair 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 plurality of those actually voting.

ARTICLE V. NON-MEMBER PARTICIPANTS

Section 1. YWCA Associates

Men and boys twelve (12) years of age and over who participate in YWCA programs shall be called "YWCA Associates". They shall not be considered members of the YWCA. They shall pay Associate fees as determined by the Board of Directors.

Section 2. Boys and Girls Under Twelve Years of Age

Payment of membership or Associate dues is required for parents or guardians of boys and girls under twelve (12) years of age who participate in YWCA programs.

ARTICLE VI. VOTING DELEGATES TO YWCA USA MEETINGS

Section 1. Qualification

Voting delegates to meetings of the YWCA USA must be voting members of the Association who have consented to individual acceptance of the purpose in the life of the Association. Qualifications shall be established by the Executive Committee and approved by the Board of Directors.

Section 2. Selection

The Board of Directors shall appoint two voting delegates to meetings of the YWCA USA. At least one of the voting delegates to the YWCA USA must be a volunteer.

Section 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, which shall be budgeted and paid by the Association.

ARTICLE VII. QUALIFICATIONS FOR MEMBERS OF THE BOARD OF DIRECTORS AND BOARD COMMITTEES

Members of the Board of Directors and Board Committees shall be voting members who have consented to individual acceptance of responsibility to further the achievement of the Mission of the Association.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Number

The Board of Directors shall consist of not less than fifteen (15) elected members, nor more than twenty (20), as well as ex-officio members.

Section 2. Responsibilities

Responsibility for carrying on the work of the Association shall be delegated to the Board of Directors by the electorate of the Association.

As the elected leaders of the Association, the Board of Directors is responsible for:

1. Maintaining the Association as a separate autonomous women's organization with an established Mission;
2. Fostering development of the Association as a women's membership movement;
3. Communicating the Mission to members and assuring that they have opportunities to take part in furthering the Mission;
4. Determining and carrying out the policies and programs of the Association;
5. Ensuring that the Association's policies and practices reflect the Association's and the YWCA USA's organizational commitment to racial, ethnic, economic and cultural diversity;
6. Controlling operating funds and capital assets for the use and benefit of the Association (including all facility and non-operational contracts and leases);

7. Assuming final responsibility for personnel policies and for employment of staff, requiring the Executive Director/CEO to be a voting member or an Associate of the Association; and,
8. Maintaining a responsible relationship with the YWCA USA in accordance with the respective Bylaws of the YWCA USA.

Section 3. Nominations

Procedures for nomination of Board members, as established in ARTICLES X and XI of these Bylaws, shall assure a Board of Directors that is representative of the total membership of the Association.

Section 4. Election, Term of Office, Vacancies

- a. Election. One-third (1/3) of the entire number of the Board of Directors, exclusive of ex-officio members, shall be elected annually by the voting members from candidates nominated according to provisions in ARTICLE XI of this document.
- b. Term of Office. The term of office shall be three (3) years. The date of the Board meeting subsequent to the election shall be the date on which the term of office begins and expires. No members of the Board of Directors may serve more than three (3) 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 Nominating Committee of the Board in order that the member serving three (3) full terms previously is to be nominated as President.
 2. To extend the term of a President by nominating her to fill a vacancy for not more than three (3) years of an unexpired term when unusual circumstances require continuity in the office of a President.
- c. Vacancies. Any vacancy occurring in the interim between annual elections may be filled by the Board of Directors. 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.

Section 5. Committees of the Board of Directors

- a. Board Committees and Special Committees. There shall be such board and special committees of the Board of Directors as are required to carry on its work. All board committees are established by the Board of Directors.
- b. Chairpersons. The chairpersons of all board committees of the Board of Directors shall be members of the Board.

Section 6. Board Meetings and Action

- a. Action by Unanimous Consent. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Board member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Board member. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or committee.

- b. Teleconferences, Videoconferences. Participation of one or more Board members by teleconference, videoconference, or other similar means shall constitute presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Board member can participate in all matters before the Board including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 7. Liability of Directors

A Director of the Association is not liable to the Association or its members for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article does not eliminate or limit the liability of a Director for:

1. A breach of a Director's duty of loyalty to the Association or its members;
2. An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
3. A transaction from which a Director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or,
4. An act or omission for which the liability of a Director is expressly provided for by statute.

Section 8. Indemnification of Directors and Officers

The Association will provide for indemnification of the officers. Directors and Executive Director/CEO/designee against expenses and liabilities incurred or as a result of legal action through the YWCA of Schenectady, dba YWCA NorthEastern NY's Directors & Officers Liability Insurance.

Section 9. Removal

Any Director may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause, whenever in the exercise of the judgment of the Board of Directors the best interests of the Association would be served by such removal.

Section 10. Conflict of Interest

No member of the Board of Directors will vote on any matter in which, to her knowledge, the Director, or the Director's immediate family or partner, or an organization in which the Director is serving as officer, trustee, partner, employee, or independent contractor has a direct or indirect conflict of interest as defined by the policies of the Board of Directors. A Director will disclose fully the nature of any potential conflict of interest; and failure to do so will be cause for immediate removal from the Board of Directors.

Section 11. Salaries and Expenses

Each member of the Board of Directors shall not receive a salary or other compensation, but shall be entitled to reimbursement of reasonable expenses for travel, which shall be budgeted and paid by the Association.

Section 12. Resignations

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

ARTICLE IX. OFFICERS OF THE ASSOCIATION

Section 1. Officers

The Officers of the Association shall be a President/Chairperson, one (1) or more Vice Presidents/Chairpersons, 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. All Officers of the Association and the Board of Directors shall be voting members of the Association.

Section 2. Duties

- a. President/Chairperson. The President/Chairperson of the Association shall preside at all business meetings of the membership. She may appoint other presiding Officers for other parts of membership meetings held at program sites.
- b. Vice Presidents/Vice Chairpersons. The Vice Presidents/Vice Chairpersons shall be responsible for major areas of the Association as determined by the organization's structure that is approved by the Board of Directors. The Vice Presidents/Vice Chairpersons shall have all the powers and perform all the duties of the President/Chairperson in her absence, as decided by vote of the Executive Committee.
- c. Secretary. The Secretary of the Association shall serve as the Secretary of the membership meetings. She shall see that 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/Chairperson.
- d. 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 Association. She 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.

Section 3. Election

The Officers shall be chosen by ballot of the Board of Directors from among its elected members at the next Board of Directors meeting following the annual meeting. They serve for two (2) year staggered terms.

Section 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, whenever in the exercise of the judgment of the Board of Directors the best interests of the Association would be served by such removal.

Section 5. Vacancies

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE X. COMMITTEES OF THE ASSOCIATION

Section 1. Elected Nominating Committee

- a. Members. The Elected Nominating Committee, an elected committee, shall consist of five (5) members from the general membership and two (2) members from the Board of Directors. Its members shall be representative of Association members in all sections of the community and of the age and ethnic makeup of its voting members. The President/Chairperson and Executive Director/CEO shall be ex-officio members of the committee but without the right to vote.
- b. Duties. The committee shall be responsible for securing and keeping a list of potential candidates, who are qualified by skill and experience for membership on the Board of Directors or on the elected committees of the Association.
- c. Election, Term of Office, Vacancies. All members of the Elected Nominating Committee shall be elected annually according to provisions in ARTICLE XI of these Bylaws and shall serve until the next annual election. A maximum of three (3) members, only one (1) of whom may be a Board member, may serve for two (2) consecutive terms: no member may serve more than two (2) terms consecutively. The chairperson is chosen by the Committee from its elected members. Vacancies occurring on the committee in the interim between annual elections may be filled by the committee with the approval of the President/Chairperson.

Section 2. Other Committees of the Association

- a. Elected Committees. The voting members of the Association shall elect any other committees specified as elected committees at the time of the annual election in accordance with provisions of ARTICLE III and ARTICLE XI of these Bylaws.
- b. Appointed Committees. The President/Chairperson shall have the authority to 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 board or special committees of the Board of Directors.

ARTICLE XI. NOMINATION AND ELECTION PROCEDURES

Section 1. Nomination

The Elected Nominating Committee shall present to the Association electorate a ballot including nominees for the Board of Directors, the Elected Nominating Committee, and any other elected committees, at least twenty-one (21) days in advance of the annual meeting of the membership, at which election results are to be reported. All candidates shall meet the qualifications set forth in ARTICLE VII of this document.

The ballot for members of both the Board of Directors and the Elected Nominating Committee shall offer a single slate of nominees.

Section 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.

Two (2) tellers appointed by the President/Chairperson shall open the ballots and shall report the results of the election to the members at the annual meeting.

ARTICLE XII. STAFF OF THE ASSOCIATION

Section 1. Employment

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

Section 2. Management

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

The Executive Director/CEO shall be a voting member or an Associate of the Association.

The Executive Director/CEO shall be required to attend YWCA USA training, when applicable, within one (1) year of her/his appointment.

ARTICLE XIII. RESPONSIBILITY FOR MEMBERSHIP DEVELOPMENT

The Board of Directors and the management staff shall be responsible for making possible the growth of members toward understanding the Mission of the Association and sharing in its realization.

ARTICLE XIV. DECENTRALIZED UNITS

Section 1. Branches of the Association

a. Organization

The Association, through its Board of Directors, may organize such branches as may be found expedient for the development of the Association in certain geographic areas within the total community served by the Association.

b. Discontinuance

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

Section 2. Decentralized Program Other Than in Branches

The Association, through its Board of Directors, may establish such program sites or centers as may be found expedient for the development of the Association in certain geographic areas within the total community served by the Association. Organizational structure of such program sites or centers shall be determined by the Board of Directors.

Decisions regarding relocation or dissolution of such units shall be the responsibility of the Board of Directors.

ARTICLE XV. FISCAL YEAR

The Fiscal year shall begin on January 1 and end on December 31.

ARTICLE XVI. PROPERTY AND CAPITAL FUNDS

Real property shall be held and managed by the Board of Directors, and only by its authority shall mortgages or other obligations be made chargeable to the real property of the Association.

ARTICLE XVII. ADVISORY PANEL

Section 1. Members and Responsibilities

There may be an appointed Advisory Panel whose members are women and men who are aligned with the purpose of the Association and who are experienced in community relations and specialized areas of responsibility. The Board of Directors shall appoint members to the Advisory Panel - this panel shall have no fewer than five (5) appointed members and shall meet a minimum of once per year. The President/Chairperson of the Association and the Executive Director/CEO shall be ex-officio members of the Advisory Panel.

Section 2. Term

The Advisory Panel may advise and support the Association for a term of three (3) years and shall be eligible for reappointment. The chair shall be chosen by the Advisory Panel from its appointed members.

ARTICLE XVIII. RULES OF ORDER

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 XIX. GENERAL AMENDMENTS

The Bylaws may be amended at any regular or suspended regular meeting of the membership, or upon a referendum sent out to the membership, by a two-thirds (2/3) affirmative vote of those voting, provided that the following requirements have been met:

1. The amendment does not relate to membership in the YWCA USA;
2. The amendment was approved by the Board of Directors;
3. Copies of the amendment, or amendments, were made available to the voting members at least twenty-one (21) days in advance of each meeting; and
4. Copies of the proposed amendment are made accessible to the membership at the time of notice or mailing of referendum.

The Board of Directors shall direct the manner by which notice will be given.

ARTICLE XX. AMENDMENTS AFFECTING MEMBERSHIP IN THE YWCA USA

Section 1. Transfer of Membership in the YWCA USA or Change in Form of Organization

For any 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 membership meetings of the Association.

Section 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) subsequent membership meetings of the association after the following requirements have been met.

1. The proposal was approved by the Board of Directors after consultation with the YWCA USA staff;
2. Notice of the proposed action was sent to the voting members at least twenty-one (21) days prior to each meeting at which such action was to be considered; and
3. The notice of these meetings stated that the proposed action would be considered and voted upon.

Section 3. Disposition of Assets Upon Dissolution

Upon the dissolution of the Young Women's Christian Association Schenectady, New York, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association in such manner, or to such local organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any of such 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 for such purposes or to such local organization or organizations as said court shall determine which are organized and operated exclusively for such purposes. In no event shall any portion of such assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodians of the Association or any private person or individual whomsoever.

ARTICLE XXI. MISCELLANEOUS PROVISIONS

Section 1. Construction of Bylaws

1. If any Bylaws 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.
2. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.