



FOR YOUTH DEVELOPMENT
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY

2016 AMENDED AND RESTATED

BYLAWS

OF

THE YOUNG MEN'S CHRISTIAN ASSOCIATION

OF

METROPOLITAN MILWAUKEE, INC.

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ARTICLE I: Offices

The Corporation's principal office in the State of Wisconsin shall be located in the City of Milwaukee, Wisconsin.

The Corporation's registered office required by the Wisconsin Nonstock Corporation Law ("WNCL"), Chapter 181 of the Wisconsin Statutes, to be maintained in the State of Wisconsin may be, but need not be, identical to the Corporation's principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors of the Corporation (the "Board of Directors" or "Board") or by the Registered Agent.

ARTICLE II: Members

Section 1 - Qualifications

The following persons shall be "Members" of the Corporation, provided in each case, however, that to qualify as a Member, such person must have declared his or her agreement with the purpose and mission of the Corporation: (i) the members of the Board of Directors of the Corporation (which shall constitute the Metropolitan Board of Directors referred to in Article 10 of the Restated Articles of Incorporation of the Corporation); (ii) the members of the board of directors of any entity of which the Corporation is the sole member (including Youth Leadership Academy, Inc.); (iii) the members of the boards of directors of any subsidiaries or affiliates of the Corporation; (iv) the members of the Center Boards of Managers; (v) Board Members Emeritus (as described in Article III, Section 1.C., below); and (vi) Members Emeritus (as described in Article II, Section 7, below). Members of the Corporation shall have the right to vote on such matters as are required to be brought to the voting members of a corporation organized under the WNCL, as amended or replaced from time to time. At no time shall there be more than five hundred (500) Members.

Section 2 - Meetings

- A. The Annual Meeting of the Members shall be held each year on a day, and at a time and place, designated by the Board of Directors, for the purposes of electing directors and for the transaction of such other business as may properly come before the meeting.
- B. Special meetings of the Members may be called by the Chairman of the Board of Directors of the Corporation, or by seven (7) or more members of the Board of Directors, or by not less than sixty (60) Members.

Section 3 - Notice

Written notice stating the place, day and hour of the Annual Meeting and, in the case of a special meeting of the Members, the purpose or purposes thereof, shall be given not less than ten (10) nor more than twenty (20) days before the meeting; such notice to be deemed given two (2) days after being deposited in the United States mail, postage pre-paid, addressed to the Member at the Member's address appearing in the Corporation's records.

Section 4 - Quorum

Seven (7) Members shall constitute a quorum at any meeting of the Members. If a quorum is not present, the majority present may adjourn from time to time without notice other than by announcement at the meeting. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the called meeting.

Section 5 - Manner of Acting

The act of the majority of the Members present in person at any meeting of the Members at which a quorum is constituted shall be the act of the Members, unless the act of a greater number is required by the WNCL, or the Articles of Incorporation or Bylaws of the Corporation, each as may be amended from time to time.

Section 6 – No Proxies

Members may not vote by proxy.

Section 7 – Members Emeritus

The Board of Directors may, from to time, in its discretion, designate certain persons “Members Emeritus” in recognition of their significant of service over a long period of time, outstanding leadership and extraordinary support of the Corporation and its mission. Members Emeritus shall have the right to vote on such matters as are required to be brought to the voting members of a corporation organized under the WNCL, as amended or replaced from time to time.

ARTICLE III: Board of Directors

Section 1 - Affairs

- A. The affairs of the Corporation shall be managed by the Board of Directors, which shall be comprised of not less than fifteen (15) members nor more than sixty (60) members. The Board of Directors shall, from time to time, establish the size of the Board of Directors by majority vote of the directors then in office. The Chief Executive Officer/President shall be a member of the Board. All directors shall be elected by those Members present at the Annual Meeting of the Members, either from nominees submitted by the Nominating Committee or nominees submitted from the floor. The Board of Directors may, from time to time, increase or decrease the number of directors by majority vote of the directors then in office, except that in no event shall the number of directors be less than or exceed the minimum or maximum number of directors stated in the first sentence of this Section 1.A., and any decrease in the number of directors shall not shorten the term of office of an incumbent director.
- B. Each member of the Board of Directors shall be elected for a three (3) year term or to fill the balance of a vacated term. The Board of Directors shall determine the terms of its members so that approximately one-third of the directors' terms shall expire annually.
- C. The Board of Directors may, from time to time, in its discretion, elect Board Members Emeritus in recognition of their significant service over a long period of time, outstanding leadership and extraordinary support of the corporation and its mission. Board Members Emeritus shall have no vote other than as a member of the Corporation and shall otherwise have and be encouraged to exercise all privileges of Board membership, including, but not limited to, participation in meetings of the Board and committees to which they may be assigned. Nominees for the Board Member Emeritus status shall be presented to the Board by the Executive Committee.

Section 2 - Powers

- A. General Function and Role of Board of Directors

The Board of Directors shall be the legally constituted governing body of the Corporation and, subject to any actions requiring Member approval pursuant to the WNCL or pursuant to the Articles of Incorporation of the Corporation or otherwise under these Bylaws, shall manage the Corporation's business and affairs. Its general function shall be to determine the future direction of the Corporation, to set corporate objectives and to resolve all matters which are presented to the Corporation in fulfilling its mission. It shall have and exercise all the powers necessary to control and supervise the affairs and operations of the Corporation. It may establish Centers at such times and locations as it may determine to the extent such locations are within the area designated as the Corporation's service area by the board of directors of the YMCA of the USA, and reorganize or discontinue the same. It may conduct any activities within the authority of the Corporation under its own immediate supervision as it may determine. It may make rules and regulations to govern all affairs of the Corporation. It shall be at all times mindful of its tax-exempt status under the Internal Revenue Code of 1986, as amended, and the applicable statutes of the State of Wisconsin, as amended.

B. Responsibilities

The Board of Directors shall, among other things:

1. ratify and approve the Corporation's objectives, and establish or revise organization policies;
2. develop long range plans to achieve the Corporation's objectives and generate finances to support the future plans and objectives; and
3. select and employ the Chief Executive Officer/President, and annually appoint the officers of the Corporation.

Section 3 - Meetings of the Board of Directors

A. Annual Meeting and Appointments

1. The Annual Meeting of the Board of Directors shall be held immediately after the Annual Meeting of the Members at a time and place designated by the Chairman of the Board, for the purpose of appointing officers of the Board, and such other business as may properly come before the meeting.

2. Nominating Committee

The Executive Committee (as described in Article III, Section 6, below) shall constitute the Nominating Committee for purposes of nominating persons to serve as the members of the Board of Directors. It shall be designated at each Annual Meeting of the Board of Directors, and shall present to the Board of Directors at the next Annual Meeting of the Board nominations for membership on the Board of Directors.

3. Order of Business

The order of business at each Annual Meeting shall be as recommended by the Chief Executive Officer/President and approved by the Board of Directors or Chairman.

B. Regular and Special Meetings

Regular meetings of the Board of Directors shall be held at least quarterly, at the times and places in the Milwaukee, Wisconsin metropolitan area designated from time to time by the Board. Special meetings of the Board of Directors may be called by the Chairman. Special meetings shall also be called by the Chairman or Secretary on the written request of any five (5) directors.

C. Notice of Regular and Special Board Meetings

Notice stating the time and place of any regular or special meeting of the Board shall be given at least two (2) business days previously thereto by written notice delivered personally or mailed to each director at his or her address in the Corporation's records. If mailed, such notice shall be deemed to be effective with the earlier of: (1) when received, or (2) two (2) days after deposit in the United States Mail, addressed to the director's address, with postage thereon prepaid; or (3) the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the director. Whenever any notice is required to be given to any director of the Corporation under the provisions of these Bylaws, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects at the meeting to the transaction of the business because the meeting is not lawfully called or convened.

D. Quorum

At all meetings of the Board of Directors, seven (7) members of the Board shall constitute a quorum for the transaction of business.

E. Manner of Acting

The act of a majority of the directors present in person at any meeting of the Board of Directors at which a quorum is constituted shall be the act of the Board of Directors, unless the act of a greater number is required by the WNCL, or by the Articles of Incorporation or Bylaws of the Corporation, each as may be amended from time to time.

F. No Proxies

Directors may not vote by proxy.

G. Participating in Meetings by Electronic Communication

Any and all members of the Board of Directors may participate in or conduct a regular or special meeting of the Board of Directors by conference telephone or other communication methods by which all directors participating in the meeting can simultaneously communicate with and hear each other. A director participating in a meeting by any means pursuant to this Article III, Section 3G, shall be deemed to be present in person at the meeting.

H. Presumption of Assent

A director who is present at a meeting of the Board of Directors or a committee thereof at which action on any matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the

minutes of meeting or unless the director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who votes in favor of such action.

Section 4 - Action By Written Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all eighty percent (80%) of the directors then in office.

Section 5 - Vacancies

If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal, increase in the size of the Board of Directors, or otherwise, the Board of Directors may choose a person to fill such vacancy who shall hold office until the next Annual Meeting and until his or her successor shall have been duly elected and qualified. The appointment of a person to fill such vacancy shall be ratified at the Annual Meeting next following such appointment; in such case, the person appointed to fill such vacancy shall serve for the balance of the vacated three (3) year term.

Section 6 - Executive Committee

A. General Functions

1. The Executive Committee of the Board of Directors (the "Executive Committee") shall have and may exercise, when the Board is not in session, subject to WNCL limitations, the powers of the Board in the management and affairs of the Corporation, except action in respect to election of officers or filling vacancies on the Board or committee created pursuant to the authority granted hereunder. All actions taken by this committee pursuant hereto shall be reported in writing at the next following regular meeting of the Board.
2. The Executive Committee shall serve as the Nominating Committee of the Board pursuant to Article III, Section 6.

B. Membership

The Executive Committee shall consist of at least five (5) members of the Board of Directors designated by resolution adopted by a majority of directors at the Annual Meeting of the Board of Directors, and shall include as such committee members the Chairman of the Board, the Chief Executive Officer/President, the Secretary (as described in Article IV, below) if the Secretary is also a director, and the Treasurer (as described in Article IV, below) if the Treasurer is also a director. The Chairman of this committee shall be the Chairman of the Board who may appoint, at his discretion, another director as chair. A staff member may be assigned by the Chief Executive Officer/President to serve as secretary of this committee, without right to vote.

C. Responsibilities

Among the responsibilities of this committee shall be:

1. to work with the Chief Executive Officer/President to formulate corporate goals, objectives, plans and policies for the Corporation;
2. to recruit persons, who may be prospective members of the Board of Directors, with capabilities to help position the Corporation to meet its future development needs;
3. to appoint Committee Chairs and members; and,
4. to serve as the Nominating Committee of the Board, as provided in Section 6.A.2, above.

D. Meetings

This committee shall meet at such times as may be determined by it or upon call of its Chairman, upon at least twenty-four (24) hours prior notice.

Section 7 - Other Committees

All other Committees shall include, in addition to the Chairman, three (3) board members and shall meet at such times as may be determined by it or upon call of its Chairman, upon at least twenty-four (24) hours notice by U.S. Mail or e-mail.

A. Finance Committee

The Finance Committee of the Board of Directors (the "Finance Committee") shall be responsible for the following: providing support and direction to the Corporation's fiscal management activities. Responsibilities of the Finance Committee include reviewing and recommending to the Board of Directors the Corporation's annual budget and monitoring the Corporation's performance in relation to the approved budget; undertaking periodic reviews of and monitoring financial policies, and recommending changes as appropriate; providing oversight in banking matters, cash-flow management, and major asset transactions; and reviewing the Restricted and Endowment Funds. The Finance Committee is authorized to create subcommittees and task forces as necessary to carry out its responsibilities.

The Committee shall meet at least three (3) times annually as determined by the chair of the Committee. The Committee shall include the Treasurer. Minutes of each meeting shall be recorded and submitted to the Executive Committee and the Board of Directors, and all actions taken by the Finance Committee shall be reported in writing at the next following regular meeting of the Board.

B. Audit Committee

The Audit Committee of the Board of Directors (the "Audit Committee") shall be responsible for the following: recommending to the Board of Directors, an independent certified public accounting firm to be engaged to perform the annual audits of the Corporation, receiving the audit results and management letter, and reporting the auditors' findings to the Board of Directors.

C. Executive Compensation Committee

The Executive Compensation Committee of the Board of Directors (the "Executive Compensation Committee") shall be chaired by the Chairman of the Board and be responsible for the following: reviewing and evaluating compensation and benefits matters applicable to officers of the Corporation and from time to time making recommendations to the Board of Directors with respect to such matters. All actions taken by the Executive Compensation Committee shall be reported in writing at the next following regular meeting of the Board.

D. Additional Committees

The Board of Directors by resolution adopted by the affirmative vote of a majority of directors then in office may designate one or more committees (in addition to the Executive Committee, the Finance Committee and the Executive Compensation Committee) with such charter(s) as the Board of Directors may prescribe, each such committee to consist of three (3) or more directors elected by the Board of Directors. Each committee shall have the authority granted to it in its charter(s), subject to the limitation that such committee(s) shall not have authority or power to: (1) fill vacancies on the Board of Directors or its committees; (2) adopt, amend, restate and/or repeal the Articles of Incorporation or Bylaws of the Corporation; or (3) take other action which, pursuant to the WNCL, the Articles of Incorporation of the Corporation or these Bylaws, requires approval by the Members of the Corporation. The provisions of this Article III governing meetings, actions without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, apply to committees and their members.

Section 8 - Removal

Any director may be removed from office by the affirmative vote of a majority of the members of the Board of Directors then in office or as otherwise provided under the WNCL.

ARTICLE IV: Officers

Section 1 - Officers

The Board of Directors shall appoint, as officers of the Corporation, a Chief Volunteer Officer (who also shall serve as Chairman of the Board), one (1) or more Vice Chairmen, a Chief Executive Officer/President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary and appointed by the Board of Directors from time to time. Each officer shall be elected for a term of two (2) years, or until his or her successor is appointed and qualified.

Section 2 - Duties

The principal duties of the officers shall be as follows:

- A. The Chairman shall preside at all meetings of the Members and the Board of Directors. The Chief Executive Officer/President shall recommend the chairmen and members of committees as provided in Section 7 to the Executive Committee. The Chairman shall serve *ex officio* as a member of all committees of the Board of Directors, the Center Boards of Managers and all other committees or groups of the Corporation. Upon proper authorization, the Chairman or the Chief Executive Officer/President may execute all contracts in the name of the Corporation.

- B. The Vice Chairmen shall perform the duties and exercise the powers of the Chairman in the event of the absence or disability for any cause of the latter, in the order of their seniority as a member of the Board of Directors.
- C. Subject to the direction of the Chairman and Vice Chairmen, the Chief Executive Officer/President shall be the senior executive officer of the Corporation and shall be hired at the direction of the Board of Directors with consultation privileges to the Executive Officer of the YMCA of the USA with which this Association is affiliated. The Chief Executive Officer/President shall be an ex officio member of all committees of the Board of Directors of the Corporation; shall be responsible (and have authority) for the employment of all other members of the Corporation's staff and may assign titles to their positions in accordance with the policies of that Board of Directors and shall designate their duties and have general supervision of their work; and shall attend all meetings of the Board of Directors and shall make monthly reports on the operation of the Corporation.
- D. The Secretary shall, when required, countersign all written instruments executed in the name of the Corporation and shall approve the record of the Board of Directors before submission to the Board of Directors for action.
- E. The Treasurer shall monitor the custody and control of all monies, credits and property of any kind and nature of the Corporation as may be required by the Board of Directors.
- F. Each of the above officers shall perform the duties above provided for and such additional duties as the Board of Directors shall from time to time prescribe.

Section 3 - Re-election

An officer may serve in such capacity for any number of additional terms, except that no person shall serve as Chairman for more than five (5) successive terms.

Section 4 - Vacancies

If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors for the unexpired term.

ARTICLE V: Fiscal Management

Section 1 - Fiscal Year

The fiscal year of the Corporation shall be September 1 – August 31.

Section 2 - Authorization of Expenditures

All funds received shall be deposited to the account of the Corporation and in a manner prescribed by the Board of Directors, and shall be expended by such individuals and in a manner pursuant to policies recommended by the Finance Committee and approved by the Board.

Section 3 - Audit

The financial affairs of the Corporation shall be audited by the certified public accountants designated by the Audit Committee. Compensation for such services shall be reviewed by the Executive Committee of the Board of Directors.

Section 4 - Budget

The Board of Directors each year shall adopt a budget of income and expenses for the next fiscal year. The budget as adopted by the Board of Directors shall be the authorized fiscal policy of all concerned by the ensuing year. No changes shall be made therein unless specifically authorized by the Board of Directors.

ARTICLE VI: Centers

Section 1 - Centers

The Board of Directors may establish Centers under its control and direction or may discontinue same and shall define the scope of their activities and make rules for their governance.

Section 2 - Center Boards of Managers

The management of each Center shall be vested in a Board of Managers comprised of not less than fifteen (15) and not more than forty (40) voting members of that Center. Each Center Board of Managers shall be charged with full responsibility to the Board of Directors for the conduct of the work of the Center in harmony with its Charter, the Bylaws of the Corporation and the Center Board Operating Guidelines. The Center Board Operating Guidelines, which are subject to review and approval of the Chief Executive Officer/President, provide guidelines on governance and structure of Center Boards.

Section 3 - Election of the Center Board of Managers

Thirty (30) days prior to the date that Center Boards of Managers shall elect new members to their Boards, the Center shall present in writing to the Chief Executive Officer/President, the names of all candidates to be voted on for election to the Board of Managers, for review and approval by the Chief Executive Officer/President.

Section 4 - Term of Office

The membership of each Center Board of Managers shall at the time of organization be divided by lot into three (3) classes approximately equal in number; one class expiring at the end of one (1) year, another at the end of two (2) years and the third at the end of three (3) years. Thereafter each class shall serve a three (3) year term or until their successors are appointed and qualified.

Section 5 - Officers of Center Boards

Each Board of Managers shall elect annually its own officers from its own members. These officers shall consist of a Chairman, and one or more Vice Chairmen. The Chairman may serve in that office for not more than three (3) successive terms. The Board of Managers shall appoint such committees as are necessary to carry on the work of the Center.

ARTICLE VII: Limited Liability of Volunteers

Each individual (other than an employee of the Corporation) who provides services to or on behalf of the Corporation without compensation (a "Volunteer") shall be immune from liability to any person for damages, settlements, fees, fines, penalties or other monetary liabilities arising from any act or omission as a Volunteer, to the fullest extent provided by Section 181.0670 of the WNCL or any successor statute thereto. For purposes of this Article VII, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under state law and who is performing services to or on behalf of the Corporation without compensation is not acting within the scope of his or her professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Corporation in writing.

ARTICLE VIII: Indemnity

The Corporation shall, to the fullest extent authorized or allowed by the WNCL, or any successor statute, as judicially interpreted, indemnify any director, member of a Center Board of Managers, and/or officer (whether appointed by the Board or by the Chief Executive Officer/President), against any and all liability, including legal expenses, incurred by such director, member of a Center Board of Managers, or officer, arising out of or in connection with any proceeding in which he or she is a party because he or she is or was a director, member of a Center Board of Managers, or officer.

ARTICLE IX: Miscellaneous

Section 1 - Investments

The funds and property of the Corporation, unless specifically otherwise provided by a deed, gift, bequest, devise, grant or contribution, may be invested in real estate, both improved and unimproved, in tangible or intangible personal property and/or in securities of one or more types as may be authorized by the Board of Directors from time to time without regard to the restrictions of the statutes regulating the investment of funds by trustees, fiduciaries or insurance companies.

Section 2 - Corporate Seal

The Corporation shall have a corporate seal as adopted by the Board of Directors.

Section 3 - Gender

Whenever the context of these By-Laws does not otherwise require, words of any gender shall include both genders, and the singular shall include the plural, and vice versa.

Section 4 - Amendments

These By-Laws may be amended or repealed by the Board of Directors either: (i) by unanimous written consent of the members of the Board of Directors; or (ii) by majority vote of the members of the Board of Directors present at any duly held regular or special meeting thereof, provided that written notice of the proposed amendment shall have been provided to the members of the Board of Directors at least thirty (30) days prior to any such meeting.

* * * * *

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