

APPENDIX II
CONSTITUTION OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF
CORTLAND, NEW YORK

Adopted as amended by the Board of Directors on November 17, 2005 and by Association members on May 18, 2006.

ARTICLE I. NAME AND PURPOSE

Section 1. NAME

a) The corporate name of this Association shall be THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF CORTLAND, NEW YORK.

Section 2. PURPOSE

a) The basic purpose of this Association is to aid in the development of Christian standards of living, conduct, and life purpose in its members and its constituency which encompasses Cortland County.

b) In the attainment of this goal, the Association seeks to promote the physical, mental and spiritual welfare of persons and to emphasize reverence to God, the brotherhood of man, responsibility for the common good, respect for personality and the application of the Golden Rule (do unto others as you would have done unto you) in human relationships.

c) In further seeking to attain this purpose, the Association recognizes the desirability of affiliation with the National Young Men's Christian Association and its regional divisions and therefore accepts the following national statement of purposes as part of its own purposes:

The Young Men's Christian Association we regard as being, in its essential genius, a worldwide fellowship united by a common loyalty to Jesus Christ for the purpose of developing a Christian personality and building a Christian society.

d) The Young Men's Christian Association of Cortland County expands upon this basic Christian tenet and encourages a respect for all other religions as well as Christianity.

ARTICLE II. MEMBERSHIP

Section 1. MEMBERSHIP

a) Any person of good moral character who is in sympathy with, or respects its purpose may become a member of this Association in accordance with such provisions as may be established by the Board of Directors.

Section 2. ELIGIBILITY FOR VOTING

a) Any member sixteen (16) years of age or over who assents to the following declaration shall be an elector: "I am in sympathy with the purpose of the YMCA of Cortland and desire to cooperate with others in its achievement and understand that privileges of membership carry responsibilities for payment of dues, individual services and moral standards."

Section 3. MEMBERSHIP TENURE

a) The membership continues in effect so long as the individual continues to meet the requirements of membership, until he or she resigns, until his or her death, or until the Board of Directors cancels his or her membership.

ARTICLE III. ORGANIZATION

Section 1. ADMINISTRATION

a) This Association shall be administered by a Board of Directors and a Board of Trustees.

Section 2. BOARD OF DIRECTORS

a) The Board of Directors shall be composed of no more than nineteen (19) individuals who are active members in good standing, elected for a term of three (3) years by the membership voting at an Annual Association Meeting.

b) The President, with the approval of the Board of Directors, may appoint from one (1) to four (4) additional members for a term of one year.

c) No elected member of the Board of Directors shall serve more than two (2) full terms in succession.

d) The President, with the approval of the Board of Directors, may fill any vacancy occurring in the interim. A person appointed to fill such a vacancy shall be eligible for two (2) full terms thereafter.

Section 3. BOARD OF TRUSTEES

a) The Board of Trustees shall consist of six (6) individuals elected by the Association membership for a term of six (6) years, renewable by appointment by members of the Board of Trustees and elected by the Association membership at an Annual Meeting. A Trustee shall be a recognized leader in the community, in sympathy with the purpose of the Association, experienced in the required area of responsibility, and a member in good standing in the Association.

b) The Executive Director and the President of the Board of Directors shall be ex-officio members without a vote.

c) Any vacancy occurring in the interim shall be filled by the Board of Trustees. A person appointed to fill such a vacancy shall serve the remainder of the expired term and shall be eligible for a six-year term renewable thereafter by approval by members of the Board of Trustees and elected by the Association membership at an Annual Meeting.

d) The Board of Trustees shall elect a Chairman from within its own members for a term of three (3) years. The Chairman shall be eligible for re-election.

Section 4. OFFICERS

a) The Officers of the Board of Directors, who shall serve also as Officers of the Association, shall be the President, one or more Vice-Presidents, a Secretary and a Treasurer.

b) The Officers shall be elected annually by the Board of Directors from within its own membership as provided in the By-laws.

c) The President and Vice-President shall not hold the same Office for more than three consecutive years.

Section 5. MEETINGS OF THE MEMBERSHIP

a) The Annual Association Meeting shall be held prior to May 31.

b) Special meetings of the Association membership may be called by the President of the Board of Directors or upon written request of twenty-five (25) Association members. At least two (2) weeks notice must be given in advance of any Annual or Special Association meeting, Such notice may be made by telephone, letter, e-mail, posters, and/or publication in a daily newspaper in the City.

c) Twenty-five (25) members shall comprise a quorum at any Annual or Special Association meeting.

Section 6. ELECTIONS

a) The Nominating Committee shall consist of five (5) members, appointed by the Board of Directors; two (2) shall be from the membership at large and three (3) from the Board of Directors.

b) The Nominating Committee shall submit a slate of candidates, eligible and willing to serve as Directors, of no less than the number of Directors to be elected.

c) Association members shall have the opportunity to nominate candidates by petition in accordance with the By-laws.

d) Elections shall be by written ballot at the Annual Association Meeting, and the candidates receiving the most votes shall be elected. However, upon motion duly

made, seconded and passed by the majority of the membership present, the written ballot may be waived and a voice vote substituted.

Section 7. EXECUTIVE COMMITTEE

a) An Executive Committee of the Board of Directors may be constituted in accordance with the By-laws. The purpose of the Executive Committee shall be to set the agendas of the meetings of the Board of Directors. The Executive Committee shall have the power to act on behalf of the Board of Directors where deemed appropriate under the By-laws

ARTICLE IV. RESPONSIBILITIES OF DIRECTORS AND TRUSTEES

Section 1. BOARD OF DIRECTORS

a) The Board of Directors shall have full responsibility for carrying on the work of the Association, except for responsibilities conferred on the Board of Trustees by Section 2, below. The Directors' responsibilities shall include the following:

1. Determining and carrying out the program and policies of the Association.
2. Controlling expenditure of operating funds.
3. Regulating the employment of the Executive Director.
4. Exercising, together with the Board of Trustees, the power to authorize the sale, mortgage, gift or other transfer of real estate.

b) The Board of Directors shall report annually to the Association membership on the work, program and financial operations.

c) The Board of Directors is authorized to make and amend such By-laws as they consider necessary to carry out the functions of the Association. Such By-laws and amendments shall be consistent with the provisions of the current Constitution.

Section 2. BOARD OF TRUSTEES

a) The Board of Trustees shall have control over all capital assets of the Association. They shall exercise, together with the Board of Directors, the power to authorize the sale, mortgage, gift or other transfer of real estate. They shall designate what portions of the investment income or principal, or both, are available for operating funds.

b) The Board of Trustees shall invest funds in accordance with applicable terms of gifts or contracts, and may delegate to a corporate trustee such powers, duties or obligations with reference to the care, custody or management of such funds as may be deemed advisable.

c) In releasing for operating purposes money derived from capital or income from trust funds established for restricted purposes, the Board of Trustees may designate purposes for which the money should be spent.

d) The Board of Trustees shall not supervise the spending of operating funds, nor determine the policy and program of the Association, beyond the extent indicated by this Section.

ARTICLE V. AMENDMENTS

Section 1. AMENDMENTS

a) This Constitution may be amended by a two-thirds (2/3) vote of those members present at any Annual or Special Association Meeting at which a quorum is present, provided that every proposed amendment shall have been approved by the Board of Directors before it is presented at a meeting and provided that a statement of any amendment that is proposed at the meeting shall have been presented in the call for the meeting.

APPENDIX III
BY-LAWS OF THE CONSTITUTION OF
THE YOUNG MEN'S CHRISTIAN ASSOCIATION
OF CORTLAND, NEW YORK
Adopted as amended, February 23, 2006.

ARTICLE I. NAME

Section 1. NAME

a) The name "Young Men's Christian Association of Cortland, New York" may be abbreviated to YMCA of Cortland, or Cortland YMCA. The name "Cortland County YMCA" is also used on promotional material.

ARTICLE II. MEMBERS

Section 1. MEMBERS

a) Members of the Association shall pay such annual membership dues as the Board of Directors shall designate.

b) For purposes of voting, nominating, or requesting a Special or Annual meeting, "member" shall be limited to "voting member".

c) The pronoun "he" as used in the current Constitution and By-laws shall be construed to apply to both sexes.

ARTICLE III. ORGANIZATION

Section 1. BOARD OF DIRECTORS

a) The President, with the approval of the Board of Directors, may appoint one (1) to four (4) additional members to the Board of Directors for a term of one (1) year.

b) The President, with the approval of the Board of Directors, may fill any Board vacancy. A person appointed to fill such a vacancy shall serve the remainder of the unexpired term and shall be eligible to serve two (2) full terms thereafter.

c) The Nominating Committee, in consultation with the Board President, shall prepare a single slate of Officers for the Board of Directors.

d) The outgoing President shall call to order the first meeting of the Board of Directors immediately after the Annual Association Meeting concludes and shall preside until the new Officers are elected.

e) The Nominating Committee shall present the slate of Officers at the first meeting of the new Board of Directors, such meeting to take place immediately after the Annual Association Meeting concludes. The first order of business shall be the Nominating Committee report, to be followed immediately by the election of Officers. The new Officers shall take office upon election.

f) The Executive Director, the Chairmen of special committees, and members of the Board of Trustees shall be ex-officio members, without vote, of the Board of Directors.

g) The Executive Director shall have the responsibility to ensure that the yearly premium for the Cortland YMCA Directors and Officers Insurance (D&O) be paid in a timely manner. The Executive Director shall directly report said D&O premium payment to the President of the Board of Directors. The Executive Director shall report same to the full Board at the next monthly Board meeting.

Section 2. BOARD OF TRUSTEES

a) The Board of Trustees shall elect its own Officers and determine its own rules of procedure, and shall keep minutes of its meetings, copies of which shall be filed with the President of the Board of Directors and the Executive Director.

b) The President of the Board of Directors and the Executive Director shall be ex-officio members, without vote, of the Board of Trustees.

Section 3. ANNUAL AND SPECIAL ASSOCIATION MEETINGS

a) The Board of Directors shall designate the day and place of the Annual Association Meeting. Notice of such meetings shall be given by telephone, letter, e-mail, posters, or publication in a daily newspaper in the City at least fourteen (14) days prior to the date thereof.

b) Special meetings of the Association may be called according to Article III, Section 5b of the current Constitution. An all-member meeting may be held for any reason which shall further the purpose of the Association.

c) The President shall appoint a committee to make all arrangements and prepare the agenda for the Annual Association Meeting. The agenda shall allow time for discussion of undesignated business, which members may submit to the committee no later than five (5) days prior to the meeting.

Section 4. BOARD OF DIRECTORS MEETINGS

a) The Board of Directors shall meet at least ten (10) times during the year, the dates to be designated by the Board. Notice of the meeting shall be by mail or e-mail.

b) The Agenda shall include minutes of the most recent Board meeting. It should include a financial report and other information needed for Board action upon old and

new business. The Executive Director shall have the opportunity to report and include updates of meetings held in the interim.

c) Special meetings of the Board of Directors shall be called upon request of the President and two (2) other Board members, or upon request of any five (5) Board members. Meeting notices shall state the matters to be considered. Ex-officio members are to be included and notified of special meetings.

d) One-third (1/3) of the total voting members of the Board of Directors shall constitute a quorum.

e) Meetings of the Board of Directors may be attended by ex-officio members. The Board may invite other persons to attend a regular or special meeting.

f) Absence of a Board member from four consecutive meetings without a reason acceptable to the Board of Directors, may, after due consultation with the member, be regarded by the Board of Directors as equivalent to resignation.

Section 5. BOARD OF TRUSTEES MEETINGS

a) The Board of Trustees shall meet at least four (4) times a year, and as often as necessary to carry out its responsibilities. At least one (1) meeting must be held jointly with the Board of Directors.

b) The Board of Trustees shall have a set of its own rules, which must be consistent with the current Constitution, and shall file them with the Board of Directors.

SECTION 6. ELECTION OF BOARD OF DIRECTORS

a) Nominations for Board of Director positions are presented by the Nominating Committee after discussion and review of all candidates. Members of the Association shall have the opportunity to nominate candidates by petition. To nominate by petition, pursuant to Article III, Section 6c of the current Constitution, a member must secure the written consent of the proposed candidate and such candidate must be endorsed by fifteen (15) voting members. Such a nomination shall be presented to the Nominating Committee at least ten (10) days before the Annual Association Meeting.

b) The Nominating Committee, in preparing the slate of candidates, may accept the names of candidates submitted through petition.

Section 7. EXECUTIVE COMMITTEE

a) The Executive Committee shall consist of the Officers of the Board of Directors, Chairman of the Finance Committee, and Chairman of the Board of Trustees. The Executive Director shall be an ex-officio member, without vote.

b) The Executive Committee holds monthly meetings, and in the interim between regular Board of Directors meetings, shall have all the powers of the Board. Emergency attention to matters that come up between Board of Directors meetings can be discussed

and acted upon by the Executive Committee. Agendas for the monthly Board of Directors meetings are to be set in consultation with the Executive Committee.

c) Two thirds (2/3) of the voting members of the Executive Committee must be present to make any decision other than setting the agenda and/or for matters other than those relating to the ordinary day-to-day business of the YMCA.

ARTICLE IV. AMENDMENTS

Section 1. AMENDMENTS

a) The Board of Directors may amend these By-laws at a regular Board meeting, or at a special Board meeting called by the Board President, provided that a statement of any amendment that is proposed at the meeting shall have been presented to the members of the Board of Directors prior to the meeting.

b) A two-thirds (2/3) vote by the voting members of the Board present is required to pass any amendment.

c) Any amendments to these By-laws must be consistent with the current Constitution of the Young Men's Christian Association of Cortland, New York.