

ARTICLE I - Name and Offices

The name of this organization shall be The Y's Women, P.O. Box 53, Westport, Connecticut 06881. It is a 501(c)(7) organization. This Article and those that follow will constitute the By-Laws of this Organization.

ARTICLE II - Objectives

The primary objective of The Y's Women is to bring together women for learning experiences, sociability, entertainment, sports, volunteer service options, group travel, exchange of ideas and participation in other activities of interest and benefit to members and the community.

ARTICLE III - Membership

Section 1 - The Y's Women is an inclusive organization, welcoming women of all ages who reside in the Fairfield County area.

Section 2 - Each member shall have one vote on any matter on which a vote of members is taken.

ARTICLE IV - Officers

Section 1 - The officers of this organization shall consist of a President, Vice President, Secretary and Treasurer.

Section 2 - The President and Vice President shall serve one two-year term and cannot be re-elected to the same position in the following term. The Secretary and Treasurer shall serve an initial two-year term and may be re-elected for an additional two-year term.

ARTICLE V - The Board of Directors

Section 1 - The Board of Directors shall consist of President, Vice President (who also serves as Program Chair), Secretary, Treasurer, and Chairpersons of the following Standing Committees: Communications, Hospitality, Membership, Program, Publicity, Trips and Travel, Website and other Committee Chairpersons as deemed appropriate.

Section 2 - The immediate Past President shall serve as a non-voting, ex-officio member of the Board of Directors for a two-year term.

Section 3 - Each member of the Board of Directors shall serve until her successor is elected (or appointed.)

ARTICLE VI - Election of Officers

Section 1 - Officers of The Y's Women shall be elected by a majority vote of members present and voting at the Annual Meeting and shall assume the duties of their respective offices at the time of their election.

Section 2 - Not less than 30 days prior to the Annual Meeting, the President shall appoint a Nominating Committee to select a slate of candidates to serve as Officers for the coming term. It will also recommend Chairpersons of all other Committees listed in Article X. The Nominating Committee will not nominate its own members for any Board position except under special circumstances as determined by the President.

Section 3 - Vacancies in any office shall be filled by a vote of the Board of Directors.

ARTICLE VII - Duties of Officers and Board of Directors

Section 1 - The President shall preside at all meetings and shall be the Chairperson of the Board of Directors. She shall appoint a Chairperson of each Committee upon recommendation of the Nominating Committee.

Section 2 - The Vice President shall preside at all meetings in the absence of the President and shall work closely with the President in all administrative matters and perform any other duties designated by the President. She shall be the Chairperson of the Program Committee as described in Article X.

Section 3 - The Secretary shall keep minutes of each meeting of the Board of Directors. The minutes of a Board meeting shall be distributed to the Board members prior to the next Board meeting. Copies of the approved Board minutes shall be available to all members on the website and shall be maintained in the organization's archives. The Secretary will act as Point Person for Satellite Groups.

Section 4 - The Treasurer shall be responsible for reporting to the Board of Directors at each Board meeting with a summary of all funds received and expenditures made for the previous month. The Treasurer shall be responsible for receipting all funds and authorizing all expenditures. In conjunction with the Board of Directors, the Treasurer shall be responsible for preparing an annual budget. The Treasurer shall work with the organization's accountant to submit annual financial reports as required by federal and state agencies.

Section 5 - The Board of Directors shall have authority to act for the membership in establishing policies and in approval of budgets and expenditures for The Y's Women.

ARTICLE VIII - Members

Section 1 - Regular meetings of the membership shall be held on the second and fourth Mondays, except holidays or during the summer recess. The last meeting of the year shall be designated as the Annual Meeting.

Section 2 - A majority of the members present and voting shall constitute a quorum for the transaction of business at all regular or special meetings of the membership.

Section 3 - The Board of Directors shall meet once a month as necessary excluding the summer recess. However, if three or more members of the Board of Directors request a special meeting, the Secretary shall issue a call for such a meeting, the purpose of which shall be stated in the call. This call shall be made at least five days prior to the meeting. Discussion at the meeting will be limited to the stated purpose.

Section 4 - A majority of the voting members of the Board of Directors shall constitute a quorum for voting on issues before the Board.

ARTICLE IX - Funds

Section 1 - Funds refers to monies collected as dues and fees for program activities.

Section 2 - Membership dues shall be established by the Board of Directors.

Section 3 - Membership dues shall be paid in September of each year. Any member whose dues are not paid by October 31st shall be dropped from the membership list and be excluded from the satellite group activities. The Board of Directors may grant dispensation when it deems that circumstances justify such an action.

Section 4 - The fiscal year for The Y's Women shall start on July 1 of each year and extend to June 30 of the following year.

ARTICLE X - Standing Committees

Section 1 - General. The President, in consultation with Board of Directors, may from time to time designate such Standing Committees as are needed for the successful operation of The Y's Women. Such Standing Committees and their respective duties shall be set forth in the following sections 2 through 8 of Article X. Each Standing Committee will have one vote.

Section 2 - Communications Committee. This Committee shall consist of a Chairperson and other members appointed by her. Its duties shall include editing and publishing The Y's Women's monthly newsletter and bulletins for delivery to the Website Administrator for online publication. Close coordination with the Publicity Committee and the Archivist is also necessary. The Chairperson shall be a member of the Board of Directors.

Section 3 - Hospitality Committee. This Committee shall consist of a Chairperson and other members appointed by her. Its duties shall consist of arranging for refreshments for meetings and other special events. Volunteers will be solicited to assist for each regular meeting. The Chairperson shall be a member of the Board of Directors. The Special Events Coordinator(s) shall work closely with the Chairperson of the Hospitality Committee in the planning of the Holiday Party and the Annual

Meeting/End-of-Year Luncheon and will be invited to attend a Board meeting to provide updates as needed.

Section 4 - Membership Committee. This Committee shall consist of a Chairperson and other members who will be appointed by her. The Chairperson shall be a member of the Board of Directors. The purpose of this Committee shall be to collect dues, publish (annually) and maintain a current roster of all active members, and to facilitate the membership process through active contact with new members. This Committee will be responsible for maintaining a database of membership for electronic communications. A Y's Care coordinator will be named by the Membership Committee Chairperson.

Section 5 - Program Committee. This Committee shall be chaired by the Vice President and shall consist of other members appointed by her. The purpose of this Committee is to provide speakers and programs for the regular meetings of The Y's Women. The Liaison to the Facility will be named by and work closely with the Vice President.

Section 6 - Publicity Committee. This Committee shall consist of a Chairperson and other members as shall be appointed by her. The Chairperson shall be a member of the Board of Directors. The duties of the Publicity Committee are to work closely with the Communications Committee, coordinate with the Archivist and, specifically, to publicize and encourage news and feature coverage of The Y's Women activities. Photographs are provided directly to the Website Administrator for posting on the website.

Section 7 - Trips and Travel Committee. This Committee shall sponsor day and overnight trips for members and their traveling companions. The Chairperson shall be a member of the Board of Directors.

Section 8 - Website Committee. This Committee shall be chaired by the Website Administrator, who receives direct input for posting of the Newsletter, approved Minutes, Photographs, and special Notices, as well as the monthly Newsletter e-blast and miscellaneous other email blasts (such as inclement weather cancellations) as directed by the Board President. The Website Administrator will select and train another member as back-up administrator. The Chairperson shall be a member of the Board of Directors.

Section 9 - Satellite Groups. Satellite groups shall each have a Chairperson and members. They shall have responsibility for providing whatever is required in activities such as Book Club(s), Carpool & Go, Cinema, and Newstalk, as well as social

groups for Newcomers and Solos and others established to further the interests of the group. Each satellite group shall be self-supporting; a brief description and contact information for its Chairperson will be listed on the website. Only dues-paying members may participate in these Satellite Groups.

ARTICLE XI - Policy

No monetary contributions are to be made to any organization, agency, speaker or other type of solicitor, unless specifically approved by the Board of Directors. In addition, no financial contributions are to be accepted by The Y's Women. It shall also be the policy of The Y's Women not to go on record either for or against any public issues or to engage in political activity.

The mailing list, directory or any roster of the membership may not be used by any individual or organization, for any purpose, outside The Y's Women organization.

ARTICLE XII - Disposal of Assets

In the event that The Y's Women ceases to exist as a continuing organization, all cash assets should be distributed to 501(c) organizations as recommended by the Board of Directors and approved by the membership.

ARTICLE XIII - Amendments

Proposals for amendments to these By-Laws may be made by any member when such a petition in writing is submitted to the Secretary, who shall then present it to the Board of Directors. Upon the recommendation of the Board of Directors, it shall then be submitted to the membership for their vote at a general meeting. No amendment of the By-Laws shall be adopted unless approved by a majority vote of the members present at such meeting.