



BYLAWS OF THE CHANNEL ISLANDS YMCA

**AMENDED AND RESTATED BYLAWS
OF THE
CHANNEL ISLANDS YOUNG MEN'S
CHRISTIAN ASSOCIATION
(CHANNEL ISLANDS YMCA)**

A California Nonprofit, Public Benefit Corporation



BYLAWS OF THE CHANNEL ISLANDS YMCA

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ARTICLE I

NAME, EXEMPT PURPOSE, AND MISSION

Section 1.01. Name. The name of this corporation is Channel Islands Young Men's Christian Association (the "Channel Islands YMCA").

Section 1.02. Exempt Purpose. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law (the "Nonprofit Law") for charitable purposes.

This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

Section 1.03. Mission. The mission of the Channel Islands YMCA is to provide programs based upon Christian principles to men, women and children of all ages, races, religious beliefs and economic status to develop and enrich the spirit, mind and body.

ARTICLE II

MEMBERSHIP

Section 2.01. No voting members. The Channel Islands YMCA shall have no members within the meaning of Section 5056 of the Nonprofit Law. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the board of directors of the Channel Islands YMCA (the "Board of Directors"). All rights which would otherwise vest in the members shall vest in the Board of Directors.



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Section 2.02. Non-Voting Members. The Board of Directors shall adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Channel Islands YMCA. Such members are not “members” of the Channel Islands YMCA as defined in Section 5056 of the Nonprofit Law.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.01. Powers. Subject to the limitations of the Articles of Incorporation of the Channel Islands YMCA (the “Articles of Incorporation”), these Bylaws, and the Nonprofit Law, the activities and affairs of the Channel Islands YMCA shall be conducted, and all corporate powers shall be exercised by or under the direction of, the Board of Directors. The Board of Directors may delegate the management of the activities of the Channel Islands YMCA to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Channel Islands YMCA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 3.02. Number of Directors. The authorized number of directors shall be not more than thirty (30), with the exact authorized number of directors to be fixed by resolution of the Board of Directors as enacted from time to time.

Section 3.03. Selection and Term of Office. Directors shall be elected at each annual meeting of the Board of Directors for three (3) year terms, but directors may be elected at any meeting of the Board of Directors held for that purpose. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that director’s earlier resignation or removal in accordance with these Bylaws and the Nonprofit Law. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

Section 3.04. Removal. Any director may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office.

Section 3.05. Resignations. Subject to the provisions of Section 5226 of the Nonprofit Law, any director may resign effective upon giving written notice



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to the Chair or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Section 3.06. Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or an increase in the authorized number of directors.

Vacancies on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors then in office, although less than a quorum, or by a sole remaining director at any regular or special meeting of the Board of Directors. Each director so elected shall hold office until the expiration of the term of his or her predecessor and until his or her successor has been elected and qualified.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires unless the reduction also provides for the removal of that specified director in accordance with these Bylaws and the Nonprofit Law.

Section 3.07. Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An "interested person" is (i) any person being compensated by the Channel Islands YMCA for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation (if any) paid to a director as director; and (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law of any such person. Notwithstanding the foregoing, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Channel Islands YMCA.

Section 3.08. Place of Meeting. Regular or special meetings of the Board of Directors may be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Channel Islands YMCA.

Section 3.09. Annual Meetings. Each year, the Board of Directors shall hold an annual meeting for the purposes of organization, election of directors and officers, and the transaction of other business. The annual meeting shall



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be held on such date and at such time as may be fixed by the Board of Directors.

Section 3.10. Regular Meetings. Regular meetings of the Board of Directors may be held without call or notice on such dates and at such times as may be fixed by the Board of Directors.

Section 3.11. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair, any two (2) officers listed in Section 5.01, or any five (5) directors.

Section 3.12. Notice. Special meetings of the Board of Directors shall be held upon four (4) days' written notice by first-class mail or forty-eight (48) hours' notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by "electronic transmission by the corporation" (as defined below). Written notice shall be addressed or delivered to each director at his or her physical or email address, as applicable, as it is shown upon the records of the Channel Islands YMCA, or as may have been given to the Channel Islands YMCA by the director for purposes of notice. "Electronic transmission by the corporation" means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the Channel Islands YMCA, or (2) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient, or is actually transmitted by electronic means by the person giving the notice to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person who would reasonably be expected to promptly communicate such notice to the recipient.

Section 3.13. Quorum. A majority of the directors then in office shall constitute a quorum of the Board of Directors for the transaction of business, except to adjourn as provided in Section 3.16. Every act taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless a greater number



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be required by the Nonprofit Law, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 3.14. Participation in Meetings by Conference Telephone.

Directors may participate in any meeting of the Board of Directors through use of a conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. All such participating directors shall be deemed to be present in person at such meeting.

Section 3.15. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.16. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board of Directors to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If that if the meeting is adjourned for more than twenty-four (24) hours, reasonable notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 3.17. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board of Directors and shall be filed with the minutes of the proceedings of the Board of Directors. Directors may consent, vote, or otherwise take action under this Section by a signed document transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chair.

Section 3.18. Compensation. The Channel Islands YMCA shall not pay any compensation to directors for services rendered to the Channel Islands YMCA as



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directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Channel Islands YMCA, in reasonable amounts as approved by the Board of Directors. Nothing shall preclude any director from serving the Channel Islands YMCA in any other capacity and receiving reasonable compensation for such services.

ARTICLE 4

COMMITTEES AND TASK FORCES

Section 4.01. Board Committees. The Board of Directors may designate and appoint one or more committees, each consisting of at least two (2) directors and no non-director members, and delegate to such committees any of the authority of the Board of Directors except with respect to: (i) the filling of vacancies on the Board of Directors or in any committee which has the authority of the Board of Directors; (ii) the fixing of compensation (if any) of the directors for serving on the Board of Directors or on any committee; (ii) the amendment or repeal of these Bylaws or the adoption of new bylaws; (iii) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; (iv) the appointment of committees of the Board of Directors or the members thereof; (v) the approval of any self-dealing transaction, as defined in Section 5233(a) of the Nonprofit Law, except as provided in Section 5233(d)(3) of the Nonprofit Law; (vi) the expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, and such committee may be designated by any name the Board of Directors shall specify. The Board of Directors may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee.

Section 4.02. Meetings and Action of Board Committees. The Board of Directors shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board of Directors or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Article 3 applicable to meeting and actions of the Board of Directors, with such changes in the context of Article 3 as are necessary to substitute the committee and its



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members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined by resolution of the Board of Directors, and special meetings of committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records. Each committee shall report to the Board of Directors from time to time as the Board and these Bylaws may require.

Section 4.03. Executive Committee. The Board of Directors shall have an Executive Committee, which shall consist of the Chair, the Vice Chair, the Secretary, the Treasurer, and the immediate past Chair, so long as each person is also a director. Except as its powers may be otherwise limited by the Board of Directors and Section 4.01, the Executive Committee shall have, and may exercise, the full powers of the Board of Directors in the management of the business and affairs of the Channel Islands YMCA. The Executive Committee shall report any action taken at the next meeting of the Board of Directors.

Section 4.04. Audit Committee. If the Channel Islands YMCA receives or accrues in any fiscal year gross revenue of two million dollars (\$2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the Channel Islands YMCA shall do the following:

(a) Have an Audit Committee appointed by the Board of Directors. The Audit Committee may include persons who are not directors. The Audit Committee shall not include any members of the staff, including the President/CEO and the Chief Financial Officer (whether or not such persons are unpaid volunteers). The Audit Committee may have as few as one member. If the Channel Islands YMCA has a finance committee, it must be separate from the Audit Committee. Members of the finance committee may serve on the Audit Committee. The chair of the Audit Committee may not be a member of the finance committee. Members of the finance committee shall constitute less than fifty percent (50%) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Channel Islands YMCA. Members of the Audit Committee shall not have a material financial interest in any entity doing business with the Channel Islands YMCA. Subject to the supervision of the Board of Directors, the Audit Committee shall be responsible for recommending to the Board of Directors the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board of Directors. The Audit Committee shall confer with the auditor to satisfy its members that the financial



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affairs of the Channel Islands YMCA are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence referred to in this Section, and shall approve performance of non-audit services by the auditing firm, if any.

(b) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any non-audit services performed by the firm conducting the audit, the firm, and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book). The audited financial statements shall be made available for inspection by the Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. The Channel Islands YMCA shall make such annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by Code Section 6104(d) and associated regulations.

Section 4.05. Investment Committee. The Board of Directors shall have an Investment Committee, which shall be responsible for the maintenance of an endowment fund for the benefit of the Channel Islands YMCA. Members of the Investment Committee shall be appointed by the Board of Directors as provided for in Section 4.01.

Section 4.06. Advisory Committees. In the event that the Board of Directors determines that the management of the Channel Islands YMCA would be benefited by the establishment of one or more advisory committees, the Board of Directors may from time to time establish one or more such committees to serve at the pleasure of the Board of Directors.

The establishment of an advisory committee shall be effected by a resolution of the Board of Directors which specifically sets forth the responsibilities of such committee. Each advisory committee has the responsibility to make recommendations to the Board of Directors. Each such committee shall be presided over by a director selected by the Chair. Other members of an advisory committee need not be directors. The Board of Directors shall appoint and discharge advisory committee members at will. All actions and recommendations of an advisory committee shall require ratification by the Board of Directors before being given effect.



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Notice of, and procedures for, meetings of advisory committees shall be as prescribed by the chair of each advisory committee. Meetings of advisory committees may be called by the Board of Directors or the chair of the advisory committee.

Section 4.07. Task Forces. The Chair, the Board of Directors, or the Executive Committee may from time to time appoint such task forces as deemed appropriate, consisting of directors or persons who are not directors, but such task forces shall not be deemed committees of the Board of Directors and shall not exercise any powers of the Board of Directors.

Notice of, and procedures for, meetings of any task force shall be as prescribed by the chair of each such task force, and meetings of task forces may be called by the Chair, the Board of Directors, the Executive Committee, or the chair of the task force.

ARTICLE 5

OFFICERS

Section 5.01. Required Officers. The officers of the Channel Islands YMCA shall be a Chair, a Vice Chair, a Secretary, and a Treasurer and must be current members of the board. Each officer position must be held by a different individual.

Section 5.02. Permitted Officers. The Board of Directors shall have the power to designate one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the business of the Channel Islands YMCA may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors at its pleasure may from time to time determine.

Section 5.03. Election. The officers shall be elected by the Board of Directors at its annual meeting for a term of two years, and each officer shall serve at the discretion of the Board of Directors until his or her successor shall have been duly elected and qualified, or his or her earlier death, resignation or removal in accordance with these Bylaws.

Section 5.04. Removal and Resignation. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed at any time, with or without cause, by the affirmative vote of the Board of Directors.



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Any officer of the Board of Directors may resign at any time by giving written notice to the Chair or the Secretary. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the Chair, such vacancy shall be filled temporarily by appointment by the Chair, and the appointee shall remain in office for sixty (60) days, or until the next regular meeting of the Board of Directors, whichever comes first. Thereafter, the position can be filled only by action of the Board of Directors.

Section 5.06. Chair and Immediate Past Chair. The Chair shall, if present, preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed in these Bylaws. The immediate past Chair shall serve on the Executive Committee and provide for continuity of leadership. The immediate past Chair shall exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed in these Bylaws

Section 5.07. Vice Chair. The Vice Chair shall, in the absence, disability, or resignation of the Chair, perform all the duties of the Chair and, when so acting, have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws.

Section 5.08. Secretary. The Secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date. The Secretary shall also keep or cause to be kept, at the principal office, a book of minutes of all meetings of the Board of Directors and its committees.

The book of minutes shall include (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board of Directors or any



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committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board of Directors actions.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and any committees thereof required by these Bylaws or by the Nonprofit Law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5.09. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained at the principal office, adequate and correct accounts of the properties and business transactions of the Channel Islands YMCA, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors such financial statements and reports as are required by the Nonprofit Law or these Bylaws.

The Treasurer, or the Treasurer's designee, shall deposit all monies and other valuables in the name and to the credit of the Channel Islands YMCA with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Channel Islands YMCA as may be ordered by the Board of Directors, shall render to the President/CEO and the directors, whenever they request it, an account of all transactions and of the financial condition of the Channel Islands YMCA, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 5.10. President/CEO. Subject to such supervisory powers as may be given by the Board of Directors to the Chair, the Board of Directors shall hire a chief executive who shall be referred to as the "President/CEO." The President/CEO shall be the general manager of the Channel Islands YMCA, and subject to the control of the Board of Directors, shall supervise, direct and control the day-to-day activities, business and affairs of the Channel Islands YMCA. The President/CEO shall be empowered to hire, supervise and fire all of the employees of the Channel Islands YMCA, under such terms and having such job responsibilities as the President/CEO shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The President/CEO may delegate his or her responsibilities and



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powers subject to the control of the Board of Directors. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President/CEO shall be an officer of the Channel Islands YMCA but shall not be a director.

Section 5.11. Chief Financial Officer. The President/CEO may designate a person to serve as the Chief Financial Officer of the Channel Islands YMCA. The Chief Financial Officer shall have such authority and perform such duties as are provided by the President/CEO. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer. The Chief Financial Officer shall be an officer of the Channel Islands YMCA but shall not be a director.

Section 5.12. Compensation. The Board of Directors shall decide all matters relating to the compensation of any officer. No salaried officer serving on the Board of Directors shall be permitted to vote on his or her own compensation as an officer. The Board of Directors, or an authorized committee of the Board of Directors, shall review and approve the compensation, including benefits, of the President/CEO and the Chief Financial Officer to assure that it is just and reasonable. This review and approval shall occur initially upon the hiring of such officer, whenever the term of employment, if any, of the officer is renewed or extended, and whenever the officer's compensation is modified. Separate review and approval shall not be required if a modification of compensation extends to substantially all employees.

ARTICLE 6

INDEMNIFICATION OF AGENTS AND INSURANCE

Section 6.01. Actions Brought By Persons Other than the Corporation. The Channel Islands YMCA shall indemnify any person who was or is a party or threatened to be made a party to any Proceeding (other than an action by or in the right of the Channel Islands YMCA to procure a judgment in its favor, an action brought under Section 5233 of the Nonprofit Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in a charitable trust) by reason of the fact that such person is or was an Agent, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of



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the Channel Islands YMCA, and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the Channel Islands YMCA, or that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 6.02. Action Brought By or On Behalf Of the Corporation. The Channel Islands YMCA shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Channel Islands YMCA or brought under Section 5233 of the Nonprofit Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Agent, against Expenses, actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the Channel Islands YMCA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, except that no indemnification shall be made under this Section 6.02: (i) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Channel Islands YMCA in the performance of such person's duties to the Channel Islands YMCA, unless and only to the extent that the court in which such Proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the Expenses which such court shall determine; (ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (iii) of Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 6.03. Successful Defense by Agent. To the extent that an Agent of the Channel Islands YMCA has been successful on the merits in defense of any Proceeding referred to in Section 6.01 or Section 6.02 hereof or in defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.



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Section 6.04. Determination of Agent's Good Faith Conduct. Except as provided in Section 6.03 hereof any indemnification under this Article 6 shall be made by the Channel Islands YMCA only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 6.01 or Section 6.02 hereof by: (i) a majority vote of a quorum consisting of directors who are not parties to such Proceeding; or (ii) the court in which such Proceeding is or was pending upon application made by the Channel Islands YMCA, the Agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the Agent, attorney or other person is opposed by the Channel Islands YMCA.

Section 6.05. Advance of Expenses. Expenses incurred in defending any Proceeding may be advanced by the Channel Islands YMCA prior to the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay such amount unless it shall be determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 6.

Section 6.06. Limitations. No indemnification or advance shall be made under this Article 6 except as provided in Section 6.03 or clause (ii) of Section 6.04, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 6.07. Insurance. The Channel Islands YMCA shall have power to purchase and maintain insurance on behalf of any Agent against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such whether or not the Channel Islands YMCA would have the power to indemnify the Agent against such liability under the provisions of this Article 6; provided, however that the Channel Islands YMCA shall have no power to purchase and maintain such insurance to indemnify any Agent for a violation of Section 5233 of the Nonprofit Law.

Section 6.08. Definitions. For the purposes of this Article 6, (i) "Agent" means any person who is or was a director, officer, employee, or other agent of the Channel Islands YMCA, or is or was serving at the request of the Channel Islands YMCA as a director, officer, employee or agent of another foreign or



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domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Channel Islands YMCA or of another enterprise at the request of such predecessor corporation; (ii) "Attorney General" means the Attorney General of the State of California; (iii) "Expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 6.03 or clause (ii) of Section 6.04; and (iv) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

ARTICLE 7

BRANCHES

Section 7.01. Board of Managers. The organization of the operation of the Channel Islands YMCA may from time to time include various branches whose branch organizations will include advisory boards composed of volunteers. Each such branch advisory board shall be called a "Board of Managers," and the purpose of such Board of Managers shall be to provide volunteer support to the operations of that branch.

Section 7.02. Branch Governing Rules and Procedures. The organization, functions, and procedures for the transaction of business of each branch Board of Managers shall be set forth in Governing Rules and Procedures which shall be adopted by that Board of Managers and approved by the Board of Directors pursuant to such approval procedures and guidelines as may from time to time be adopted by the Board of Directors. Such branch Boards of Managers and any and all committees of such Boards of Managers shall function in an advisory capacity, and no powers of the Board of Directors may at any time be delegated to any branch Board of Managers or to any committee thereof.

ARTICLE 8

MISCELLANEOUS PROVISIONS

Section 8.01. Offices. The principal office of the Channel Islands YMCA shall be fixed and located at such place as the Board of Directors shall determine. Additional offices may be established at any time by the Board of Directors at any place or places.



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Section 8.02. Loans to Directors and Officers. The Channel Islands YMCA shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the Channel Islands YMCA may advance money to a director or officer of the Channel Islands YMCA or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Channel Islands YMCA, its parent, or any subsidiary.

Section 8.03. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Channel Islands YMCA and any other person, when signed by the President/CEO, the Chair, the Vice Chair, the Treasurer, or the Secretary, shall be valid and binding on the Channel Islands YMCA in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board of Directors, but, unless so authorized by the Board of Directors, no such officer, agent or employee shall have any power or authority to bind the Channel Islands YMCA by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 8.04. Representation of Shares of Other Corporations. The Chair, or any other officer or officers authorized by the Board of Directors, are each authorized to vote, represent, and exercise on behalf of the Channel Islands YMCA all rights incident to any and all shares of any other corporation or corporations standing in the name of the Channel Islands YMCA. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 8.05. Maintenance of Certain Records. The accounting books, records, and minutes of proceedings of the Board of Directors and of the committees of the Board of Directors, including the Executive Committee, shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Channel Islands YMCA. The minutes shall be kept in written or typed form, and the accounting



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books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 8.06. Annual Report. The Board of Directors shall cause an annual report to be furnished to each director within 120 days after the close of the fiscal year of the Channel Islands YMCA. The annual report shall contain in appropriate detail the following: (i) the assets and liabilities, including the trust funds, of the Channel Islands YMCA as of the end of the fiscal year; (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (iii) the revenue or receipts of the Channel Islands YMCA, both unrestricted and restricted to particular purposes, for the fiscal year; (iv) the expenses or disbursements of the Channel Islands YMCA, for both general and restricted purposes, during the fiscal year; and (v) with respect to the preceding fiscal year, (a) any transaction(s) involving both (1) the Channel Islands YMCA and either a director or officer of the Channel Islands YMCA (or its parent or subsidiary) and (2) more than fifty thousand dollars (\$50,000); or (b) any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Channel Islands YMCA

The report required by this Section 8.06 shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the Channel Islands YMCA that such reports were prepared without audit from the books and records of the Channel Islands YMCA.

Section 8.07. Fiscal Year. The fiscal year of the Channel Islands YMCA shall be as fixed by resolution of the Board of Directors.

Section 8.08. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy the books, records and documents of any kind, and to inspect the physical properties, of the Channel Islands YMCA.

Section 8.09. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section 8.10. Priority of Documents. In any event of any inconsistency between official documents or policies of the Channel Islands YMCA and/or its



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branches, the following order of precedence will govern: (i) Articles of Incorporation, (ii) these Bylaws, (iii) policy resolutions of the Board of Directors, (iv) procedural statements approved by the Board of Directors, (v) Governing Rules and Procedures of a branch, (vi) policy resolution of a branch Board of Managers, and (vii) written branch procedures.

Section 8.11. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Part 1 of the Nonprofit Law shall govern the construction of these Bylaws. Section references refer to sections in such Article unless otherwise noted.

Section 8.12. Amendments. These Bylaws may be amended or repealed by the Board of Directors. The Secretary shall keep, and attach hereto, a current list of the date and substance of all amendments made to these Bylaws as approved by the Board of Directors.



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CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY: That I am the duly elected, qualified, and acting Secretary of Channel Islands Young Men's Christian Association (dba Channel Islands YMCA) and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such corporation by the Board of Directors thereof as of _____, 2015.

Dated: _____, 2015.

Damon D. Brink, Secretary