

BY-LAWS OF Y'S MEN INTERNATIONAL, U.S. AREA
A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation shall be Y's Men International, U.S. Area. The Corporation may carry out its purpose, as described below, under any other name or names which may be approved from time to time by member clubs and which shall include "International Association of Y's Men's Clubs-United States Area," "Y's Men International" or "Y's Men."

ARTICLE II

OFFICES

Section 1. Principal Office

The principal office for the transaction of business of the corporation ("principal executive office") is located at San Diego County, California. The directors may change the principal office from one location to another. Any change of this location shall be noted by the Corporate Secretary in the Area Council minutes and this section may be amended to state the new location.

ARTICLE III

OBJECTIVES AND PURPOSES

The Corporation shall promote and maintain the work of the International Association of Y's Men's Club's within the Area of The United States of America.

Section 1. General Objectives

The International Association of Y's Men's Clubs is a worldwide fellowship of persons of all faiths working together in mutual respect and affection, based on the teachings of Jesus Christ, and with a common loyalty to the Young Men's Christian Association, striving through active service to develop, encourage and provide leadership to build a better world for all mankind.

Section 2. Objectives of the Corporation

- A. To encourage, promote, and foster organization and maintenance of Y's Men's Clubs throughout the U.S. Area and the world.
- B. To coordinate activities of all affiliating clubs and provide training material and personal leadership development.

Section 3. The Objectives of All Member Clubs

- A. To function primarily as service clubs for the YMCA and Youth.
- B. To support other worthy organizations.
- C. To encourage justice in civic and international affair, abstaining always from party politics.
- D. To keep members informed on, and actively involved in religious, civic, economic, social and international matters.
- E. To cultivate good fellowship.
- F. To support International, Area and Regional projects of the Association.

ARTICLE IV

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, or, for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to educational and charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation.

On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and or educational purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c) (3).

ARTICLE VI

MEMBERSHIP

Section 1. Definitions

Members shall consist of groups of people organized as Y Service Clubs, Y's Men & Women's Clubs, Y's Women's Clubs, or Y's Men's Club, as specified in the Constitution and Guidelines of the International Association of Y's Men's Clubs. The terms "members" and "member clubs" shall be synonymous and may be used interchangeably in these By-Laws and in other appropriate instances.

Section 2. Eligibility

Only clubs which have been determined eligible clubs by the Regional Director and registered and chartered by the International Association of Y's Men's Clubs may be member clubs.

Upon notification by a Regional Director that a club is defunct, its membership ceases.

A statement of policy shall be issued by the U.S. Area defining the term "eligible clubs."

Section 3. Geographical Limits

Member clubs shall be clubs within the United States of America, excluding U.S. Territories and possessions. Clubs from outside these boundaries may also be member clubs, but only with the approval of the U.S. Area Council, the Area Council of the Area within which they are located, the International Council, and the Region affected. All member clubs shall also be placed within a Region as established by the Area Council and approved by the International Council.

ARTICLE VII

MEETINGS OF MEMBER CLUBS

Section 1. Place of Meeting

Meetings of the member clubs shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, member clubs' meetings shall be held at the principal executive office of the corporation.

Section 2. Annual Meetings of the Member Clubs

The Annual Meeting of the Member Clubs shall be held each year at a time, day and place to be specified Board of Directors. No formal Annual Meeting of the Member Clubs needs to be held in any year in which delegates are selected and meet as the U.S. Area Council.

Section 3. Special Meetings

1. Authorized Persons Who May Call. A special meeting of the member clubs may be called at any time by any of the following: The Board of Directors, the President, or by five percent, or more, of the member clubs.
2. Calling Meetings by Member Clubs. If a special meeting is called by member clubs, the request shall be submitted by such member clubs in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the President, President-Elect, or the Secretary of the corporation.

The officer receiving the request shall cause notice to be promptly given to the member clubs entitled to vote, in accordance with the provisions of Section 4 and 5 of this Article VII, that a meeting will be held, and the date for such receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice.

Nothing contained this subsection shall be construed as limiting, fixing or affecting the time when a meeting of member clubs may be held when the meeting is called by action of the Board of Directors or the President.

Section 4. Notice of Member Meetings

1. General Notice Contents. All notices of meetings of member clubs shall be sent or otherwise given not less than 10 or more than 90 days before the date of the meeting. The notice shall specify the place, date and hour of the meeting, and (i) in the case of a special meeting, the general nature of the business to be transacted; and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the member clubs.
2. Notice of Agenda Items. If action is proposed to be taken at any special meeting for approval of any proposal, the notice shall also state the general nature of the proposal. Member clubs' action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposals(s).
3. Manner of Giving Notice. Notice of any meeting of member clubs at which a vote is to be taken may be given either personally or by certified first-class mail, telegraphic or other electronic communication, charges prepaid, addressed to each member either at the address of the member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice.

Notices given by the non-certified first class mail must be given at least twenty days prior to the meeting. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or telegraphic or other written communication to the corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located, or (iii) when possible, notice is published at least once in the

nationally circulated newsletter of the US. Area. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

Section 5. Quorum

1. **Ballots and Meetings.** Those member clubs present at the meeting, or voting by mail ballot, shall constitute a quorum, except that if fewer than one third (1/3) of the member clubs are present at any meeting, the only matter that may be voted upon are matters the general nature of which were specified in the notice.
2. **Loss of Quorum.** The member clubs at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough member clubs to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the member clubs required to constitute a quorum.

Any member clubs' meeting, regular General, annual or special, whether or not a quorum is present, may be adjourned by the vote of the majority of the member clubs represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this article.

Section 6. Voting

1. **Eligibility to Vote.** Member clubs entitled to vote at any meeting of member clubs shall be current eligible clubs as defined in Article VI. To cast ballots at any meeting of member clubs, an eligible member club must be current, and in good standing, in their payment of Area dues.
2. **Manner of Casting Votes.** Each member club shall designate one person to cast its vote. This designation may contain instructions as to voting or allow discretion. In the event of a dispute over such designation or instructions, the vote shall be cast to abstain only.
3. **The Area President, as the presiding officer, or the Area President's designee, shall cast the deciding vote on any issue where there is a tie vote by the member Clubs.**
4. **Only Majority of Member Clubs Represented at Meeting Required, Unless Otherwise Specified.** If a quorum is present, the affirmative vote of the majority of the member clubs represented at the meeting, entitled to vote and voting on any matter shall be the act of the member clubs, unless the vote of a greater number of voting on any manner shall be the act of the members clubs, unless the vote of a greater number or voting by classes is acquired by California nonprofit corporation Law or by these By-laws.
5. **Proxies.** An eligible member club may vote by a duly authorized written proxy which identifies without qualification the member club and the holder of the member club's proxy and the issues and measures for which the proxy is made and the position or vote of the member club on such issues and matters.

Section 7. Waiver of Notice or Consent by Absent Member Clubs

The transaction of any meeting of member clubs, either annual or special, however called or notices and wherever held, shall be as valid as though taken at a meeting duly held after regular call or notice, if a quorum be present in person or by proxy and if, either before or after the meeting each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting or an approval of the mites. The waiver of notice or consent need not specify wither the business to the truncated or the purpose of any annual meeting of member clubs.

Section 8. Action by Written Consent Without a Meeting

Any action that may be taken at any annual or special meeting of member clubs may be taken without a meeting and without prior notice if written ballots are received from a number of member clubs at least equal to the quorum applicable to a meeting of member clubs. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

The corporation shall distribute a written ballot to every member club entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time in which to return the ballot to the corporation.

Ballots shall be solicited in the manner consistent with the requirements of Section 5511(b) and Section 5514 of the California Non-Profit Corporations Act. All such solicitations shall indicate the number of responses needed to meet the quorum requirement, and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted.

The number of approving votes necessary must equal or exceed the number of votes which would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 9. Record Date for Member Clubs Notice, Voting, and Giving Consents

1. **To be Determined by Board of Directors.** For the purposes of determining which member clubs are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date", which shall not be more than 60 days before any such action without a meeting.

Only eligible member clubs on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

2. **Failure of Board to Determine Date.**

(a) **RECORD DATE FOR NOTICES OF VOTING.** Unless fixed by the Board of Directors, the record date of determining those member clubs entitled to receive notice of, or to vote at, a meeting of member clubs, shall be the next business day preceding the day on which notice is given, or if notice is waived, the next business day preceding the day on which the meeting is held.

(b) RECORD DATE FOR WRITTEN CONSENT TO ACTION WITHOUT MEETING. Unless fixed by the Board, the record date for determining those member clubs entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first consent is given. When prior action of the Board has been taken, it shall be by day on which the Board adopts the resolution relating to that action.

ARTICLE VIII

US. AREA COUNCIL OF DELEGATES

Section 1. Member Clubs Actions Through Delegates.

All of the powers of the member clubs of this corporation, except the power to approve changes in the By-Laws and Articles and except for the power to elect officers under Article XI, shall be excised through delegates.,

Section 2. Regional Delegates

All delegates shall be elected by Regions with one delegate from each Region. The Regional Director, or his designate, shall be the delegate for the Region. Each Regional organization may adopt any reasonable method for the election and removal of its Regional Director, and shall certify to the corporation the identity of the Regional Director upon election.

Section 3. US. Council

The Regional Delegates so selected and certified shall constitute the US. Council. These Regional Delegates may have such other titles, duties and offices as the US. Area of Directors of the corporation.

Section 4. Meetings and Voting

1. All meetings of the US. Area Council shall be noticed and held pursuant to the provisions of Article VIII of these By-Laws. So long as a majority of the voting power of the member clubs is present at the meeting, any matter may be considered at the meeting.
2. Each Regional Delegates shall cast the same number of votes as the number of eligible member clubs in his/her region. Eligible member clubs must be current and in good standing, in their payment of Area dues.
3. The Regional Delegates representing a majority of the voting power of the member clubs shall constitute a quorum for meetings of the US. Area Council.
4. The Regional Delegates may act by mail ballot, as per the provisions in these Bylaws for ballot of member clubs. Facsimile transmission ballot or electronic mail ballot may be used for Regional Delegate voting.
5. The Area President, as the presiding officer, or the Area President's designee, shall cast the deciding vote on any issue where there is a tie vote by the Council members.

Section 5. Ex Officio Members

All Officers of the Corporation and International Council members from the US. Area and US. Area Supply Office Manager shall be Ex-Officio Members of the US. Area Council with all rights of Regional Directors, except voting.

Section 6. Powers

1. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations of the Articles of Incorporation and these By-Laws relating to action required to be approved by the member clubs, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the directions of the member clubs, through their Regional Delegates.
2. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the US. Area Council shall have the power to:
 - (a) Select and remove all chairmen, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these By-Laws, and fix their compensation.
 - (b) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any member clubs' meeting or meetings, including annual meetings
 - (c) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
 - (d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 7. Election and Term of Office of Regional Delegates

Regional Delegates shall hold office for one year, or until the next election of Regional Delegates. If a Regional Delegate agrees to serve his/her Region for more than one year, and is approved by the Regional election process, he/she may be re-elected for additional consecutive one year terms, as is permitted by their Regional Constitution or By-Laws.

However, if any Regional Delegates are not elected in any year they may be elected at any special member clubs' meeting held for that purpose. Each Regional Delegate, including a Regional Delegate elected to fill a vacancy or elected at a special member clubs' meeting, shall hold office until expiration or the term for which elected and until a successor has been elected and qualified.

Section 8. Vacancies

1. Events Causing Vacancy. A vacancy or vacancies in the US. Area Council shall be deemed to exist on the occurrence of the following:
 - (I) the death, resignation, or removal of any director,
 - (II) the declaration by resolution of the US. Council of a vacancy of the office of a Regional Delegate who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 5230 (or Section 7230, as the case may be) and following of the California nonprofit corporation Law,
 - (iii) the vote of the member clubs of any Region to remove their Regional Director who has been designated Regional Delegate,
 - (iv) the increase of the authorized number of Regional Delegates, or
 - (v) the failure of the member clubs, at any meeting of member clubs at which any Regional Delegate is to be elected to elect the Regional Delegate to be elected at such meeting.
2. Resignations. Except as provided in this paragraph, any Regional Delegate may resign, which resignation shall be effective on giving written notice to the President, the Corporate Secretary, or the US. Area Council, unless the notice specifies a later time for the resignation to become effective.
3. Vacancies Filled by Member Clubs. The member clubs of any Region shall fill any vacancy in the office of that Region's delegate. If such vacancy is not filled within 90 days of its occurrence, the US. Area Council may appoint a delegate from that Region to fill the vacancy for the remainder of the term.

Section 9. Place of Meetings, Meetings by Telephone

Regular meetings of the US. Area Council may be held at any place within or outside the State of California that has been designated from time to time by resolutions of the US. Area Council. In the absence of such designation, regular meeting shall be held at the principal executive office of the corporation.

Special meetings of the US. Area Council shall be held at any place within or outside the State of California that has been designated in the notice of the meetings or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation.

Notwithstanding the above provisions of this Section 6, a regular or special meeting of the US. Area Council may be held at any place consented to in writing by all the Regional Delegates, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting.

Any meeting, regular or special may be held by conference telephone or similar communication equipment, so long as all the Regional Delegates participating in the meeting can hear one another, and all such Regional delegates shall be deemed to be present in person at such meeting.

Section 10. Special Meetings

1. Authority to Call. Special meetings of the US. Area Council for any purpose may be called at any time by the President, or President-Elect, the Corporate Secretary, or any two Regional Delegates.
2. Notice.
 - (a) MANNER OF GIVING. Notice of the time and place of special meetings shall be given to the Regional Delegate by the following methods:
 - (I) by personal delivery or written notice;
 - (ii) by first-class mail, postage paid;
 - (iii) by telephone communication, either directly to the Regional Delegate or to a person at the Regional Director's office who would reasonably be expected to communicate such note promptly to the Regional Delegate; or
 - (iv) by telegram, charges paid.All such notices shall be given or sent to the Regional Director's or Regional Delegates address or telephone number as shown on the records of the corporation.
 - (b) TIME REQUIREMENTS. Notices sent by first class mail shall be deposited into a United States mail box at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least four days the time set for the meeting.
 - (c) NOTICE CONTENTS. The purpose shall state the time and place for meeting. However, it need not specify the purpose of the meeting, or the place of the meeting ,if is to be held at the principal executive office of the corporation.

Section 11. Waiver of Notice

The transactions of any meetings of the US. Area Council however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting each of the Regional Delegates, not present signs, a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of

the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Regional Delegate who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 12. Adjournment

A majority of the Regional Delegates present, whether or not constituting a quorum may adjourn any meeting to another time and place.

Section 13. Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given the time of the adjourned meeting to the Regional Delegates who were not present at the time of the adjournment.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the U.S. Area Council may be taken without a meeting or mail ballot, if all members of the Council, individually or collectively, consent in writing to that action. Such action by written consent shall be filed with the minutes of the proceedings of the Council.

Section 15. Fees and Compensation of the Regional Delegates

Regional Delegates and members of the committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the U.S. Area Council to be just and reasonable.

ARTICLE IX

BOARD OF DIRECTORS

Section 1. Number and Qualifications of Directors

The authorized number of directors shall be not less than three (3) nor more than twenty-one (21) as determined by the resolution of the U.S. Area Council. They shall be Regional Directors of the member clubs except as specified in these By-Laws.

Section 2. Powers

The Board of Directors shall have such powers as are specified in these By-Laws.

Section 3. Election

The Board of Directors shall be elected annually for a term of one year by the U.S. Area Council. The U.S. Area Regional Directors themselves shall serve as directors.

Section 4. Meetings and Voting

All directors' meetings shall take place at the same time and place as U.S. Area Council meetings. So long as the U.S. Area Regional Delegates are the directors, no additional notice shall be required. Each director shall be entitled to one vote, and the action of a majority of a quorum percent shall constitute the action of the Board.

The Area President, as the presiding officer, or the Area President's designee, shall cast the deciding vote on any issue where there is a tie vote by the Board Members.

Section 5. Quorum

A majority of the actual number of directors, but not less than two or one-fifth of the authorized number shall constitute a quorum.

Section 6. Other Provisions

Unless inconsistent with the provisions of this Article, all provisions of these By-Laws applicable to meetings, vacancies and actions of the U.S. Area Council shall apply to the Board of Directors.

ARTICLE X

COMMITTEES

Section 1. Committees

The U.S. Area Council may create or abolish committees as it may from time to time authorize. The U.S. Area Council shall select the chairperson of such committees and outline the duties and responsibilities of said committees. The U. S. Area Council may authorize the Chairman of said committees to appoint persons to said committees from among the member clubs of the corporation.

Section 2. Meetings and Action of Committees

Meetings and actions of such committees shall be govern by, and held and taken in accordance with, the provisions of the By-Laws, concerning meetings of Regional Directors with such changes in the context of those By-Laws as are necessary to substitute the committee and its members for the U.S. Area Council and its members, except that the time for regular meetings of committees may be determined by either a resolution of the U.S. Area Council, or by resolution of the committee.

Special meetings of committees may also be called by resolution of the U.S. Area Council. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee.

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records, The U.S. Area Council may adopt rules for the government of any committee not inconsistent with the provisions of these By-Laws.

ARTICLE XI

OFFICERS

Section 1. Officers

The officers of the corporations shall be as specified in this Article XI, Section 8. The corporation may also have such other officers as may be appointed in accordance with the provisions of Section 3 of this Article XI.

Neither the Corporate Secretary nor the Chief Financial Officer may service concurrently as either the President or the President-Elect. Likewise, no elected officer shall serve concurrently as elected Regional Directors on the Area Council.

An elected U.S. Area officer shall not serve more than three consecutive full terms in the same corporate office. All officers shall be a member of an eligible member club.

Section 2. Election of Officers

The President-Elect, Corporate Secretary and Chief Financial Officer of the corporation shall be elected by the member clubs.

Section 3. Election Procedure

The President shall solicit in writing from eligible member clubs nominations for the offices of Corporate Secretary and Chief Financial Officer. Such nominations shall be made within the 12 months preceding the commencement of the term for each office as set for in this Article.

For Chief Financial Officer, nominations will be solicited in even-numbered years only. For Corporate Secretary, nominations will be solicited in odd-numbered years only.

The period for submitting nominations shall close on October 31 of each year preceding the term for which the office is to be elected, and written indications of willingness to stand for election shall be received from all nominees by the same date..

The selection of the candidates for the office of Corporate Secretary and for the office of Chief Financial Officer shall be determined by the three individuals for each office who receive the largest number of nominations for that office from the member clubs.

Annually, the President shall prepare and distribute a ballot, no later than January 1, for the election of Corporate Secretary during the even numbered years and for the election of Chief Financial Officer in odd numbered years.. Such ballot shall be distributed to eligible member clubs and return to the President by the last day of February of each year.

Not more than three candidates for the office of Corporate Secretary and not more than three candidates for Chief Financial Officer shall be listed on the appropriate year's ballot. Such ballot shall include a biographical statement of each candidate.

The name(s) of eligible International Council Members, as specified within this Article, shall be entered on an International ballot as candidates for Area President-Elect. Such ballot shall be prepared for distribution, by the International Office, to each eligible member club in early November and shall include a biographical statement of each candidate.

Section 4. Subordinate Officers

The U.S. Area Council may appoint, and may authorize the President or another office to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the By-Laws or determined from time to time by the U.S. Area Council.

Section 5. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice: and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6. Removal of Officers

Any officer except the President and President-Elect may be removed at any time, with or without cause, in the manner provided in these By-Laws for the removal of Regional Delegates, or by the affirmative vote of two-thirds (2/3) of the Regional Delegates present at the duly noticed meeting of the Council.

The President and President-Elect may only be removed as provided in the Constitution of Y's Men International, as amended from time to time.

Section 7. Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled, for the remainder of the unexpired term, by the U.S. Area Council, in the event of their failure or refusal to act within 90 days, by the member clubs.

Section 8. Term, Qualifications and Duties of Officers

1. **President.** The President shall, subject to the control of the U.S. Area Council, generally supervise, direct, and control the business and the officers of the corporation. He/She shall execute, with the Corporate Secretary, in the name of the corporation all deeds, bonds, contracts, and other obligations and instruments authorized by the U.S. Area Council to be executed. He/She may appoint an Assistant Secretary of his choosing to assist in the orderly administration of his duties. He/She shall have such other powers and duties as may be prescribed by the U.S. Area Council or By-Laws. The President's term of office shall be for two years, beginning July 1 of the odd numbered years.
2. **President-Elect.** The President-Elect's term of office shall be two years and he/she shall automatically succeed to the office of President after the current President's second year in office. The President-Elect may serve as the Chief Executive Officer of the corporation in the event of the absence or inability of the President to serve.
3. **Corporate Secretary.** The Corporate Secretary shall attend to the following:
 - (a) **Book of Minutes.** The Corporate Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings of member clubs, with the time and place of holding, whether regular or special, and, if special how authorized, the notice given, the names of those present at such meetings, the number of member clubs present or represented at such meetings, and the proceedings of such meeting.
 - (b) **Notices, Seal and Other Duties.** The Corporate Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, U.S. Area Council and annual meeting of the member clubs required by the By-Laws to be given.

He/She shall keep the seal of the corporation in safe custody.

He/She shall have such other powers and performs such other duties as may be prescribed by the Board of Directors or the By-Laws.
 - (c) When an Assistant Secretary is appointed by the President as authorized under this Section 8, the Corporate Secretary shall supervise and direct the performance of any duties of the Corporate Secretary which are to be performed by the Assistant Secretary.
 - (d) The Corporate Secretary shall serve a term of two years beginning July 1 of even numbered year. No person shall serve more than three consecutive terms.
4. **Chief Financial Officer (Treasurer):** The Chief Financial shall attend to the following:
 - (a.) **Books of Account.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements,. The books of account shall be open to inspection by any director at any reasonable time.
 - (b) **Deposit and Disbursement of Money and Valuables.** The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors: shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render a monthly statement of financial condition, comparing approved budget line items to the receipts and expenditures for the current period, as well as the year to date.

This report should be made to members of the Area Council and the Council Committee Chairman; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.
 - (c) **Bond.** If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.
 - (d) The Chief Financial Officer shall serve a term of two years beginning July 1 of odd numbered years. No person shall serve more than three consecutive terms.
5. **Immediate Past President.** The Immediate Past President shall serve on the U.S. Area Council as an ex-officio member and shall perform such duties as assigned to the office by the President.

Section 9. Professional Staff

The corporation may have such employees and offices for the transaction of its business as the Board of Directors may decide. The management and supervision of these offices and employees may be delegated to the officers.

ARTICLE XII

Section 1. Indemnity

The corporation may indemnify any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, as may be allowed by the California Nonprofit Corporation Law and any future amendments to it.

Section 2. Insurance

The Area Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation 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 this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

Section 3. Fiduciaries of Corporate Employee Benefit Plan

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XIII

RECORDS AND REPORTS

Section 1. Inspection Rights

Any eligible member club of the corporation may:

- (a) Inspect and copy the records of member clubs, names and addresses, and voting rights during usual business hours, on five days prior written demand on the corporation, stating the purpose for which the inspection rights are requested; and
- (b) Obtain from the secretary of the corporation, on written demand and on the tender of the Corporate Secretary's usual charges for such a list, if any, a list of names and addresses of member clubs who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member clubs after the date of demand.

This list shall be made available the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

- (c) Compliance with (a) or (b) above is contingent upon the corporation's determination that the information is sought for the proper purpose reasonably related to the member club's interest as a member club.

Any inspection and copying under this section may be made in person or by an agent or attorney of the member club and the right of inspection includes the right to copy and make extracts.

Section 2. Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original, or a copy of the Articles and By-Laws as amended to date, which shall be open to inspection by the member clubs at all reasonable times during office hours.

If the principal executive office of the corporation is outside the State of California and the corporation has no principal business office in this state, the Corporate Secretary shall, on the written request of any member club, furnish to that member a copy of the Articles and By-Laws as amended to date.

Section 3. Maintenance and Inspection of Other Corporate Records.

The accounting books, records and minutes of proceedings of the annual meeting of member clubs, the U.S. Area Council and the Board of Directors and any committee(s) shall be kept at such place or places designated by the Board of Directors, or in the absence of such designation, at the principal executive office of the corporation.

The minutes shall be kept in written or typed form, and the accounting 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.

The minutes and accounting books and records shall be open to inspection on the written demand of any club member at any reasonable time during usual business hours for a purpose reasonably related to the member clubs' interests as a member club. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts.

Section 4 Inspection by Directors and Regional Directors

Every director and Regional Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5 Annual Report to Member Clubs

The corporation shall provide to the corporate officers and directors, and to the member clubs within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (1) The assets and liabilities, including the trust fund of the corporation, as of the end of the fiscal year.
- (2) The principal changes in assets and liabilities, including trust funds.
- (3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

(5) Any information required by California Corporation Code 6322.

Should the corporation, throughout its fiscal year, have not more than twenty-five thousand dollars (\$25,000.00) in gross receipts, the annual report referred to above may be dispensed with except with respect to corporate officers and directors, Regional Directors and member clubs who request it in writing and except item (5).

ARTICLE XIV

CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Nonprofit corporation law shall govern the construction of these By-Laws.

Without limiting the generality of the above, the feminine gender includes the masculine and neuter. The singular number includes the plural, and the plural number includes the singular. The term "person" includes both the corporation and a natural person.

Attached hereto and incorporated herein by reference as Exhibit A is the International Constitution and Guidelines, The International Association of Y' Men's Clubs, as amended.

ARTICLE XV

AMENDMENTS

New By-Laws may be adopted or these By-Laws may be amended or repealed by approval of the member clubs and the U.S. Area Council.

Original By-Laws were approved in 1986 by a mail ballot club vote and adopted by the 1987 Area Council
By-Laws amendments approved 7/10/04 by the 2004 Area Council,
Amended document adopted 7/9/05 by the 2005 Area Council and approved by a mail ballot club vote 10/30/05
Amended document adopted 1/6/06 by an e-mail Area Council vote and approved by a mail ballot club vote 4/15/06