

**Restated By-Laws
of
YMCA of Northern Rock County, Inc.**

Article I. Preamble

The YMCA is universally regarded as being in its essential genus a worldwide fellowship of persons united by a common loyalty to the principles of Jesus Christ for the purpose of developing Christian personality and building a Christian society. The YMCA shall be nondenominational and shall not discriminate on the basis of race, sex, color, religion, or national origin.

Article II. Name

Section 1. The name of this corporation shall be YMCA of Northern Rock County, Inc. The location of the principal office of the corporation shall be 221 Dodge Street, Janesville, Wisconsin, and its registered agent shall be the CEO whose office is at the same address.

Section 2. The corporation's registered agent and address on file in the office of the Wisconsin Department of Financial Institutions may be changed from time to time by the Board of Directors in the manner prescribed by law, with proper notice filed thereafter in accordance with the requirements of Section 181.0502 of the Wisconsin Statutes (or the corresponding provision of any future law governing nonstock corporations in effect in the State of Wisconsin).

Article III. Identification

Section 1. The corporation is a non-stock, non-profit corporation organized and existing under Chapter 181 of the Wisconsin Statutes.

Article IV. Membership in National Council

Section 1. The corporation shall be a member association of the National Council of Young Men's Christian Associations of the United States of America.

Article V. Service Area

Section 1. The service area of the corporation shall include northern Rock County and neighboring communities as chartered by the YMCA of the USA. The corporation shall work cooperatively with special constituency YMCAs in its service area.

Section 2. The service area shall not overlap with other YMCA service areas.

Article VI. Membership

Section 1. Members. Any person who supports the purpose of the corporation may become a member and shall be entitled to all benefits of membership as established by the board of directors.

The board of directors, in conjunction with the staff of the corporation, may decide categories of membership as it sees fit.

Section 2. Membership. This corporation, being organized exclusively for charitable and similar purposes shall strive to make its services and products available to the appropriate general public without undue obstacles to access. It is the general policy of the YMCA that any fees or charges associated with the charitable services or products of the YMCA shall be waived or reduced in accordance with each recipient's ability to pay. The Chief Executive Officer (CEO) or his or her designee shall have the discretion to make such waivers or reductions, when appropriate, to ensure the maximum distribution of the corporation's charitable services or products.

Section 3. Certificate of Membership. Upon payment of required dues or administrative determination, the CEO or his or her designee may issue to a new member a certificate of membership in the corporation. Such certificate may be signed by the CEO or his or her designee or may bear such other seal of authenticity as may be deemed appropriate. The membership certificate may state a period during which the member shall be entitled to be called a member of the YMCA, provided (s)he remains in good standing. As a private membership organization, the YMCA reserves the right to remove members who are not fulfilling or meeting the corporation's values. The CEO shall have the power to make this determination. The CEO has the authority to enforce policy procedures as described in the Membership Handbook to be followed in the event a question arises concerning the removal or status of any member.

Article VII. Management

Section 1. Board of Directors and Powers. The management of the corporation shall be vested in a board of directors of not less than eleven (11) nor more than thirty-five (35) members of the corporation, with such powers as are defined herein.

Section 2. Executive Committee. The officers and other board members elected by the board of directors shall serve as the executive committee of the board of directors with full power and authority to supervise and act upon all business requiring immediate attention during intervals between the regular meetings of the board of directors. The CVO of the corporation shall serve as chairperson of the executive committee.

Section 3. Employment of Chief Executive Officer. The board of directors is responsible for hiring a CEO who serves at the pleasure of the board. The CEO is responsible for the designation of all staff employed by the corporation and to enforce policies and procedures as described in the personnel policy. He/she is charged with administering the policies as set forth by the board of directors, including management and supervision of all operational departments relating to all program and administrative duties of the corporation.

Section 3. Property. The corporation, through its board of directors, may hold or dispose of such other property, real or personal, as may be given, devised, or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire, and dispose of such property as may be necessary to carry out the purposes and program of the corporation.

Section 4. Meetings. The board of directors shall meet monthly or as agreed by the board of directors on the date determined by the CVO of the corporation. Special meetings of the board of directors may be called by the CVO as deemed necessary. The call for a special meeting shall specify the purpose or object of the meeting. Special meetings of the Board must be preceded by at least two (2) days' notice to each director of the date, time and place of the meeting.

Section 5. Quorum. Unless otherwise provided in the articles of incorporation or in these By-laws, a majority of the directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting in which a quorum is present shall be the act of the board of directors, unless a greater number is required by the articles of incorporation or state law.

Section 6. Informal Action and Participation by Teleconference. Directors may participate in and act at any special meeting of the Board or its committees through the use of a telephone conference or other similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation by this method shall constitute attendance and presence in person at the meeting of the person(s) so participating.

Section 7. Committees. The board of directors shall have the power to appoint standing or special committees of three (3) or more board members with appropriate job descriptions. All committees shall report their acts and proceedings to the board of directors.

Section 8. Branches. The board of directors shall have the power to establish or disband operations or branches of the corporation and may establish policies for their government and appoint and remove boards of management for the same unless otherwise agreed.

Section 9. Cooperative Relationships. The CEO shall have the power to enter into cooperative relationships with other agencies or organizations when such a relationship is desirable for achieving the corporation's objectives, so long as it does not violate commitments, geographical or otherwise, of the National Council of YMCAs. In such cases the CEO shall have the power to execute articles of agreement or contracts binding upon the corporation setting forth the rules governing any such cooperative relationship.

Section 10. Fiscal Year. The fiscal year of the corporation shall begin January 1 and end on the following December 31. The board of directors shall annually adopt a budget upon recommendation of the CEO and treasurer.

Section 11. Vacancies on Board. The board of directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections.

Article VIII. Officers and Their Duties

Section 1. Officers. The officers of this corporation shall be a chief volunteer officer (CVO), CVO Elect, secretary, treasurer, and other officers deemed necessary. All officers shall be elected by the board and shall hold a one-year term of office or until his/her successor is elected and qualified.

Section 2. Chief Volunteer Officer. The CVO shall preside at all meetings of the board of directors and of the corporation. With the secretary or CEO, he/she shall execute all legal papers,

documents, or other instruments ordered to be executed by the board of directors. The CVO shall appoint all committees and shall perform such other duties as may from time to time be prescribed by the board of directors. The CVO shall be a member ex officio of all committees of the corporation.

Section 3. CVO Elect. The CVO Elect shall act in the absence or disability of the CVO.

Section 4. Secretary. The secretary, together with the CVO or CEO, shall execute such legal papers, documents or instruments as authorized by the board of directors. The secretary shall keep the minutes of all meetings of the members and of the board of directors.

Section 5. Treasurer. The treasurer shall oversee the fiscal program of the corporation. He or she shall cause all funds of the corporation to be deposited in depositories in the name of the YMCA and approved by the board of directors. He or she shall see that an accurate record is kept of corporation funds and shall see that adequate monthly reports are made to the board of directors. All checks from operating bank accounts of the corporation shall be signed by the CEO, or by the CVO in his/her absence. All allocations from funds determined by the board of directors as reserves must receive board approval. The treasurer shall see that appropriate employees of the corporation are bonded and that an annual audit and/or review is/are made by a selected public accountant firm of all fiscal transactions by the corporation. The treasurer of the corporation shall be the treasurer of all the branches of the corporation.

Article IX. Member Meetings and Voting

Section 1. Member Annual Meetings. The Annual Meeting of the members shall be held on or about the third Thursday of February each year, the exact time and place to be determined by the Board of Directors, or at such other time and date, within thirty (30) days before or after said date, as may be fixed by or under authority of the board of directors. At the annual meeting an officer shall report on the activities and financial condition of the corporation, and the members shall consider and act upon such other matters as may be raised consistent with the requirements of Chapter 181.0705 Wisconsin Statutes. No elections shall take place at the annual meeting. For all other matters involving annual meetings of the members, Chapter 181 of the Wisconsin Statutes shall be followed in all respects.

Section 2. Member Special Meetings. The Corporation shall hold special meetings of the members as set forth in Chapter 181 Wisconsin Statutes. For all other matters involving special meetings of the members, Chapter 181 of the Wisconsin Statutes shall be followed in all respects.

Section 3. Voting Powers of the Board of Directors. To the fullest extent allowed by law, the board of directors is elected to vote on behalf of the members with regard to the management of the corporation. In addition, to the fullest extent allowed by law, the board of directors is elected to vote on behalf of the members on all fundamental changes to the organization, including but not limited to, sale of all of substantially all assets of the corporation, mergers, consolidations, dissolutions, and joint ventures.

Section 4. Votes Required. For all matters before the board of directors, a quorum is required under Article VII, Section 5.

Article X. Director Elections, Resignations or Removal

Section 1. Annual Meetings. An annual meeting of the directors of the corporation shall be held for the purpose of electing directors of the corporation. Such annual meeting shall be held at a time and place fixed by the board of directors.

Section 2. Term of Office. Members of the board of directors shall hold office for three years, or until their successors shall have been elected and qualified. Board members shall be appointed for such staggered terms as will require that one-third of the board shall be subject to reappointment or replacement each year. Subject to the provisions of these By-Laws, any director may renew his or her term for additional terms.

Section 3. Nominations. There shall be a nominating committee appointed by the CVO. The committee shall use the guidelines as set forth by the board of directors to recommend names of persons to be voted by the board of directors for approval.

Section 4. Resignations. Any officer or director may resign at any time by giving written notice to the CVO. Any such resignation shall take place at the time specified therein.

Section 5. Removal. Any officer or director may be removed by the vote of a majority of the members of the board present at a properly constituted meeting of the board of directors. Election or appointment of an officer or board member shall not of itself create any contract rights.

Section 6. Attendance. The board of directors is an active, working board and members are expected to exceed the minimum attendance requirements as set forth by the board of directors. The CVO has the authority to grant excused absences as he/she determines.

Article XI. Amendments

Section 1. The articles of incorporation and these By-laws of the corporation may be amended as provided in Chapter 181 of the Wisconsin Statutes.

Article XII. Indemnification

Section 1. The policy of this corporation is to indemnify and hold harmless any officer, director, member or other agent of the association, their personal representatives and heirs, against claims, expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with actions taken on behalf of the corporation, if such person acted in good faith and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

Article XIII. Disposition of Assets

Section 1. Should this corporation opt to dissolve, the remaining assets of the corporation shall be transferred to National Council of Young Men's Christian Associations of the United States of America or to one or more other corporations, societies, or organizations engaged in activities substantially similar to those of this corporation, and as shall at the time qualify as exempt

organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code or Law), and also pursuant to the then applicable state statutes governing not-for-profit corporations.

Article XIV. Conflicts of Interest

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

- (a) *Interested Persons.* Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- (b) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 - i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
 - ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 2(a), a person who has a financial interest may have a conflict of interest only if the appropriate board of directors determines a conflict of interest exists.

Section 3. Procedures.

- (a) *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest to the board of directors and be given the opportunity to disclose all material facts.
- (b) *Determining Whether a Conflict of Interest Exists.* After disclosing the

financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The board members who are not the interested person shall decide if a conflict of interest exists.

(c) *Procedures for Addressing the Conflict of Interest.*

- i. An interested person may make a presentation at the board of directors, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The CVO shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the board of directors shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board of directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) *Violations of the Conflict of Interest Policy.*

- i. If the board of directors has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford him/her an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the board of directors determines the person has failed to disclose an actual conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the board of directors shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible, conflict of interest, the nature of the financial interest, any action taken to determine whether a

conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.

- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- (a) A voting member of the board of directors, if any, who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that person's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that person's compensation.
- (c) No voting member of the board of directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, either individually or collectively, is prohibited from providing information regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a committee shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exemption status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly

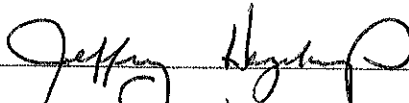
recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic review as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of directors of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION

I hereby certify that the attached is a true and correct copy of the by-laws the YMCA of Northern Rock County, Inc., adopted by the Board of Directors on February 16, 2007.

Dated this 16 day of February, 2007.



Name: Jeffrey Harekamp
Title: Chief Volunteer Officer