

2nd WORKING DRAFT, from 12-18-07 meeting

BYLAWS

of the

Volusia/Flagler Family Young Men's Christian Association, Inc.

(A Florida Corporation Not For Profit)

Article I. Preamble

The Young Men's Christian Association is internationally regarded as being a worldwide fellowship of persons united by a common loyalty to Christian values. The Volusia/Flagler Family Young Men's Christian Association, Inc. shall be a part of that fellowship. It shall be nondenominational and shall not discriminate on the basis of race, sex, color, religion, or national origin.

The Articles of Incorporation of this corporation, with any amendments which are from time to time adopted, are incorporated herein and shall be deemed a part hereof.

Article II. Name

The name of the organization shall be Volusia/Flagler Family Young Men's Christian Association, Inc. (referred to in these Bylaws as the "Association").

Article III. Vision and Purpose

Section 1. The vision of this Association is to serve the community by strengthening families through programs and services, based on Christian principles.

Section 2. The purpose of the Association is to help develop Christian values and improve the quality of life in Volusia and Flagler Counties by involving individuals and families in programs that develop spirit, mind and body.

Article IV. National Affiliation

The Association shall be affiliated with the National Council of Young Men's Christian Associations of the United States of America (YMCA-USA).

Article V. Service Area

Section 1. The service area of the Association shall be Volusia and Flagler Counties, Florida. The Association shall work cooperatively with special constituency YMCA's 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 Association may become a member and be entitled to all benefits of membership as established by the Board. Upon payment of fees as authorized in Section 6, any person within any definition in Section 3 shall be a member of the Association, unless terminated pursuant to Section 14.

Section 2. The PRESIDENT/CEO shall establish, procedures to be followed in the event a question arises concerning the status of any member, subject to review by the Board.

Section 3. Membership Definitions.

- (a) **Family Member** means:
 - (1) Two persons living within the same household in a marital relationship, as recognized by Florida law, and all their children.
 - (2) A single person and all that person's children, whether or not living within the same household.
 - (3) "Children," for purposes of this section, means natural or adopted children under the age of 21 years, or any other person who can be claimed by the member as a dependent under federal income tax law.
- (b) **Adult Member** means any person 18 to 54 years of age other than a Family Member or a Young Adult Member.
- (c) **Senior Member** means any person 55 years of age or over.
- (d) **Youth Member** means any person under the age of 16 other than a family member.
- (e) **Young Adult Member** means any person 16 years of age through 21 years of age who can show proof that they are enrolled full-time as a high school or college student.
- (f) **Contributing Member** means any person who does not become a member of the Association under any other definition in this section, but who contributes to the Association's scholarship or other unrestricted Association fund an amount of money equal to the membership fee the person would pay pursuant to Section 6 for an Adult membership. A member under this definition is entitled to all benefits of membership as established by the board for members, (see Section 1) other than use of Association facilities.

Section 4. Transferability of Membership. Membership in the Association is non-transferable and non-assignable.

Section 5. Voting Member. Any member 18 years of age or older shall be a voting member of the Association and shall be entitled to cast one vote on any item of business properly presented before the members for consideration.

Section 6. Membership Fees. The Board shall establish fees for membership. The Board may authorize scholarships or monthly installments as payment of membership fees.

Section 7. Certificate of Membership. Upon payment of the required membership fees, the Association shall issue to each member a membership card.

Section 8. Proxy Voting. No member may vote by proxy.

Section 9. Annual Meeting. An annual meeting of the voting members of the Association shall be held during the first quarter of each calendar year. The date, time and place of the meeting shall be determined by the Board. Directors of the Association shall be elected at the annual meeting. Otherwise, only items on the published agenda shall be voted on at the annual meeting.

Section 10. Special Members' Meetings. Special meetings of the voting members of the Association may be called by:

- (1) The Board, or
- (2) The Chairman (CVO) and the President (CEO), or
- (3) The Executive Committee.

Section 11. Notice of Meeting. Notice of any meeting of the voting members of the Association shall be posted in the Association buildings. Such notice shall be posted at least 10 but not more than 50 days prior to the date scheduled for the meeting.

Section 12. Quorum. At any meeting of the voting members of the Association, the voting members present shall constitute a quorum.

Section 13. Non-Voting Members. The Board may honor one or more members for long and faithful service by designating him or her as an Honorary Board Member. An Honorary Board Member may attend meetings and participate in Board discussions, but shall not vote or hold office.

Section 14. Termination of Membership. Membership in the Association, and all membership rights or privileges, may be terminated by the President(CEO) for any of the following reasons:

1. Receipt, by the President/CEO or his agent, of the written resignation of a member, executed by the member or the member's attorney-in-fact.
2. The death of a member, if single, or all members of a family membership.
3. The failure of a member to pay dues or any other monies as they become due and owing to the Association.
4. For good cause. Good cause includes, but is not limited to, violation of any rule or regulation of the Association, acts of moral turpitude, engaging in any conduct deemed detrimental to the Association, or conviction of a crime. Any member terminated pursuant to this paragraph may seek review of the termination by the Board, if such review is requested, in writing, within 30 days of notification of the termination.

Article VII. Management of the Association – Board of Directors

Section 1. Structure of the Board. Management of the Association shall be vested in a Board of Directors (referred to in these Bylaws as the “Board”). The Board of Directors of the Association constitutes a single class. The Board of Directors should be a diverse group consisting of 30 people. See Article VIII, Section 7.

Section 2. Executive Committee. The Chairman, Past-Chairman, Secretary, Treasurer, Chairman-Elect, and two other Board members selected by the Board, shall constitute the Executive Committee of the Board. The Executive Committee shall have the power, between Board meetings, to exercise any powers delegated to it by the Board, to represent the Board in negotiations or other dealings with the public and other institutions, whether public or private, and to approve or disapprove proposed acts of the President/CEO when, in the judgment of the President/CEO, Executive Committee or Board, approval is warranted.

Section 3. Qualifications of Directors. Each Director must be 18 years old or older, a resident of the State of Florida, and a member of the Association. The Board may select honorary, non-voting members of the Board as the Board may desire.

Section 4. The Board shall have and may exercise all powers necessary to establish and execute the policy of the Association, except as provided in Article VIII.

Section 5. The Board shall fill all vacancies on the Board between annual elections. The resignation or removal of a Director is effective immediately or on the date specified in the resignation or removal, and vacancies will be deemed to exist as of the effective date. A Director selected to fill a vacancy under this Section shall serve until the next annual meeting. A Director selected by the Board to fill a vacancy shall serve for the unexpired term of the vacancy. See Article VII, Section 14(1).

Section 6. The Board may establish new branches or extensions of the Association and, subject to the provisions of Article VIII, may establish policies for their government.

Section 7. The Board may enter into cooperative relationships with other agencies or organizations when in its judgment such a relationship is desirable toward achieving the Association's objectives. It may execute articles of agreement setting forth the rules for the government of the cooperative operation, which articles shall contain provisions for severing the relationship any time it is in the best interest of the Association.

Section 8. The Board may purchase, acquire and dispose of property, real or personal, as may be necessary to carry out the purpose of the Association. It may hold, encumber or dispose of any property, real or personal, as may be acquired, given, devised or bequeathed or entrusted to its care and keeping.

Section 9. The Board shall control and manage the property of the Association, and may borrow money for Association purposes. No contract, debt or obligation shall be incurred except under authority of the Board.

Section 10. The Board shall meet at least semi-annually and at other times as provided in Section 12.

Section 11. Attendance: The Board is expected to be an active, working board; attendance at Board meetings is mandatory. Any member of the Board who has missed more than 50% of regular Board meetings within a calendar year is automatically removed from the Board. The Chairman/CVO shall notify any member so removed, and the Board shall fill the vacancy as provided in Article VII, Section 5.

Section 12. Regular meetings of the Board may be called by the Chairman (CVO), and special meetings shall be called by the Chairman(CVO) upon the written request of five (5) Directors. The call for a special meeting shall specify the purpose of the meeting. Notice shall be provided as described in Section 16.

Section 13. Eleven (11) Directors shall constitute a quorum of the Board. All actions of the Board shall be taken by a majority vote, unless specified otherwise herein.

Section 14. (1) Terms of Directors. Directors shall be elected for a term of three years. One-third of the Directors shall be elected each year so that one-third of the Directors are up for re-election each year. Directors shall be elected at the annual meeting. See Article VII, Section 5, and Article VIII, Section 7.

(2) A Director may be removed from office, for good cause, when such action will serve the best interests of the Association, pursuant to the following

procedure. The Board shall meet, and the basis for removal of the Director shall be presented to the Board. The director to be removed shall have an opportunity to address the Board and to present documents, or witnesses on his behalf. The Board shall then vote on whether to remove the subject Director. Two-thirds (2/3) of the Directors (excluding the Director who is the subject of the removal vote) must vote in favor of removal of the Director for the removal to be effective. Such removal will be without prejudice to any contract rights of the Director so removed. This procedure is in addition to the provisions of Section 11.

Section 15. Place of Directors' Meetings. Meetings of the Board, regular or special, shall be at the principal office of the Association or at such place the Chairman or the Board designates.

Section 16. Notice of Special Directors' Meetings. Written notice stating the place, day, and hour of any special meeting of the Board shall be delivered to each Director not less than three (3) days nor more than seven (7) days before the date of the meeting, either personally, by e-mail, or by first class mail, by or at the direction of the Chairman (CVO), or the Secretary, or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Association, with postage prepaid. The notice shall state the business to be transacted, or the purpose of the special meeting.

Section 17. Waiver of Notice. Attendance of a Director at any meeting of the Board constitutes a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 18. Telecommunications. Directors may participate in an act at any meeting of the Board or its committees through the use of a telephone conference, computer conferencing, 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 19. Proxy for Board Meetings Prohibited. Directors may not vote by proxy.

Section 20. Consent Votes. Upon the request of the Chairman(CVO) or the Executive Committee, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of Directors give their consent to the action in writing, and no two Directors expresses an objection to the action. Consent may be given using e-mail, fax, or any other means of writing using electronic communications.

Section 21. Conflict of Interest. Any Officer or Director of the Association who has a conflict of interest regarding any matter concerning the Association shall immediately disclose the conflict orally to the Chairman(CVO) or Past Chairman, and to the Board, in writing, and shall thereafter refrain from voting or attempting to influence the Association regarding the matter.

Any President/CEO, Branch Director, Supervisor, or other person employed by the Association who has a conflict of interest regarding any matter concerning the Association shall immediately disclose the conflict, orally, to the employee's immediate supervisor and to the Board, in writing, and shall refrain from attempting to influence the Association regarding the matter.

“Conflict of Interest” includes any circumstance where the personal or business interests of a Director, committee member, or employee might benefit, or appear to benefit, from the member's official actions or influence within the Association.

Any Officer or Director of the Association who knows, or should have known, of a conflict of interest and fails to comply with the provisions of this section shall be subject to removal from office by the Board. Any President/CEO, Branch Director, Supervisor, or other person employed by the Association, who knows, or should have known, of a conflict of interest and fails to comply with the provisions of this section shall be subject to termination from employment by the President/CEO, or by the Board.

Article VIII. Branches and Committees

Section 1. Definition of Committees. The Chairman may appoint committees, each of which consists of two (2) or more Directors. Committees have any authority prescribed by the Board of Directors other than the following:

- (1) Submission to the members of the Association any action for which the approval of the members is required under these Bylaws or under Florida law.
- (2) Filling of vacancies in the Board.
- (3) Adoption, amendment, or repeal of Bylaws.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by these Bylaws or resolution of the Board to another Committee or the Board.

Section 2. Appointment of Committees. In addition to the standing committees required by these Bylaws, the Chairman(CVO) may appoint other committees. The Chairman(CVO) may delegate to each committee specific and prescribed authority

for reporting to the Board or for the management of the Board or the Association. However, the creation of any committee shall not relieve the Board, or any Officer or Director, of any responsibility imposed by these Bylaws or by Florida law.

Section 3. Standing Committees. The Association shall have the following standing committees, chaired by a Director appointed by the Chairman(CVO). Other Board members or Association members shall be appointed by the Chairman(CVO):

1. Finance
2. Human Resources and Risk Management
3. Board Development
4. Audit

Section 4. Branches and Extensions. The Association shall have branches known as the Daytona Beach YMCA, DeLand Family YMCA, Deltona Family YMCA, DeBary/Orange City Family YMCA, Flagler & Palm Coast YMCA, Ormond Beach YMCA, Port Orange YMCA, Southeast Volusia YMCA, YMCA Camp Winona, an extension, and any other branches or extensions created by the Board. The members of the branches shall select their respective boards. The members of any extension shall be selected by the Board. Each branch or extension board shall have the authority to operate and manage its respective programs and services in accord with the YMCA mission. However, no branch or extension board may take any act inconsistent with any rule of the National Council of Young Men's Christian Associations of the United States of America (Y-USA), the Articles of Incorporation of this Association, these Bylaws or any public law. Each branch or extension board shall submit its annual budget to the Board for approval. After approval by the Board, each branch shall have the authority to administer its budget with no further Board action. No branch or extension may exceed its approved budget, except that reserve funds (including joiners' fees) may be used for their fund purposes subject to maintaining the amounts of reserve funds required by the Board's Reserve Policy. Nothing in this section prohibits the Board from making appropriate amendments to a branch's annual budget.

Section 5. Withdrawal From Association. Any branch may terminate its status as a branch of the Association and seek status as an independent YMCA, subject to each of the following conditions:

- a. The withdrawal process may begin after a branch board votes to initiate the withdrawal process at two regularly scheduled branch board monthly meetings, which are at least 45 days apart.
- b. After voting to begin the withdrawal process, the branch board and the Association shall negotiate, in good faith, in an attempt to secure Association approval of the proposed withdrawal or to resolve the issues causing the branch to seek withdrawal.

- c. The branch board and the Association shall engage in formal mediation, upon the written request of either party, (details to follow regarding selection of a mediator).
- d. A final vote by the branch board to terminate its status as a branch of the Association may not be taken until after nine months following the first branch board vote to initiate the withdrawal process or after the next regularly scheduled annual election of branch board members, whichever comes later.
- e. After negotiations and mediation, if requested, are concluded, if the Association and the branch board fail to agree on withdrawal and fail to resolve the issues causing the branch to seek withdrawal, the Association and the branch board shall submit to formal arbitration the reasonableness of the branch board's decision to withdraw from the Association. (Arbitrator details to follow) If the arbitrator finds the branch board's decision to withdraw from the Association to be reasonable, the Association shall work in good faith to assist the branch in becoming an independent YMCA and in identifying assets and debts appropriately belonging to the branch. If the arbitrator does not find the branch board's decision to withdraw to be reasonable, the branch shall not withdraw from the Association, and the branch board may not initiate further withdrawal procedures for two years from the date of the arbitrator's ruling.
- f. Until withdrawal is final and the withdrawing branch has become an independent YMCA, the branch shall continue to be operated as a branch of the Association.
- g. Before withdrawal is final, the withdrawing branch shall become associated with the National Council of Young Men's Christian Associations of the United States of America (YMCA-USA).

Section 6. The President/CEO shall maintain an accurate membership list of the Association, and shall certify the eligibility of the Association's voting members.

Section 7. The Chairman shall appoint the Board Development Committee, a standing committee of the Board, and the committee's chairman. Membership on the Board Development Committee must include at least one member from each branch. The committee shall receive branch board suggestions for members of the Board from the branches' areas and shall recommend other nominees. The committee shall recommend the necessary Board members needed for the Board to have 30 members as described in Article VII, Section 1. The committee shall consider the geographic areas of the Association in making nominations. The committee shall nominate candidates for the Board who reside or are employed in the geographic areas served by the Association's Branches, so that the geographic composition of the nominees for the Board shall, as nearly as practicable, reflect the

same ratio that each Branch's membership bears to the total Association membership.

Other candidates for election to the Board may be nominated if 100 members sign a written nomination. This written nomination must be delivered to the Chairman (CVO) or to the committee at least 30 days before the annual meeting.

The committee shall prepare a list of all nominees, alphabetically, identifying those nominees recommended by the committee. All nominees for election to the Board shall be presented for a vote of the membership at the annual meeting. Members may vote in writing, without attending the annual meeting, but no member may vote by proxy.

The Chairman of each Branch Board shall be an *ex officio* member of the Board.

Section 8. Audit Committee. The Chairman (CVO) shall appoint five Directors to the Audit Committee. No member may be an officer or employee of the Association or have a financial interest in, or any other conflict of interest with, any entity doing business with the Association. At least one member of the committee must have expertise in accounting, financial statements, and business practices. Membership on the committee may include Honorary Board Members. See Article VIII, Section 7.

The committee shall:

1. recommend to the Board rules and procedures for complaints concerning accounting and internal control practices. These rules must establish a confidential and anonymous mechanism to encourage employees to report any inappropriate activity or practice within the Association, and must prohibit any retaliation against an employee for making a complaint, even if unfounded.
2. hire and set the compensation for the auditor, subject to Board approval.
3. insure that the auditing firm has the requisite skills and experience to carry out the auditing function for the Association.
4. oversee the auditor's activities.
5. carefully review each audit.

The committee shall be independent and shall report directly to the Board.

Article IX. Officers

Section 1. Roster of Officers. The following Officers of the Association are hereby created:

- (1) Chairman (Chief Volunteer Officer)

- (2) Past Chairman
- (3) Secretary
- (4) Treasurer
- (5) Chairman-Elect

Section 2. Selection of Officers. The Officers of the Association shall be elected annually by the Board at a regular meeting of the Board.

Officers of the Association must be Directors of the Association.

At least three weeks before the annual election of officers, a nominating committee shall meet and recommend to the Board a slate of officers. Unless removed by the Board, pursuant to Section 9, the Chairman-Elect shall automatically be the committee's nominee for Chairman (CVO). The nominating committee's recommended slate of officers shall be sent by U.S. mail to every member of the Board at least two week before the election. Other nominations may be made at the election by any two members of the Board.

Each officer shall be elected by a majority vote; a run-off between the two nominees with the most votes shall be used if no nominee receives a majority vote on the first ballot.

Members of the Board may vote by telecommunication, as described in Article VII, Section 18. Members so voting shall be counted as part of a quorum.

The nominating committee shall consist of the following members: the Chairman, Past Chairman, Chairman-Elect, and other members of the Board selected by the Chairman. The President/CEO shall be an ex-officio member, with no vote.

Each officer, once elected, shall remain in office until a successor has been elected. The Chairman shall be ineligible to serve a second term as Chairman for two terms after leaving the office. This limitation may be waived by the affirmative vote of two-thirds (20 votes) of the entire Board.

Section 3. Multiple Officeholders Prohibited. No Director may hold two or more offices simultaneously.

Section 4. Chairman (CVO). The Chairman (CVO) shall, subject to the control of the Board, supervise the affairs of the Association through the President/CEO. The Chairman (CVO) shall perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board. The Chairman(CVO) shall execute all legal documents on behalf of the Board.

Section 5. Past Chairman. The Past Chairman shall be the immediate past

Chairman (CVO) and shall serve as the vice chairman of the Board, performing all duties and exercising all powers of the Chairman (CVO) when the Chairman (CVO) is absent or is otherwise unable to act. The Past Chairman shall perform such other duties as may be prescribed from time to time by the Board.

Section 6. Secretary. The Secretary shall: keep minutes of all meetings of the Board and of the Annual meeting of the Association; be the custodian of the corporate records; give all notices as are required by law or by these Bylaws; and, generally, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board.

Section 7. Treasurer. The Treasurer shall: have charge and custody of all funds of the Association; deposit the funds as required by the Board; keep and maintain adequate and correct accounts of the Association's properties and business transactions; render reports and accounting to the Directors and the members as required by the Board or members or by law; and, generally, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board.

Section 8. Chairman (CVO) Elect. The Chairman-Elect shall serve in such capacities as may be designated by the Chairman (CVO) and shall serve as Chairman (CVO) the following year.

Section 9. Removal of Officers. Any Officer may be removed by the Board whenever in its judgment the best interests of the Association will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

Section 10. Vacancies of Officers. Resignation of Officers will become effective immediately on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in any office shall be filled by a two-thirds (2/3) vote of the Board. The new officer to fill the vacancy shall serve for the unexpired term of the predecessor in office.

Article X. Operations

Section 1. Fiscal Year. The fiscal year of the Association is January 1 through December 31.

Section 2. Execution of Documents. The Board shall annually designate, by resolution, the Directors or employees of the Association who are authorized to sign checks, drafts, orders for the payment of money, and similar instruments. All other instruments executed in the name of and on behalf of the Association must be signed

by the Secretary and countersigned by the Chairman (CVO), and must have attached copies of the resolutions of the Board, certified by the Secretary, authorizing their execution.

Section 3. Books and Records. The Association shall keep correct and complete books and records of account, and shall maintain all financial and property records to reflect the assets and liabilities appropriately attributed to each branch or extension. The Association shall also keep minutes of the annual or special meetings of the members, and of all meetings of the Board and its committees. The Association shall keep at its registered office a membership register, giving the names and addresses of all members, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date by the Secretary.

The Board shall adopt a written policy regarding document retention, including documents in electronic form, and periodic destruction, including a provision prohibiting the destruction of any document while a complaint or investigation is pending regarding the Association's operations.

Section 4. Inspection of Books and Records. All books and records of the Association, including audited financial statements, shall be made available, and may be inspected by any Director for any proper purpose at any reasonable time on written demand to the custodian of books and records. The Association shall adopt a written IRS Disclosure Policy to comply with IRS requirements to allow public inspection of its annual information return and application for tax exemption (Form 990 and Form 1023).

Section 5. Nonprofit Operations - Compensation. The Association shall not have or issue shares of stock. No dividend will be paid, and no part of the income of the Association may be distributed to its members, Directors, or Officers.

Section 6. Loans. The Association shall make no loans to any of its Directors, Officers, staff, employees, or any other Association personnel. No member of the Association shall have any right, interest, or privilege in or to the assets of the Association.

Section 7. Audits and Auditors. The Association shall conduct an annual audit. See Article VIII, Section 8.

The Association shall not hire the same auditor or auditing firm for more than five consecutive audits.

The auditor shall not provide any non-audit services to the Association concurrent with auditing services. However, the Audit Committee may pre-approve tax services and preparation of Form 990 by the auditor.

The Audit Committee shall require the auditor to disclose to the committee all questionable accounting policies and practices used within the Association as well as any discussion with management about such policies and practices.

The Chairman (CVO), Treasurer, and President/CEO shall certify the correctness of financial statements of the Association and that they fairly represent the financial condition and operations of the Association. The Audit Committee and the Board shall review and approve all financial and audit reports and Form 990 filings.

Article XI. Staff

Section 1. Chief Executive Officer (PRESIDENT/CEO). The Board of Directors shall employ a PRESIDENT/CEO after consultation with a field consultant of the YMCA of the USA. The PRESIDENT/CEO should be qualified as a YMCA Senior Director through the National YMCA of the USA. The PRESIDENT/CEO shall be the Chief of Staff and Chief Executive Officer of the Board and shall have such powers and duties as assigned by the Board. He or she shall be responsible for carrying out the policies of the Board and shall have general supervision of all other employees of the Association. He or she shall attend all meetings of the Board and shall make monthly reports on the operation of the Association. The PRESIDENT/CEO may delegate to staff under his/her supervision such authority deemed necessary and appropriate. The PRESIDENT/CEO shall be evaluated by the Board at least annually and shall serve at the will of the Board.

The Board may authorize the President/CEO to employ a Chief Financial Officer (CFO). The Board may employ General Counsel, who shall report to the Board. Any General Counsel must be a member of The Florida Bar.

Section 2. Employees. All employees of the Association shall be employed at will by the PRESIDENT/CEO in accordance with the Association's personnel policies and any rules and regulations as may from time to time be adopted by the Board.

Section 3. Branch Directors. Executive Directors of branches shall be employed by the PRESIDENT/CEO. The President/CEO shall conduct an annual review of each Branch Director.

Article XII. Amendments

Section 1. These Bylaws may be amended by majority vote of the Board. Notice of any proposed amendment shall be given to members of the Board at a regularly scheduled Board meeting, for a vote at the next regularly scheduled Board meeting,

or 30 days before a vote at any other meeting. Notice may be waived by the unanimous vote of the Board.

Article XIII. Indemnification

Section 1. The Association shall indemnify and hold harmless any officer, director or other agent of the Association, their personal representative and heirs, against expenses, judgments, fines, settlements, attorneys' fees and other amounts actually and reasonably incurred in connection with actual or threatened legal proceedings, if such person acted in good faith for the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The Association shall maintain at all times a liability (errors and omissions) insurance policy for Association officers and directors.

Article XIV. Disposition of Assets

Section 1. Upon dissolution of the Association, the remaining assets of the Association 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 the Association, and as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code or Law), pursuant to the then applicable Florida statutes governing not-for-profit corporations.

Certification

I hereby certify that the attached is a true and correct copy of the Bylaws of The Volusia/Flagler Family Young Men's Christian Association, Inc., Orange City, Florida, 32720, adopted unanimously by the Board on January XX, 2008.

Dated this _____ day of _____, 2008.

Corporate Secretary