

AMENDED AND RESTATED BYLAWS

OF

YOUNG MEN'S CHRISTIAN ASSOCIATION
OF ORANGE COUNTY

(a California Nonprofit Public Benefit Corporation)

ARTICLE I

NAME AND PURPOSE

1.1 Name. The name of this corporation is Young Men's Christian Association of Orange County, hereinafter referred to as the "Association".

1.2 Purpose. The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law (the "Law") for public and charitable purposes. The primary purposes of the Association are to develop and to improve the spiritual, social, mental and physical life of youth and adults in accordance with the spirit and teachings of Jesus; and, in cooperation with other organizations and with individuals, to render such services in the community as will secure better social and moral conditions for youth and adults; and to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for such purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended. No substantial part of the activities of this Association shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in Section 501(h) of the Internal Revenue Code, and this Association shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

1.3 Values and Services. The Association shall teach and promote values and provide services which are aimed at achieving its purposes and which help to build strong children, strong families and strong communities. Such values shall specifically include the values of respect, responsibility, caring and honesty. Services shall include, but are not limited to, programs for child care, youth and adult sports, youth and adult fitness, aquatics, camping, parent-child programs, mentoring programs, youth leadership programs, parent education and development programs, parent involvement programs, programs for disabled or physically or mentally challenged persons, and community service, lifestyle, neighborhood strengthening, social issue and education programs and collaborative problem solving programs.

ARTICLE II

SERVICE AREA

2.1 Service Area. The service area of the Association shall be parts of Orange County, Riverside County, San Gabriel Valley, and Pomona Valley, California. The service area shall specifically include, but shall not necessarily be limited to, the following zip codes:

(a) Orange County: 90620, 90621, 90622, 90623, 90624, 90630, 90631, 90632, 90633, 90680, 90721, 90740, 90820, 92605, 92606, 92607, 92610, 92612, 92614, 92615, 92616, 92618, 92619, 92620, 92623, 92624, 92625, 92626, 92627, 92628, 92629, 92630, 92646, 92647, 92648, 92649, 92650, 92651, 92652, 92653, 92654, 92656, 92657, 92658, 92659, 92660, 92661, 92662, 92663, 92672, 92673, 92674, 92675, 92677, 92678, 92679, 92683, 92684, 92685, 92688, 92690, 92691, 92692, 92693, 92697, 92698, 92701, 92702, 92703, 92704, 92705, 92706, 92707, 92708, 92709, 92710, 92711, 92712, 92728, 92735, 92780, 92781, 92782, 92799, 92821, 92822, 92823, 92831, 92832, 92833, 92834, 92835, 92836, 92837, 92838, 92840, 92841, 92842, 92843, 92844, 92845, 92846, 92870, 92871, 92885, 92886, 92887

(b) Riverside County: 92501, 92502, 92503, 92504, 92505, 92506, 92507, 92508, 92509, 92530, 92531, 92532, 92543, 92544, 92545, 92548, 92552, 92553, 92554, 92555, 92556, 92557, 92562, 92563, 92564, 92567, 92570, 92571, 92583, 92584, 92585, 92586, 92587, 92590, 92591, 92592, 92593, 92596, 92598.

(c) San Gabriel Valley: 91702, 91706, 91722, 91723, 91724, 91731, 91732, 91733, 91740, 91741, 91744, 91745, 91746, 91748, 91752, 91790, 91791, 91792, 91793.

(d) Pomona Valley: 91711, 91750, 91765, 91766, 91767, 91768, 91769, 91773, 91789.

ARTICLE III

OFFICES

3.1 Principal Office. The Association's principal office shall be fixed and located at such place, within the Association's service area, as the Board of Directors (hereinafter referred to as the "Board" or the "Board of Directors") shall from time to time determine.

3.2 Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE IV

NO MEMBERS

4.1 Members. The Association shall have no members within the meaning of Section 5056 of the Law. Any action which would otherwise require approval by all or a percentage of members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

4.2 Associates. Nothing in this Article IV or elsewhere in these Bylaws shall be construed as limiting the right of the Association to establish classifications or categories which are referred to as "memberships" or to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the Law. The Association may confer by its Articles of Incorporation (the "Articles") or these Bylaws, or amendments thereto, some or all of the rights of a member, as set forth in the Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Association or on a merger or on a dissolution or on changes to the Association's Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

ARTICLE V

BOARD OF DIRECTORS

5.1 Powers. Subject to the limitations of the Law, the Articles, these Bylaws, and other applicable laws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Association to any person or persons, a management company or committees, however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board, and provided further that any committee empowered to act with the authority of the Board must be established as provided for in Section 6.1. Without prejudice to such general powers, but subject to the limitations set forth above, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws or provided by Law:

(a) To select and remove all officers, agents and employees of the Association; prescribe powers and duties for them as may not be inconsistent with Law, the Articles or these Bylaws; fix their compensation and require from them such security, if any, for faithful service as the Board may deem appropriate.

(b) To conduct, manage and control the affairs and activities of the Association, and to make such rules and regulations therefor not inconsistent with Law, the Articles or these Bylaws, as the Board may deem appropriate.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as the Board may deem appropriate.

(d) To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

(e) To establish and disband branches or other operating units of the Association; to establish, approve and modify policies and procedures for their administration and operation.

5.2 Number of Directors. The authorized number of directors shall be not less than fifteen (15) nor more than thirty-five (35) until changed by amendment of these Bylaws. The exact number of directors shall be fixed, within the limits specified, by resolution duly adopted by the Board at a meeting at which a quorum is present.

5.3 Selection and Term of Office. One director shall be the President of the Association and that director's term shall be for the period he or she serves as the President of the Association. All other directors shall be elected at the annual meeting of the Board; provided, however, that directors may also be elected at any regular or special meeting of the Board. The term of office for each elected director shall be three (3) years, except as otherwise provided herein. Each elected director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until a successor has been duly elected and qualified, or until that director's earlier resignation or removal in accordance with these Bylaws and the Law. Without limiting the foregoing, the expiration date of an elected director's term shall be determined as follows: (i) a director elected at the annual meeting of the Board shall hold office until the third annual meeting of the Board following his or her election; and (ii) a director elected at any other meeting of the Board or by the unanimous written consent of the Board (pursuant to Section 5.17) shall hold office until either the third or fourth annual meeting of the Board following his or her election, whichever results in an expiration date closest to three (3) years in office and as designated in writing by the Board at the time of his or her election.

The Board has established staggered terms to allow for continuity and organized transitions. In furtherance thereof, the Board may establish one- or two-year terms for certain directors at the time of their initial election to the Board in an effort to ensure that one-third (1/3) of the authorized number of directors, or a whole number as near thereto as it is possible, shall be elected during any twelve (12) month period. Board members may be reelected to consecutive terms without restriction.

5.4 Interested Persons. Not more than 49% of the persons serving on the Board at any time may be interested persons. For purposes of this Section 5.4 an "interested person" is:

(a) Any person being compensated by the Association for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee,

independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, father-in-law, son-in-law or daughter-in-law of any such person.

Any violation of the provisions of this Section 5.4 shall not affect the validity or enforceability of any transaction entered into by the Association.

5.5 Resignations. Except as provided by Law, any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

5.6 Vacancies. A vacancy on the Board shall be deemed to exist in case of the death, resignation or removal of any director or an increase in the authorized number of directors. Vacancies shall be filled in the manner provided in Section 5.3 for the election of directors; provided, however, that if the number of directors then in office is less than a quorum, vacancies may be filled by (i) the unanimous written consent of the remaining directors, (ii) the affirmative vote of a majority of the remaining directors at any annual, regular or special meeting of the Board, or (iii) by a sole remaining director.

5.7 Removal. Directors may be removed either with or without cause in accordance with these Bylaws and the Law. The Board shall remove a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3, of the Law. In addition, the Board may remove a director who has not fulfilled his or her commitment to devote sufficient time to the exercise of his or her fiduciary duties to the Association as demonstrated by that director's failure to attend five (5) consecutive regular meetings of the Board or five (5) regular meetings of the Board during any a twelve (12) month period.

A director shall not violate any qualifications or requirements for Board service, including without limitation financial pledges to the Association, that are: (i) set forth in these Bylaws and/or (ii) adopted by resolution of the Board prior to the commencement of that director's term of office and provided in writing to the director no later than at the commencement of his or her term of office (including, without limitation, the "Board of Directors Understanding of Expectations" provided to and executed by each director at the commencement of his or her term of office). The Board, by a majority vote of the directors who meet all of the required qualifications to be a director, may remove any director who fails or ceases to meet any required qualification that was in effect at the beginning of that director's current term of office.

Any director may be removed without cause by the affirmative vote of a majority of the directors then in office.

5.8 Place of Meeting. Meetings of the Board shall be held at any place within or without the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association.

5.9 Annual Meetings. The Board shall hold an annual meeting to elect directors and officers then up for election, to appoint members of committees, and to conduct all other business as may properly come before the Board. Annual meetings of the Board shall be held on such dates and at such times as may be fixed by the Board.

5.10 Regular Meetings. Regular meetings of the Board may be held not more frequently than monthly pursuant to a schedule established by the Board or by the Executive Committee. Once the schedule of regular meetings has been duly promulgated, no further call or notice of such meetings shall be required.

5.11 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairperson of the Board, the President, any Vice Chairperson, the Secretary, or any five (5) directors.

5.12 Notice. Special meetings of the Board shall be held upon at least four (4) days' notice by first-class mail or forty-eight (48) hours' notice given (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by "electronic transmission by the Association" (as defined below). Notice of the schedule of annual and regular meetings of the Board shall be delivered to all directors by first-class mail or notice given personally, by telephone, or by electronic transmission by the Association, no later than fifteen (15) days prior to the date of the first meeting set forth on the schedule. All such notices shall be given or delivered to each director at his or her physical address, phone number, facsimile number, or email address, as applicable, as shown on the records of the Association or as may have been given to the Association by the director for purposes of notice or, if such address or number is not shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held.

"Electronic transmission by the Association" means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the Association, (2) posting on an electronic message board or network which the Association has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to the Law, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for

transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate such notice to the recipient.

5.13 Quorum; Voting Requirements. Two-fifths (2/5) of the authorized number of directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 5.16. Every act or decision done or made by the vote of a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by Law, the Articles or these Bylaws, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such a meeting. Each director shall have one vote on each matter presented to the Board of Directors for action. No director may vote by proxy.

5.14 Participation in Meetings by Conference Telephone. Directors may participate in a meeting of the Board, or a committee meeting, through use of a conference telephone, electronic video screen equipment or similar communications equipment which, so long as all the directors participating in such meeting can hear one another, will constitute presence in person at that meeting.

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

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

5.17 Action Without Meeting (Unanimous Written Consent). Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to such action. Such written consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chairperson or the President.

5.18 Rights of Inspections. Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

5.19 Fees and Compensation. No director of the Association (other than the President who shall receive his agreed compensation as President), shall receive any fee or other compensation for his or her services as a director. The Association shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, but the Association may advance money to a director or officer of the Association for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of any such advance, such director or officer would be entitled to be reimbursed for such expenses.

ARTICLE VI

COMMITTEES

6.1 Board Committees. The Board may, by resolution adopted by a majority of the number of directors then in office, designate and appoint one or more "Board committees," each consisting of at least two (2) directors and no non-directors, and delegate to such committees any of the authority of the Board, subject to the limitations set forth in Section 6.4. Vacancies on Board committees shall be filled by resolution adopted by a majority of the number of directors then in office. The powers and duties delegated to a Board committee shall be set forth in the resolution establishing the Board committee and/or these Bylaws. The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Board committee.

6.2 Advisory Committees. The Board may, by resolution or other action adopted by a majority of the directors at a meeting at which a quorum is present, create one or more advisory committees to serve at the pleasure of the Board. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Association or bind the Association, but are restricted to making recommendations to the Board or Board committees, and implementing Board or Board committee decisions and policies under the supervision and control of the Board or Board committee. Each advisory committee shall have at least two (2) directors as members at all times. Other appointments to such advisory committees need not, but may, be directors. The Board shall appoint and discharge advisory committee members at will. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect unless the advisory committee is implementing a direction given to it by the Board by resolution, these Bylaws, or in its committee charter approved by the Board.

6.3 Advisory Groups. The Chairperson or the President may from time to time constitute and appoint such advisory groups as deemed appropriate, consisting of directors or persons who are not directors, but such advisory groups shall not be deemed committees and shall not exercise any powers of the Board, nor shall such advisory groups have any authority to act for or bind the Association.

6.4 Limitations. No committee shall have any of the authority of the Board with respect to:

- (a) any action for which the Law also requires approval of the members or approval of a majority of all members, regardless of whether the Association has members;

- (b) the filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) the fixing of compensation of the directors for serving on the Board or on any committee;
- (d) the amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) the appointment of other Board committees or the members thereof;
- (g) the expenditure of corporate funds to support a nominee for director;
- (h) the approval of any self-dealing transaction, as defined in Section 5233(a) of the Law, except that when it is not reasonably practicable to obtain approval of the Board prior to entering into such a transaction, the Executive Committee may approve the transaction in a manner consistent with the standards set forth in Section 5233(d) of the Law or any successor statute thereof subject to ratification by a majority of the directors then in office (without counting the vote of any interested director) at the next meeting of the Board.

6.5 Procedures for Committees. Notice of, and procedures for, meetings of committees shall be governed by the provisions of Article V applicable to meetings and actions of the Board, with such changes in the context of Article V as are necessary to substitute the committees and their members for the Board and its members, or as otherwise prescribed by the Board or the chairperson of each committee, except that (i) meetings of committees may be called by the Board or by the chairperson or by any two (2) members of the committee, and (ii) unless otherwise prescribed by the Board, a majority of the members of the committee shall constitute a quorum for the transaction of committee business. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records. The committees shall report to the Board from time to time as the Board may require; provided, however, that Board committees must report all actions at the next duly scheduled Board meeting.

6.6 Standing (Permanent) Committees. The Board shall constitute and appoint the following standing (permanent) committees, which shall meet regularly and report to and operate under the auspices of the Board: the Executive Committee, the Legal Affairs/Human Resources Committee, the Compensation Committee, the Finance Committee, the CARES Committee, the Audit Committee, and the Board Development Committee. Of the aforementioned standing committees, the Executive Committee, the Legal Affairs/Human Resources Committee, and the Compensation Committee shall be Board committees and the remaining standing committees shall be advisory committees until further action by the Board.

6.7 Special (Temporary) Committees. Special (temporary) committees addressing special or short-term issues, problems, or responsibilities may be appointed from time to time.

Special committees may be Board committees or advisory committees as designated in the resolution or other action authorizing the formation of such committees. The members of each special committee shall be constrained by the requirements of its designation and of the limitations of the commission contained in the resolution or other action regarding its establishment.

6.8 Executive Committee (Board Committee). The Executive Committee shall have not less than five (5) members and shall consist of the Chairperson of the Board of Directors, the President of the Association, a Vice Chairperson, the Secretary and the Treasurer and such other members of the Board as may be specified by the Board by resolution duly adopted by a majority of the number of directors then in office; provided, however, that all members of the Executive Committee shall be directors. The Board shall have the power to change the members of the Executive Committee at any time, either with or without cause, and to fill vacancies; provided that all appointments to the Executive Committee shall be by a majority vote of the directors then in office in accordance with Section 6.1. Except as its powers may be otherwise limited by the Board, the Law, the Articles, and these Bylaws, and except as its actions may be modified or superseded by the Board, the Executive Committee shall have and may exercise the powers of the Board in the management of the business and affairs of the Association during the interim between Board meetings. Any action which, under the provisions of the Law, may be taken at a meeting of the Executive Committee may be taken without a meeting if authorized in writing by all members of the Executive Committee who would be entitled to vote at a meeting for such purposes and filed with the Secretary of the Association. All actions of the Executive Committee shall be reported to the full Board at the next duly scheduled Board meeting.

6.9 Legal Affairs/Human Resources Committee (Board Committee). The Legal Affairs/Human Resources Committee shall consist of two (2) or more directors as the Board shall determine. All members of the Legal Affairs/Human Resources Committee shall be directors. The Legal Affairs/Human Resources Committee shall oversee and advise the Board on legal matters affecting the Association, shall oversee and advise the Board on matters pertaining to human resources administration, and shall have such other related responsibilities as are prescribed by the Board. All material actions of the Legal Affairs/Human Resources Committee shall be reported to the full Board at the next duly scheduled Board meeting.

6.10 Compensation Committee (Board Committee). The Compensation Committee shall consist of two (2) or more directors as the Board shall determine. All members of the Compensation Committee shall be directors. The initial members of the Compensation Committee shall be the members of the Legal Affairs/Human Resources Committee. The Compensation Committee shall review the compensation of the President, Chief Financial Officer, and such other staff officers of the Association that the Compensation Committee determines appropriate, annually and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the officers and an analysis of appropriate comparability data. Based on its review, the Compensation Committee shall approve just and reasonable compensation amounts for such officers. Persons with a conflict of interest with respect to the compensation arrangement at issue (e.g., the person receiving the compensation) shall not be involved in the review and approval process. At the request of the President or the Board, the Compensation Committee shall review any issue involving staff compensation and benefits, including but not

limited to, health and retirement plans. The Compensation Committee shall perform other functions as from time to time may be assigned by the Board of Directors. All actions of the Compensation Committee shall be reported to the full Board at the next duly scheduled Board meeting.

6.11 Finance Committee (Advisory Committee). The Finance Committee shall consist of the Treasurer of the Association, two (2) or more directors as the Board shall determine and such other persons as the Board shall determine. The Finance Committee shall oversee and advise the Board on policies and procedures related to the administration of the Association's financial resources, records and reports, and shall have such other related responsibilities as are prescribed by the Board. The Finance Committee is an advisory committee and, accordingly, all actions and recommendations of the committee shall require ratification by the Board before being given effect.

6.12 CARES Committee (Advisory Committee). The CARES (Christian Assistance Resources, Education and Services) Committee shall consist of two (2) or more directors as the Board shall determine and may include persons who are not directors. The CARES Committee shall focus on the implementation of the mission of the Association to put Christian principles into practice through programs that build healthy spirit, mind and body for all and to find connections and avenues to carry out its purpose by bringing together the Association and local churches for the work of Christ. The CARES Committee is an advisory committee and, accordingly, all actions and recommendations of the committee shall require ratification by the Board before being given effect.

6.13 Audit Committee (Advisory Committee). The Audit Committee shall consist of two (2) or more directors as the Board shall determine and such other persons as the Board shall determine, subject to the restrictions set forth herein. The Audit Committee shall not include any members of the staff, including the President and the Chief Financial Officer (whether or not such persons are unpaid volunteers). Members of the Finance Committee may serve on the Audit Committee. The chairperson of the Audit Committee shall be a director and shall not be a member of the Finance Committee. Members of the Finance Committee shall constitute less than one-half (1/2) of the membership of the Audit Committee. Members of the Audit Committee shall not receive any compensation from the Association in excess of the compensation, if any, then received by directors for service on the Board. Members of the Audit Committee shall not have a material financial interest in any entity doing business with the Association. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Association are in order, shall review and determine whether to accept the audit (subject to ratification by the full Board), shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence referred to in the following paragraph, and shall approve performance of non-audit services by the auditing firm, if any. In addition, the Audit Committee shall monitor the financial reporting and controls of the Association, advise staff on reporting and financial control issues, and act on financial control policy matters, subject to the oversight and approval of the Board.

The Association shall prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any non-audit services performed by the firm conducting the audit, the firm, and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book). The audited financial statements shall be made available for inspection by the Attorney General and by members of the public no later than nine (9) months after the close of the fiscal year to which the statements relate. The Association shall make such annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by Section 6104(d) of the Internal Revenue Code and associated regulations.

The Audit Committee is an advisory committee and, accordingly, all actions and recommendations of the committee shall require ratification by the Board before being given effect.

This Section 6.13 may be temporarily suspended, in whole or in part, by the Board with respect to any fiscal year in which the Association receives or accrues gross revenue of less than Two Million Dollars (\$2,000,000) (exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received).

6.14 Board Development Committee (Advisory Committee). The Board Development Committee shall consist of two (2) or more directors as the Board shall determine. All members of the Board Development Committee shall be directors. The initial members of the Board Development Committee shall be the members of the Executive Committee. The Board Development Committee shall (i) identify, recruit and nominate a slate of qualified candidates to fill director and officer vacancies, (ii) conduct regularly scheduled reviews of the Association's Bylaws and governance policies, (iii) oversee Board and officer orientation, ongoing development, self-evaluation, and succession planning, and (iv) perform other functions as from time to time may be assigned by the Board of Directors. The Board Development Committee is an advisory committee and, accordingly, all actions and recommendations of the committee shall require ratification by the Board before being given effect.

ARTICLE VII

BRANCHES OF THE ASSOCIATION

7.1 Establishing Branches. The Board may establish one or more branches to carry on the Association's programs and services. The Board shall also have the power to discontinue and terminate branches and to establish terms and conditions upon which they shall operate. Branches may be formed to operate in one or more geographic areas, to serve particular constituencies, or to perform specialized functions within the limitations of the Association's Articles, its Bylaws, and such general policies and procedures as may be adopted from time to time by the Board. The term "branch" shall be deemed to include such departments or divisions of the Association as may from time to time be established by the Board and designated as a branch.

7.2 Program and Membership. Within the limitations of the Association's Articles, these Bylaws and the policies and procedures established by the Board, each branch shall plan its own programs and services and shall establish the terms and conditions under which its members may participate in such programs and services. Provided, however, all branch services and programs, and the terms and conditions thereof, shall be consistent with the branch's own rules of operation and shall be subject to the approval of the President of the Association, or his/her designee, and ultimately the approval of the Board of Directors.

7.3 Property. The property of the Association which may be allocated by the Board of Directors for the use of any branch shall be used for designated purposes only, and shall be maintained in a state of repair conforming to such policies and regulations as may be adopted by the Board of Directors concerning inspection, maintenance, safety and operation of such properties. No branch or Branch Executive Director shall own Association property or hold a bank account of Association funds, or, except pursuant to the policy of the Board of Directors relating thereto, draw checks on a bank account holding Association funds or contract in the name of the Association.

ARTICLE VIII

OFFICERS

8.1 Officers. The corporate officers of the Association shall be a Chairperson, President, Vice Chairperson, Secretary and Treasurer. The Association may also have, at the discretion of the Board, a Past Chairperson, Chairperson Elect, one or more additional Vice Chairpersons, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the business of the Association may require, each of whom shall have such authority and perform such duties as the Board at its pleasure may from time to time determine. Any number of offices may be held by the same person except that the same person may not serve concurrently as the Chairperson and President, and that neither the Secretary nor the Treasurer or other Chief Financial Officer may serve concurrently as the President or Chairperson.

8.2 Election and Term. The officers of the Association shall be elected by the Board for a term of one (1) year at the annual meeting of the Board. The officers so elected shall serve at the pleasure of the Board, and shall hold their respective offices until the next annual election of officers or their earlier resignation, removal, or other disqualification from service, and until their respective successors shall be elected. Vacancies of officers caused by death, resignation, removal, or other disqualification from service, or increase in the number of officers may be filled by the Board at any annual, regular or special meeting of the Board.

8.3 Chairperson. The Chairperson shall be the Chief Volunteer Officer of the Association and shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board. The Chairperson shall be an *ex officio* non-voting member of all committees other than the Executive Committee, where he or she shall be full voting member; provided, however, that the Chairperson may be appointed as a full voting member of any committee in accordance with these Bylaws.

8.4 Past Chairperson. The office of Past Chairperson, if any, shall be filled by the immediate past Chairperson of the Board. The Past Chairperson shall have such powers and perform such duties as from time to time may be prescribed for him or her by the Board.

8.5 Vice Chairperson. In the absence or disability of the Chairperson, the Vice Chairperson (or in the event there are two (2) or more Vice Chairpersons, the Vice Chairpersons in the order of their rank as fixed by the Board, or if not ranked, the longest serving Vice Chairperson) shall perform all duties of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board.

8.6 President. The President shall be the Chief Executive Officer of the Association and shall have, subject to the control of the Board, general supervision, direction and control of the business and employees of the Association. The President shall have the general powers and duties of management usually vested in the office of President and Chief Executive Officer of a corporation and such other powers and duties as may be prescribed by the Board. The President shall not be a member of the Audit Committee. The President shall be an *ex officio* non-voting member of all other committees other than the Executive Committee and the Legal Affairs/Human Resources Committee, where he or she shall be a full voting member (other than with respect to compensation and/or matters involving the President); provided, however, that the President may be appointed as a full voting member of any committee in accordance with these Bylaws.

8.7 Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, and a record of the Board of Directors giving their names and addresses and the term of membership held by each and shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Association's Articles and Bylaws as amended to date, and shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by Law or by these Bylaws to be given, shall keep, or cause to be kept, the seal of the Association (if any) in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board. Any part or all of the ministerial duties of the Secretary may be delegated to the President or his designee; provided that if the delegation of duties is made to the President's designee, he or she shall serve as Assistant Secretary.

8.8 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall at all times be open to inspection by any director. The Treasurer shall overview policies and procedures related to the administration of transactions in, and balances of, cash and investments and have such other related responsibilities as are prescribed by the Board. Unless otherwise specified by resolution of the Board, the Treasurer shall serve as Chief Volunteer Financial Officer of the Association.

8.9 Association Staff Officers. One or more Vice President(s), a Chief Financial Officer, a Chief Operations Officer, and other staff officers of the Association shall be appointed by and report to the President, and may be removed by the President or the Board. They shall have

such administrative and decision-making authority as shall be assigned by the President, subject to Board approval. They shall represent the Association with respect to the development, coordination and interpretation of Association policies, operating procedures and standards of performance. They shall serve as staff officers to the President in relation to the overall administration of the Association and shall provide staff services to Branch Executive Directors on all matters related to their assigned fields of direct responsibility.

8.10 Branch Executive Directors. Any Branch Executive Director shall be appointed by the President. Each Branch Executive Director shall be the Chief Employed Officer of his or her respective branch. They shall be accountable to the President, who shall have the power to remove them. Branch Executive Directors shall represent the Association in their local communities, and shall be charged with the coordination, interpretation and administration of Association policies, operating procedures and standards of performance.

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

ARTICLE IX

INDEMNIFICATION OF AGENTS OF THE ASSOCIATION: LIABILITY INSURANCE

9.1 Actions Brought by Persons Other than the Association. The Association shall indemnify any person who was or is a party or threatened to be made a party to any Proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under Section 5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in a charitable trust) by reason of the fact that such person is or was an Agent, against Expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association, and, in the case of a criminal Proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any Proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the Association, or that such person had reasonable cause to believe that such person's conduct was unlawful.

9.2 Actions Brought By or On Behalf Of the Association. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened,

pending or completed action by or in the right of the Association or brought under Section 5233 of the Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in a charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an Agent, against Expenses, actually and reasonably incurred by such person in connection with the defense or settlement of such action, if such person acted in good faith, in a manner such person believed to be in the best interests of the Association and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances, except that no indemnification shall be made under this Section 9.2: (i) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association in the performance of such person's duties to the Association, unless and only to the extent that the court in which such Proceeding is or was pending shall determine upon application that, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the Expenses which such court shall determine; (ii) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (iii) of Expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

9.3 Successful Defense by Agent. To the extent that an Agent of the Association has been successful on the merits in defense of any Proceeding referred to in Section 9.1 or Section 9.2 hereof or in defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection therewith.

9.4 Determination of Agent's Good Faith Conduct. Except as provided in Section 9.3 hereof any indemnification under this Article shall be made by the Association only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the Agent has met the applicable standard of conduct set forth in Section 9.1 or Section 9.2 hereof by: (i) a majority vote of a quorum consisting of directors who are not parties to such Proceeding; or (ii) the court in which such Proceeding is or was pending upon application made by the Association, the Agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the Agent, attorney or other person is opposed by the Association.

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

9.6 Limitations. No indemnification or advance shall be made under this Article except as provided in Section 9.3 or clause (ii) of Section 9.4, in any circumstance where it appears: (i) that it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (ii) that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

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

9.8 Definitions. For the purposes of this Article, (i) "Agent" means any person who is or was a director, officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Association or of another enterprise at the request of such predecessor corporation; (ii) "Attorney General" means the Attorney General of the State of California; (iii) "Expenses" includes without limitation, attorneys' fees and any expenses of establishing a right to indemnification under Section 9.3 or clause (ii) of Section 9.4; and (iv) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

ARTICLE X

OTHER PROVISIONS

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

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

10.3 Amendments. These Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the number of directors present at a meeting duly held at which a quorum is present; provided that written notice of the proposed amendment or repeal (with a copy thereof) shall be given to all directors at least fifteen (15) days in advance of such meeting.

10.4 Annual Report. The President shall cause an annual report to be furnished to the directors not later than one hundred and twenty (120) days after the close of the Association's fiscal year. The annual report shall be accompanied by any report thereon of independent accountants or, if there is no such accountant's report, the certificate of the Chief Financial Officer or other authorized officer of the Association that such statements were prepared without audit from the books and records of the Association. The annual report shall be prepared and distributed in accordance with all of the requirements of Section 6321 of the Law or any successor statute thereof.

10.5 Priority of Documents. In the event of any inconsistency between official documents or policies of the Association and/or its branches, the following order of precedence will govern: (i) Articles of Incorporation, (ii) Bylaws of the Association, (iii) policies approved by the Board of Directors, (iv) policies approved by the President.

10.6 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the Law shall govern the construction of these Bylaws.

10.7 Maintenance of Certain Records. The accounting books, records, minutes of proceedings of the Board, the Executive Committee, and all other committees shall be kept at such place or places designated by the Board, or, in the absence of such designations, at the principal business office of the Association. 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.

(Certificate of Secretary follows)

CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY: That I am the duly elected, qualified, and acting Secretary of Young Men's Christian Association of Orange County and that the foregoing Amended and Restated Bylaws were duly adopted as the Bylaws of such corporation by the Board of Directors thereof as of November 30, 2017.

Dated: November 30, 2017.



Rosanna Coveyou
Secretary

YOUNG MEN’S CHRISTIAN ASSOCIATION OF ORANGE COUNTY

RESOLUTIONS AND MINUTES OF A MEETING

HELD BY THE BOARD OF DIRECTORS

The Board of Directors (the “Board”) of Young Men’s Christian Association of Orange County, a California nonprofit public benefit corporation (the “Corporation”), acting pursuant to Section 5211(a) of the California Nonprofit Public Benefit Corporation Law (the “Law”), adopted the following resolutions by the required votes at a meeting duly noticed and held on February 24, 2022:

I.

FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS

WHEREAS, the Corporation’s bylaws were last amended and restated effective November 30, 2017 (the “Bylaws”);

WHEREAS, the Board finds it to be in the best interests of the Corporation to amend the Bylaws as required to reflect the renaming of the Board Development Committee to the Board Governance Committee; and

WHEREAS, Article X, Section 10.3 of the Bylaws provides that the Bylaws “may be amended or repealed by the affirmative vote of two-thirds (2/3) of the number of directors present at a meeting duly held at which a quorum is present; provided that written notice of the proposed amendment or repeal (with a copy thereof) shall be given to all directors at least fifteen (15) days in advance of such meeting”;

NOW, THEREFORE, BE IT RESOLVED, that the Bylaws be, and hereby are, amended as follows:

The words “Board Development Committee” in Article VI, Sections 6.6 and 6.14 shall be deleted and replaced in each instance with the words “Board Governance Committee”;

RESOLVED, FURTHER, that the Secretary of the Corporation be, and hereby is, authorized and directed to affix these resolutions and minutes of the proceedings of the Board to the Bylaws as a first amendment thereto, and to see that the certified Bylaws, as so amended, or a copy thereof similarly certified, are kept at the principal office of the Corporation in accordance with Section 5160 of the Law; and

RESOLVED, FURTHER, that the officers of the Corporation be, and hereby are, authorized and directed to provide or cause to be provided appropriate disclosure of the Corporation’s changes to its Bylaws, as may be required by law, to the Internal

Revenue Service and Franchise Tax Board on the Corporation's Form 990 and Form 199, respectively, for the current tax year.

II.
FILING

BE IT RESOLVED, that the Secretary of the Corporation is hereby directed to file and maintain these minutes of the foregoing proceedings of the Board with the corporate records of the Corporation.

(Secretary's certificate follows)

CERTIFICATE OF SECRETARY

I, the undersigned, hereby certify:

That I am the duly elected, qualified and acting Secretary of the Young Men's Christian Association of Orange County, a California nonprofit public benefit corporation (the "Corporation"); and

That the foregoing resolutions and minutes of the Corporation accurately reflect the discussion held and resolutions adopted by the required votes at a duly noticed meeting of the Board of Directors of the Corporation held on the date first above written and attended by at least the required quorum of the directors of the Corporation.



John Rochford, Secretary