



FOR YOUTH DEVELOPMENT
FOR HEALTHY LIVING
FOR SOCIAL RESPONSIBILITY

BYLAWS

WENATCHEE VALLEY YOUNG MEN'S CHRISTIAN ASSOCIATION

Revised and Approved by the General Membership
April 9th, 2013

Revised and Approved by the General Membership
April 11, 2017

President/CVO

Sean Patton

AMENDED AND RESTATED BYLAWS OF WENATCHEE VALLEY YOUNG MEN'S CHRISTIAN ASSOCIATION

Article I

Name, Registered Office, and Registered Agent

1.1 Name. The name of this non-profit corporation shall be the Wenatchee Valley Young Men's Christian Association, hereinafter referred to as the "Association". The Association does business as the Wenatchee Valley YMCA.

1.2 Registered Office. The registered office of the Association shall be located at 217 Orondo Avenue, Wenatchee, Washington.

1.3 Registered Agent. The registered agent of the Association shall be the Association itself and shall have an office located at 217 Orondo Avenue, Wenatchee, Washington.

Article II

Mission and Service Area

2.1 Mission. The mission of the Association shall be to strengthen youth, families, and communities by promoting Christian principles and putting them into practice through leadership and programs that build healthy spirit, mind and body for all.

2.2 The Value Statement of the Wenatchee Valley Young Men's Christian Association serves our community members by:

- Preserving our guiding Christian principles upon which the YMCA was founded, by actively promoting the core values of respect, responsibility, honesty, and caring;
- Developing and improving spiritual, emotional, mental and physical wellness;
- Rendering services to the community, in cooperation with individuals and other organizations, which strengthen the economic, social and moral environment;
- Providing quality programming that supports Healthy Living, Youth Development and Social Responsibility by a caring and qualified staff in an open and all-inclusive setting;
- Providing access to these services for each member of the community who wishes to participate regardless of the individual's race, color, national origin, religion, creed, gender, age, special needs, or ability to pay.

2.3 Service Area. While the mission of this Association shall not be limited by territorial boundaries, its activities shall be primarily designed to serve individuals who live or work in Chelan and Douglas Counties of Washington State.

Article III

Affiliations

3.1 Affiliation. The Association shall be affiliated with the Young Men's Christian Associations of the United States of America. The Association shall operate in conformity with the constitutional standards established for recognition as a Member Association of the National Council of Young Men's Christian Associations of the United States of America.

Article IV
Membership

4.1 Classes of Members. There shall be two classes of members of this Association: Sustaining, Facility. Membership shall be available to anyone without regard to race, color, religion, national origin, economic status, age, gender, sexual orientation, or handicap.

4.2 Sustaining Members. Sustaining Members of this Association shall be those persons who make a contribution and serve on the YMCA Board of Directors or its committees for the current year.

4.3 Facility (Y) Members. Facility members of this Association shall be those persons who pay participating membership fees on a periodic basis as prescribed by the Board of Directors and those persons who may be awarded a facility membership by the Chief Executive Officer.

4.4 Termination of Memberships. The Chief Executive Officer shall have the authority to terminate the membership of a full or limited participant member for violation of established Association policies or rules or for behavior inappropriate to the purpose of the Association. The Chief Executive Officer's authority to terminate the membership of a facility or limited participant member shall not extend to any member who is also a member of the Board of Directors of the Association.

4.5 Voting Rights. Sustaining and Facility members in good standing and who are at least sixteen years of age shall be voting members of the Corporation. Voting members shall have the right to elect members of the Board of Directors, to serve as members of the Board, and to hold office in the Association.

4.6 Liability. No person who is a member of the Corporation shall be personally liable, as such, for the debts, liabilities or obligations of this Corporation.

Article V
Meetings of Members

5.1 Annual Meetings. An annual meeting of members of this Association shall be held within one hundred twenty (120) days from the annual presented financial statements on such date and at such time and place as shall be determined by the board of Directors.

5.2 Special Meetings. Special meetings of members of this Association may be called by the President or by a majority vote of the Directors present at a regular meeting of the Board, or by petition of fifty-one percent (51%) of members entitled to vote at such a meeting. In the case of a petition, the special meeting shall be held within fifty (50) days of receipt of the petition at the registered office of the Association.

5.3 Notice. Voting members shall be given notice of the Annual Meeting of members and special meetings of members not less than ten (10) days nor more than fifty (50) days in advance of the meeting. Notice shall be by mail or publication in a newspaper of general circulation in Chelan or Douglas County, Washington. The Board shall fix, in advance, the record date for determining the members entitled to notice.

5.4 Quorum. Twenty-five (25) of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting of members of this association.

5.5 Voting. The manner of voting at any meeting, whether annual or special, of members shall be by voice vote or written ballot, at the discretion of the presiding officer. Proxies or absentee ballots shall not be recognized.

Article VI
Board of Directors

6.1 Number. The Association shall be governed by a Board of Directors (BOD) consisting of at least twenty-four (24), but not more than thirty (30) Directors. If the Chair of the Board of Trustees is not an elected member of the Board of Directors, the Chair of the Board of Trustees shall be an ex officio member of the Board of Directors.

6.2 Qualifications. Each member of the Board of Directors shall meet the qualifications of a voting member of the Association as defined in Article IV.

6.3 Powers. Subject to limitations imposed by law, the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by or under the direction of the Board of Directors. Without limiting any such power or authority, the Board of Directors shall have the following powers and responsibilities.

- a) To establish and maintain goals, objectives, and policies including a long range plan, to guide the Chief Executive Officer and staff.
- b) To adopt the annual operating budget and financial plan for the Association.
- c) To assure the financial affairs of the Association are conducted in a responsible manner, in accordance with established policies, through periodic review of financial reports, an annual certified audit and other means necessary to fully account for the receipt and expenditure of Association funds.
- d) To report statistical and financial information to the members of the Association at the Annual Meeting of members.
- e) To execute and acknowledge on behalf of the Association conveyances, mortgages, transfers, assignments, releases, satisfactions, or other instruments affecting liens on titles to, or interests in the real or personal property of the Association.
- f) To revise Bylaws for its own governance of the Association in the manner hereinafter provided.
- g) To employ and supervise the Chief Executive Officer and provide for an annual performance review.
- h) To enter into cooperative relationships with other entities.
- i) To appoint members to such Standing Committees, Ad Hoc Committees, and/or Task Forces as it deems necessary and to prescribe the powers and duties of such committees and Task Forces.
- j) To enter into contracts. Responsibility for entering into certain contracts may be delegated to the Chief Executive Officer.

6.4 Change in Number. The number of Directors may at any time be increased or decreased. No decrease in the number of Directors shall have the effect of shortening the term of any Director. Any decrease called for by the adoption of these Bylaws shall be accomplished as soon as is practical through voluntary resignations and term expirations.

6.5 Election and Term Office. Directors and Officers shall be elected at the annual meeting of members. Each Director shall serve for a term of three (3) years (until the third ensuing Annual Meeting of members).

6.6 Vacancies. Any Director may resign effective upon giving written notice to the President of the Board. A vacancy or vacancies in the Board shall be deemed to exist in the case of death, resignation or inability to serve of any Director or if the authorized number of Directors be increased. The failure of a Director to attend any three consecutive regular meetings of the Board of Directors may be interpreted as inability to serve. A vacancy may be filled by appointment by a

majority of the remaining directors, even though less than a quorum. A Director so appointed shall serve for the unexpired term of his or her predecessor.

6.7 Compensation. Members of the Board of Directors shall serve without compensation.

6.8 Nomination. The President of the Board shall appoint a Nominating Task Force at least ninety (90) days prior to the annual meeting of members. The Nominating Task Force shall consist of one past Board President, at least two members of the Board of Directors whose terms are not expiring, the Chief Executive Officer, and such other voting members of the Association as may be appointed by the Board President. The Nominating Task Force shall present the names of nominees for Director positions and for Board officer positions for approval at a Board Meeting at least thirty (30) days prior to the Annual Meeting of members. The nominated President must have served as an officer of the Board of Directors for at least 2 full years in any 3-year term. Nominations may be made after the nominating report is approved by the Board by petition containing the signatures of at least ten percent (10%) of members eligible to vote at the Annual Meeting of members. Nominations will close fifteen (15) days prior to the Annual Meeting of members.

6.9 Chief Executive Officer. The Chief Executive Officer shall be an ex-officio member of the Board of Directors. Any Board Meeting may move to Executive Session by action of the Board of Directors. The Chief Executive Officer may be excused for the Executive Session portion of any Board Meeting by a majority vote of Board members present.

6.10 Committees and Task Forces. Standing Committees, Ad Hoc Committees, or Task Forces as defined in Addendum B, may be appointed by the President of the Board and given such powers and responsibilities as may be prescribed by the President or the Board to assist in accomplishing the work of the Board. The designation of any committee and/or the delegation of authority thereto, shall not relieve the President, Board or any Director of any responsibility imposed by law. Each committee shall consist of a chairperson and three (3) or more members of the Board Directors. Additional voting members of the Association may be appointed. Committees shall regularly report their activities to the Board and shall not enter into any contract or incur any financial obligation without the express permission of the Board.

6.11 Executive Committee. The Executive Committee shall be a standing committee of the Board of Directors that shall be responsible for recommending appointments for Director vacancies, dealing with personnel issues, and such other responsibilities as may be prescribed. The Executive Committee shall consist of the Board Officers, the Chair of the Board of Trustees, the Chief Executive Officer, and other members including past and current members of the Board of Directors appointed by the President of the Board of Directors.

Article VII

Meetings of the Board of Directors

7.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at least ten (10) times per year, at times and places agreed upon at the first Board Meeting following the Annual Meeting of members.

7.2 Special Meeting. Special meetings of the Board of Directors may be called by the CVO or upon written request of four (4) directors. Notice for a special meeting shall be served upon each director and shall specify the purpose or objective of the meeting. No other business may be conducted at that time.

7.3 Notice of Meetings. Regular meetings of the Board may be held without notice to the general membership. Special meetings of the Board may be held upon four (4) days' notice by first class

mail sent to each Director's address of record or on forty-eight (48) hours notice delivered in person, by telephone or by electronic mail sent to each Director's email address of record.

7.4 Quorum. A quorum shall consist of greater than fifty (50) percent of the voting Board of Directors. Unless otherwise stated, once a quorum is established, a majority vote of those present is necessary for passage of a proposal. Every act or decision done or made by a majority of Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, unless a greater number is otherwise required by law, by these Bylaws or by other act of the Board.

7.5 Transaction of Business. The transaction of any business at any meeting of the Board however called and wherever held, shall be valid as though a meeting duly held after regular call and notice if a quorum is present, and, if either before or after the meeting, each Director signs a written waiver of notice, or a consent to holding of the meeting, or an approval of the minutes thereof or of the resolution or act adopted at such meeting. All such waivers, consents, or approvals shall be in writing and filed with the Chief Executive Officer and made a part of the minutes of the meeting even though filed subsequent thereto.

7.6 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Director, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

7.7 Registered Dissent. A Director who is present at a meeting of the Board at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless his/her dissent or abstention shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent or abstention to such action before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the Chief Executive Officer of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

7.8 Emergency Board Action

With the approval of two board officers, an emergency action may be presented to board members via email. Board members may register their approval or disapproval of the emergency action within forty-eight (48) hours via return email. To be passed, an emergency action requires registered votes from at least a quorum of the board and approval of at least 75% of directors voting. The results of the emergency action shall be included in the minutes of the next regularly scheduled meeting of the Board of Directors.

Article VIII

Officers of the Board of Directors

8.1 Officers. The officers of the Board shall be (4) President, Vice President, Secretary, and Treasurer. All officers must be members of the Board of Directors.

8.2 Election and Term of Office. Officers shall be elected at an Annual Meeting of members. They shall hold office for two (2) years or until their successors are elected and qualified.

8.3 President/Chief Volunteer Officer. The President (CVO) shall, if present, preside at all meetings of members and of the Board of Directors and shall exercise and perform such other powers and duties as may be prescribed from time to time by the Board. The President of the Board of Directors shall be the President of the Association and Chief Volunteer Officer.

8.4 Vice President. The Vice President shall assume all the responsibilities and powers of the President in his or her absence. The Vice President shall have other powers and duties as may be prescribed by the Board.

8.5 Treasurer. The Treasurer shall regularly report to the Board on the financial condition of the Association. The Treasurer shall have other powers and duties as may be prescribed by the Board.

8.6 Secretary. The Secretary shall keep or cause to be kept a record of the proceeding of meetings of the Board and meetings of the members. The Treasurer shall have other powers and duties as may be prescribed by the Board.

8.7 Vacancies. Any vacancy in office shall be filled as it occurs by the Board of Directors.

8.8 Chief Executive Officer. The Chief Executive Officer shall be employed by the Board of Directors and shall serve for such period of time and with such powers and responsibilities as may be designated by the Board of Directors. The Chief Executive Officer shall be an ex-officio member of the Board of Directors, the Board of Trustees, committees, and task forces of the Board. The day to day management of the YMCA and the administration of Board policies is the responsibility of the Chief Executive Officer. All staff shall be supervised by and report to the Chief Executive Officer. An annual evaluation of the Chief Executive Officer shall be based upon an agreed upon job description and the annual goals of the Association.

Article IX **Board of Trustees**

9.1 Number. The capital and endowment investments of the Association shall be overseen by an Advisory Board consisting of at least six (6) but not more than twelve (12) Trustees. The current Officers the Board of Directors shall be members of the Board of Trustees during their term of office.

9.2 Qualifications. Each member of the Board of Trustees shall meet the qualifications of a voting member of the Association as defined in Article IV, and at least 75% shall have completed at least one three (3) year term on the Board of Directors.

9.3 Powers and Responsibilities. The Board of Trustees is responsible for the capital and endowment investments of the Association. Subject to the limitations imposed by law, the Articles of Incorporation, these Bylaws, and the Board of Directors, the Board of Trustees shall have the following powers and responsibilities.

- a) To review the annual financial statement presented by the auditors.
- b) To recommend, implement, and monitor the investment policy of the Association.
- c) To oversee the investment of capital and endowment funds.
- d) To assure that all donor designations for the use of principal and/or interest are observed.
- e) To distribute earnings from the capital and endowment funds as requested in the annual association budget.
- f) To review recommendations from the Board of Directors for any sale of land or buildings. If a quorum of the Board of Trustees present at a regular or special meeting votes against the recommended sale of a capital asset, the Board of Directors may overturn the decision of the Board of Trustees only with a 75% vote at a regular or special meeting of the Board of Directors at which a quorum is present.
- g) To review investment results and report findings to the Board of Directors on a quarterly basis.
- h) To develop and implement a plan for the education and solicitation of prospects for capital and endowment gifts to the Wenatchee Valley YMCA.

- i) To recommend to the Board of Directors such persons and/or institutions for the management of capital and endowment funds as they see fit.
- j) To assume such other duties as may be assigned by the Board of Directors.

9.4 Election and Term of Office. The Board of Trustees may present nominees for vacancies on the Board of Trustees to the Board of Directors for election at a regular meeting of the Board of Directors. Each Trustee shall serve for a term of five (5) years and may be re-elected without limitation.

9.5 Vacancies. Any Trustee may resign effective upon giving written notice to the Chairman of the Board of Trustees. A vacancy or vacancies in the Board of Trustees shall be deemed to exist in the case of death, resignation or inability to serve of any Trustee or if the maximum number of Trustees has not been attained.

9.6 Compensation. Members of the Board of Trustees shall serve without compensation.

9.7 Chair. The Board of Trustees shall select a Chair who shall preside at meetings of the Board of Trustees and shall serve as an ex-officio member of the Board of Directors.

9.8 Chief Executive Officer. The Chief Executive Officer shall be an ex-officio member of the Board of Trustees.

9.9 Meetings. The Board of Trustees shall meet at least four (4) times per year. Four (4) Trustees shall constitute a quorum for the transaction of business.

Article X

Indemnification and Duality of Interest

10.1 Indemnification. Each member of the Board of Directors or Board of Trustees of the Association shall be indemnified by the Association against all expenses, settlements, or judgments which shall necessarily or reasonably be incurred by the Director or Trustee against which the Director or Trustee may be threatened by reason of being or having been a Director, Trustee or Officer of the Association, whether or not the Director or Trustee continues to hold such a position or office at the time of incurring such expenses. The Association will provide or offer to provide an indemnified Director or Trustee with a defense and will pay the costs thereof. Indemnification shall not extend to a Director or Trustee who has engaged in willful misconduct or failed to act in good faith while in his/her official capacity as a Director or Trustee. As to whether or not a Director or Trustee was liable for willful misconduct or failure to act in good faith, the Association and each Director, Trustee and Officer may conclusively rely upon an opinion of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall be in addition to any rights to which any Director, Trustee or officer may be entitled by law.

10.2 Duality of Interest. Any contract or other transaction between the Association and one or more of its Directors, or between the Association and any entity in which one or more of its Directors may have an interest shall be valid for all purposes. However, interested Directors shall disclose such interest to the Board of Directors prior to action on the contract or transaction. The interested Director's presence may be used to meet quorum requirements but the interested Director shall abstain from any vote on the action. No Director shall use his/her position on the Board of Directors or his/her knowledge of the Association or its plans for personal benefit or the benefit of any entity in which the Director has an interest.

Article XI
Amendment

11.1 Amendment. These Bylaws may be amended by a two-thirds (2/3) vote at any two consecutive meetings of the Board of Directors at which a quorum is present. A written copy of the proposed amendment shall be mailed to each member of the Board or sent by electronic mail to each member of the Board prior to the first such meeting. These Bylaws, when adopted, shall be the Bylaws of the Board of Directors, and of the Wenatchee Valley Young Men's Christian Association. The Bylaws heretofore enforced are hereby repealed. By adopting these Bylaws, the undersigned does hereby certify that the Association's Bylaws were affirmatively adopted by the Board

OFFICER DESCRIPTIONS
ADDENDUM A
OFFICERS AND DUTIES OF THE BOARD OF DIRECTORS

The President (or CVO), amongst other duties generally ascribed to a person holding this position, shall:

- *Maintain ethical practice through unbiased and non-partisan leadership.*
- *Develop, with the Chief Executive Officer, board meeting agendas;*
- *Preside at all meetings of the Corporate Board of Directors;*
- *Appoint and supervise committee chairpersons;*
- *Lead the Board to policy decisions in accordance with The Strategic Plan;*
- *Conduct an annual performance review of the Chief Executive Officer, with input from the Executive Committee;*
- *Execute all legal papers, documents, or other instruments as ordered by the BOD;*
- *Monitor the budget process;*
- *Actively participate in fundraising efforts;*
- *Oversee board development;*
- *Serve on the Executive Committee and Executive Compensation Committee as Chair;*
- *Serve as ex officio member of committees and attend their meetings when possible;*
- *Appoints task forces and ad hoc committees as needed;*

The Vice-President shall:

- *Act as Chair in the absence of the CVO;*
- *Assist the CVO in carrying out any or all CVO duties;*
- *Serve on the Executive Committee, Trustees and any other committees as advisable and desirable.*

The Treasurer shall:

- *Oversee the financial affairs of the Corporation in partnership with the CEO and Trustees;*
- *Serve on the Executive Committee, Finance Committee and Board of Trustees;*
- *Finance Committee as Chair;*
- *Work directly with the Chief Executive Officer and his/her staff in developing and implementing financial procedures, controls, and systems;*
- *Cause all funds to be deposited in depositories in the name of the Wenatchee Valley YMCA, and approved by the BOD;*
- *See that an accurate record is kept of all funds and that accurate financial reports are made to the BOD at its regularly scheduled meetings;*

- *Sign checks drawn upon Association bank accounts as directed by the BOD;*
- *Ensure that appropriate employees of the Association are bonded;*
- *Ensure that an annual audit of all fiscal transactions by the Association is prepared by the BOD approved public accounting firm.*

The Secretary shall:

- *Keep a record of attendance and all actions taken;*
- *Prepare and review the accuracy of all BOD meeting minutes;*
- *Attest to the accuracy of Association documents such as bank signature cards, grants, etc.;*
- *Execute, along with the CVO and/or Chief Executive Officer, all legal papers, documents, or other instruments as ordered by the Association BOD;*
- *Properly notify members of the Association Annual Meeting by publication;*
- *Provide all Association documents to the CVO, ensure all Association records are kept current, make all documents available to appropriate parties, assure ongoing maintenance of all Association documents.*
- *Serve on the Executive Committee.*

COMMITTEE DESCRIPTIONS
ADDENDUM B
COMMITTEES OF THE BOARD

X Section 1. Committees

1. *There shall be the following Standing Committees of the Corporate BOD:*
 - a. *Executive*
 - b. *Finance*
2. *Additional Committees and task forces may be formed, as the Corporate Board of Directors deems necessary. The CVO shall be empowered to appoint committees and/or task forces with appropriate committee/task force commissions from time to time as needed. These may include, but are not limited to: Facility and Services, Fiscal Management, Financial Development, Board Development, Personnel/Human Resources, and Marketing/Public Relations.*
3. *All committees and task forces shall be chaired by BOD members, and may include facility members and/or other community members.*
4. *Each Committee shall have authority to act on behalf of the Board of Directors to plan, organize, and supervise the matters assigned to it provided that (1) all actions taken by a committee are based upon and are consistent with policies previously determined or precedents established by the BOD, and (2) no committee shall contract any indebtedness, incur any obligation or make any expenditure without authorization of the BOD.*
5. *Each committee will formulate for recommendation to the BOD such new or revised policies, or such actions not authorized by previously established policies, as may seem advisable for more effective discharge of the duties assigned to it.*
6. *Each committee shall report its acts and proceedings to the BOD as required by that board and/or in accordance with current law and regulation.*

X Section 2. Executive Committee

1. *The officers and up to three (3) other Board Members or retired Board Members appointed by the President (Chief Volunteer Officer) shall serve as the executive committee of the BOD.*

2. *The Chief Volunteer Officer (CVO) of the Association shall serve as the chairperson of the Executive Committee and shall cast a deciding vote when necessary.*
3. *The Executive Committee shall have the power and authority to supervise and act upon all time-sensitive, business-related matters requiring attention during intervals between the regularly scheduled meetings of the BOD.*
4. *The Executive Committee shall, among its other assigned responsibilities, be charged with the regular review of the strategic plan, and shall report the BOD's progress, as well as the outcome of its other deliberations, to the Board at its regularly scheduled meetings.*
5. *The Executive Committee shall be charged with the responsibility of providing to all committees and task forces of the BOD their appropriate charts of work and meeting frequency.*
6. *The Executive Committee shall assist in the performance review of the Chief Executive Officer of the Association as requested. Other input may be solicited.*
7. *The Executive Committee shall annually review the Bylaws and shall report to the BOD the compliance with the Bylaws. The review of the Bylaws should include regular updating, as recommended by either the Executive Committee or assigned task force.*

X Section 3. Finance Committee

1. *The Finance Committee shall consist of at least three Corporate Board Directors who are not directly involved in the budgetary process.*
2. *The Finance Committee shall review the financial affairs of the Corporation and formulate for recommendation to the BOD operating policies consistent with Board procedures.*
3. *The Finance Committee shall ensure the proper accounting and use of restricted funds. Under no circumstances will endowments or pledges made to the Foundation or Endowment Fund of any Branch or restricted to any Branch be allowed or approved for use by another Branch.*
4. *The Finance Committee shall review and approve new long-term debt borrowings of any branch or of the corporation as a whole. This also includes leases of real estate and/or equipment of the corporation provided that the term of the loan or credit facility is greater than 12 months and the aggregate total payments over the term exceeds \$10,000. With respect to any lease of real estate of the corporation, this paragraph is limited to leases of the entirety of the buildings and improvements that collateralize such loans rather than smaller individual space leases within the buildings and improvements.*
5. *The Finance Committee shall have the following additional responsibilities:*
 - a. *It shall be responsible for ensuring that the annual audit by an independent accounting firm is performed by May 15th of each year and review the financial statements and IRS Form 990 with the independent accountants prior to their official release.*
 - b. *It shall be responsible for the oversight of Risk Management policies and procedures, which shall include the review of all insurance policies. It shall make any recommendations for necessary revisions to the BOD for their approval.*
 - c. *It shall annually review the personnel policies and procedures and shall report to the BOD the Corporation's compliance to these policies and procedures.*
 - d. *It shall annually review the Employee Benefits Package, including insurance benefits, and make recommendations for necessary revisions to the BOD for their approval;*
 - e. *It shall ensure that appropriate checks and balances are in place for financial procedures and systems.*
7. *The Finance Committee shall meet regularly, but not less often than quarterly.*

X Section 4. The Appointed Executive Compensation Committee

- 1. The Chief Volunteer Officer (CVO) of the Corporation shall serve as the chairperson of the Executive Compensation Committee and shall cast a deciding vote when necessary.*
- 2. The Executive Compensation Committee shall consist of all current Corporate BOD officers and the immediate past Board Chair if available.*
- 3. The committee's role is to provide the necessary direction and oversight of the Association's compensation programs.*
- 4. The committee shall review, refine, and implement the Association's stated policy on personnel compensation.*
- 5. The committee shall review and study compensation data and practices for organizations in similar fields, of comparable size, and of comparable funding, both for-profit and not-for-profit.*
- 6. The committee shall review the role and performance of the Chief Executive Officer and recommend future total compensation (including base salary, incentive compensation, benefits, and perquisites) on an annual basis.*
- 7. The committee shall review and comment in the aggregate on the Chief Executive Officer's recommendations for the total compensation of other members of the senior leadership team, including all those reporting directly to the Chief Executive Officer.*
- 8. The committee shall review and comment in the aggregate on the Chief Executive Officer's recommendations for the total compensation program for all other employees.*
- 9. The committee shall maintain extensive records of its analyses and activities and report to the full BOD at least once yearly.*