

Y'S MEN OF WESTPORT/WESTON, INC. BY-LAWS

Revised by Member vote on 1/03/08

ARTICLE I—NAME AND OFFICES

The name of this organization shall be the Y's Men of Westport/Weston, Inc., a nonprofit, non-stock fraternal organization. The principal office of the organization is located at the Westport/Weston Family Y, 59 Post Road East, Westport, Connecticut, 06880. This Article and these that follow will constitute the By-Laws of the organization.

ARTICLE II— OBJECTIVES

The primary objective of this organization is to bring together retired and semi-retired men for fellowship, instruction, entertainment, sports participation, exchange of ideas, and participation and involvement in other activities of interest and benefit to members and the community, including service. The organization is a non-religious, non-political, non-sectarian, non-ethnic organization, and welcomes applicants from all walks of life and backgrounds. We seek to get the best possible speakers, for any and all topics that will be of interest to our members. We try to balance the content of our programs being fair to all of our membership. The only speaker rule is that no politician will be asked to speak past the last meeting in May if he/she is an announced candidate for election or re-election in November of that year.

ARTICLE III— MEMBERSHIP ELIGIBILITY

SECTION 1— Membership shall be open to all retired and semi-retired men residing in Westport and Weston. The Board of Directors may, by majority vote, admit to membership a man who resides elsewhere if he has previously been a member or has contributed in special and outstanding ways to the Y's Men of Westport/Weston, the Westport/Weston Family Y, or the Towns of Westport or Weston. The fact that a member ceases to be a resident of Westport or Weston shall not preclude his continuing as a member. A person determined by the Board of Directors to have provided excellent service to the Y's Men may be voted as an Honorary Y's Man and be given a commemorative plaque in his honor.

SECTION 2— Each member shall have one vote on any matter on which a vote of members is taken. All votes shall be cast in person at a regular or special meeting.

ARTICLE IV— OFFICERS

SECTION 1— The officers of this organization shall consist of a President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

SECTION 2— Each officer shall serve for one year or until his successor is elected. The First Vice President will succeed the President as President, and the second Vice President will succeed the First Vice President the succeeding year, subject to the Nominating committee's actions. Each year the Nominating Committee shall select a new Candidate for Second Vice President. Any member having served a one-year term as President or First or Second Vice President shall be ineligible to occupy the same office which follows the one-year term. If for some significant reason an elected Board Member or Officer decides he cannot or should not continue in his elected position or the Board should decide by a vote that his continuation as a board member is no longer in the interest of the organization, the Nominating Committee shall be asked to propose to the board a replacement which then will be voted on by the Board.

ARTICLE V— BOARD OF DIRECTORS

SECTION 1— The Board of Directors shall consist of a maximum of seventeen members. The President, First Vice President, Second Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Chairman of the Public Relations Committee, Chairman of the Membership Committee, Chairman of the Publications Committee, Chairman of the Trips Committee, Chairman of the Community Service Committee, Historian, three members-at-large and the last preceding President. Only Board members can vote at board meetings. A member of the Board may hold more than one position on the Board.

SECTION 2— Each member of the Board of Directors shall serve until his successor is elected (or appointed) and qualified.

ARTICLE VI—ELECTION OF OFFICERS, FIVE COMMITTEE CHAIRMEN, MEMBERS AT LARGE AND HISTORIAN.

SECTION 1— Officers of this organization, five Committee Chairmen, three Members-at-Large, and the Historian shall be elected by a majority vote of members present and voting at the Annual Meeting and shall assume the duties of their respective offices at the time of their election.

SECTION 2— Not less than 45 days before the Annual Meeting the immediate Past President, acting as Chairman, shall appoint a Nominating Committee composed of all available Past Presidents to select a slate of candidates to serve as Officers, four Committee Chairmen, Historian and three Members-at-Large for the next year. They will also recommend Chairmen of all other Committees listed in Article X. If the immediate Past President cannot serve, the current President shall appoint the Chairman of the

Nominating Committee from the list of available past presidents. The proposed slate will be published in the Newsletter before the Annual Meeting. Additional nominations may be made by the membership each of which must be endorsed by at least 25 members.

SECTION 3—Vacancies in any office shall be filled by appointment by the Board of Directors.

ARTICLE VII—DUTIES OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1— The President shall preside at all meetings and shall be the Chairman of the Board of Directors. He shall appoint a Chairman of each Committee except for those Chairmen who are duly elected Board Members. He shall be an ex-officio member of each committee. The President shall designate the date of the Annual Meeting and of the first regular meeting. He shall call special meetings if he deems it necessary.

SECTION 2— The First Vice President shall preside at meetings in the absence of the President, shall be the Vice Chairman of the Board of Directors, and shall perform any other duties designated by the President. He shall be the Chairman of the Committees whose functions will be to arrange the annual Holiday Party and the picnic for the Annual Meeting. Price changes for the picnic and the Holiday Party must be approved by the Board of Directors. He will create a committee for the Memorial Day Parade and float, and shall also be available to assist the Second Vice President as requested in the arrangement for speakers.

The Second Vice President shall preside at meetings in the absence of the President and First Vice President and shall perform any other duties designated by the President. He shall be the Chairman of the Program Committee as described in Article X.

SECTION 3— The Secretary shall keep minutes of each meeting of the membership and of each meeting of the Board of Directors. The minutes of a meeting shall be read at the next meeting when requested by the President. Copies of Board minutes and significant parts of membership meetings shall be maintained in a designated Minutes Book.

SECTION 4— The Assistant Secretary shall assist the Secretary when requested and in the absence of the Secretary shall perform his duties.

SECTION 5— The Treasurer shall have custody of the funds in the Y's Men bank accounts, including but not confined to dues and trip monies, shall collect dues and keep proper books of record showing all money received and disbursed. He shall maintain a current roster of all active members for the purpose of dues collection. A member of the Y's Men, who shall be appointed by the Board of Directors, shall audit the books of record at least once a year. If it is determined that an outside Auditor should be required to audit the books the Board of Directors by vote will select that Auditor. The Treasurer shall make a monthly financial report to the Board of Directors and to the membership when directed by the President.

SECTION 6— The Assistant Treasurer shall assist the Treasurer when requested and in the absence of the Treasurer shall perform his duties. If so appointed by the Treasurer, he shall be a member of the Trips Committee to assist the Chairman in maintaining that Committee's financial records.

SECTION 7— The Board of Directors shall determine, to the extent not determined by The By-Laws, or by a vote of the membership, all questions pertaining to election or appointment of Officers or Members to the Board of Directors, and all questions pertaining to the classes, rights, privileges, qualifications, obligations, and the manner of election or appointment of members. It shall have authority to act for the membership in establishing policies and in approval of budgets and expenditures.

SECTION 8— Membership dues shall be established by the Board of Directors and changes approved by a vote of the membership.

ARTICLE VIII— MEETINGS

SECTION 1— Regular weekly meetings of the membership shall be held on Thursday mornings, except on or near Holidays and during the summer recess (to be determined by the President) or on such other days as the President may determine. The last meeting before the summer recess shall be designated as the Annual Meeting.

SECTION 2— One fourth of the Members shall constitute a quorum for the transaction of business at all regular or special meetings of the membership.

SECTION 3— The Board of Directors shall meet once a month excluding the months of June and July. There will be a meeting of the Board of Directors in late August to review finances and other important subjects before the start of weekly meetings in September. If the President or three or more members of the Board of Directors request a special meeting, the Secretary shall issue a call for such a meeting, the purpose of which shall be stated in the call. This call shall be made at least 5 days prior to the meeting. Discussion at the meeting will be limited to the purpose stated in the call.

SECTION 4—The presence of at least half the members of the Board of Directors will constitute a quorum.

ARTICLE IX— FISCAL MATTERS

SECTION 1— "Funds" as used in these By-Laws refers to all club monies, including but not necessarily confined to dues and club monies, as well as any other monies collected and in the Y's Men of Westport/Weston, Inc., bank account or otherwise under the control of the Treasurer and Assistant Treasurer. Proposed changes to the handling of funds and or bank accounts will require board approval.

SECTION 2— Membership dues shall be established by the Board of Directors and changes approved by a vote of the membership.

SECTION 3— Members whose dues are not paid by the second meeting in November are to be contacted by telephone and by personal letter by the Membership Committee to determine if they have a continuing interest in the organization. Any member whose dues are not paid by the last meeting in November shall be dropped from the membership list, except that the Board of Directors may grant dispensation when it deems that the circumstance justifies such action. Any member reaching the age of ninety shall be granted free membership for life.

SECTION 4— The fiscal year for the organization shall start on July 1 of each year and extend to June 30 of the following year.

ARTICLE X— COMMITTEES

SECTION 1— GENERAL. The President, in consultation with the Board of Directors, shall designate the committees required for the successful operation of the organization. Each committee chairman will designate a member as backup and so inform the President.

SECTION 2— TRIPS COMMITTEE. This Committee shall consist of a Chairman, who shall be a member of the Board of Directors, the Assistant Treasurer, if so appointed by the Treasurer, and any other members that the Chairman may appoint. The purpose of this Committee shall be to arrange interesting trips for the membership.

SECTION 3— HEALTH COMMITTEE. This Committee shall consist of a Chairman, and such other members as shall be appointed by the Chairman of the Committee. Their duties involve advising the membership of the status of ill members, visitation to the ill and disabled members and the expression of sympathy to the families of deceased members.

SECTION 4— MEMBERSHIP COMMITTEE. This Committee shall consist of a Chairman, who will be a member of the Board of Directors, and other members who will be appointed by the Chairman. The purpose of this Committee shall be to recruit new Y's Men members, encourage existing members to get new members, and conduct new member lunches. This committee is also responsible to aid in maintaining a current roster of all active members, solicit the application of new members and to complete the application and club joining process for new members.

SECTION 5— PROGRAM COMMITTEE. This committee shall be chaired by the 2nd Vice President and shall consist of any other members appointed by him as needed. The purpose of this Committee is to provide speakers and programs for the regular meetings of the organization. The First Vice President shall assist the Program Chairman as needed.

SECTION 6— PUBLIC RELATIONS COMMITTEE. This Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and other members as shall

be appointed by him. This committee is responsible to publicize, via the printed and broadcast media and the Internet the organizations accomplishments, meetings and activities to help create an understanding and awareness of the organizations aims and objectives.

SECTION 7— PUBLICATIONS COMMITTEE This Committee shall consist of a chairman, who shall be a member of the Board of Directors and other members as shall be appointed by him. This Committee shall be responsible to create, edit, and publish the biweekly newsletter and to help in the creation of brochures, and other bulletins or house publications that may be required.

SECTION 8— WEBSITE, INTERNET COMMITTEE This Committee shall consist of a Chairman and members selected by the Chairman who will be responsible to ensure that the Website is maintained and updated, that the members roster, bios and photographs are updated and meeting and Speaker photos and other key submissions to the Website are available for members use. This Committee will be responsible for Maintaining the Club Directory on a current basis on the Internet and in printed form as directed by the Board of Directors.

SECTION 9—COMMUNITY SERVICE COMMITTEE. This Committee shall consist of a Chairman who shall be a member of the Board of Directors and such other members as shall be appointed by the Chairman of the Committee. The purpose of this Committee is to provide assistance to various agencies and organizations that may request such service as is deemed worthy by the Committee Chairman or President and approved by the Board.

SECTION 10— SPECIAL ACTIVITIES COMMITTEES. These individual Committees Shall each have a Chairman and members appointed by him. These Committees shall have the responsibility for providing whatever is required to further the interest of those in activities such as tennis, sailing, photography, book clubs, coins and stamps, world events, golf, bridge, bowling, table tennis, etc. The Committee Chairman will designate to the President an alternate in case of his absence.

SECTION 11— REFRESHMENT COMMITTEE. This Committee shall consist of a chairman and other members appointed by him. The Committee's duties shall consist of managing and arranging for the weekly meetings, coffee and other refreshments as necessary. This will include getting volunteers by sending signup boards among the membership to obtain volunteers by date, and calling two days before the meeting.

SECTION 12— MEETING FACILITY COMMITTEE. This Committee will be made up of a Chairman and other members appointed by him. The Committees duties will be to regularly send a signup board in the regular meeting to obtain volunteers for putting up and taking down the chairs for the meeting. It will be the Chairman's responsibility to ensure that the volunteers are strong enough physically to do the job, and to call the volunteers two days before the meeting to remind them of their signup.

SECTION 13— HISTORIAN The Historian will be responsible to track and keep a history of the organization and to aid the Secretary in keeping the history of the organization current.

ARTICLE XI— PUBLIC RELATIONS

No monetary contributions are to be made from the treasury to any organization, agency, speaker or any other type of solicitor without the approval of the Board of Directors. It shall also be the policy of the organization not to go on record for or against any public issue or to engage in political activity. The Y's Men's mailing lists, directory, and rosters of the membership are for internal use only, and no member shall give any of these to an individual or organization that might use them for any solicitation or survey, whether or not for profit. The inclusion of such data on the organizations website, with the exception of the information on the Board Members and Committee Chairmen shall require password identification to access. Further, no member may use the directory, the mailing lists, or any roster for any outside interest of his own, whether or not for profit.

ARTICLE XII—AMENDMENTS

Proposals for amendments to these By-Laws may be made by any member when such a petition in writing is submitted to the Secretary, who shall then present it to the Board of Directors. It shall then be submitted, along with a recommendation from the Board of Directors, to the membership for their vote at the next regular meeting. No amendment of the By-Laws shall be adopted unless approved by a two-thirds vote of the members present at such meetings.

ARTICLE XIII—DISPOSAL OF ASSETS

In the event that the Y's Men of Westport/Weston, Inc., ceases to exist as a continuing organization, all assets such as monies in bank accounts, projectors, public address systems, audio and visual aids, tables, and chairs, but not limited to those items specified, shall become the property of the Westport/Weston, Family Y identified in ARTICLE I of these By-Laws. This action shall apply after payment of any and all outstanding Debts