

GERMANTOWN Y CHARTER AND CONSTITUTION

THE GERMANTOWN Y
formerly operating under the name
THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF GERMANTOWN
Charter and Constitution

Originally adopted

May 4, 1871

Incorporated Under the name Young Men's Christian Association of Germantown

Dec. 4th, 1871

As adopted by the Board of Managers, April 15, 1975 and ratified by the membership, May 20, 1975.

Legal Committee of the Board of Managers

Harold T. Commons, Jr., Esquire, Chairman

Earle N. Barber, Jr., Esquire, Chairman

The Honorable Norman A. Jenkins

Dr. David Rothrock, Jr., President

Robert B. Hoffman, Executive Director

Amended at the 107th Annual Meeting of the Members, May 30, 1978 (First Amendment attached)

Charles M. Amgell, President

Robert B. Hoffman, Executive Director

Further amended at the 110th Annual Meeting of the Members, May 17, 1981

(Second Amendment attached)

Reverend Walter C. Wynn, President

Frank C. Constant, Executive Director

Restated at the 118th Annual Meeting of the Members, May 1989

Lillian Harris Ransom, Esquire, President

Peter E. Smith, Executive Director

Amended and restated by the Board of Managers on Nov 30, 2009

Ratified at a Special Meeting of Members on December 16, 2009

GERMANTOWN Y CHARTER AND CONSTITUTION

Young Men's Christian Association of Germantown renamed Germantown Y
5722 Greene Street, Philadelphia, Pennsylvania 19144

Originally incorporated December 4, 1871

Amended May 20, 1975, May30, 1978 and May 17, 1981, Amended and Restated May, 1989.

Amended and restated December 16, 2009

Signature: _____ Date: _____

Constance Bille, Secretary

Seal:

The corporation was incorporated on December 4, 1871, under the Act of General Assembly of Pennsylvania on force at that time and entitled, "An Act to incorporate associations of the citizens of this Commonwealth with the powers and immunities of a corporation or body politic in law."

The Charter was amended on May 20, 1975, May 30, 1978, and May 17, 1981 and was amended and restated in May 1989.

The Board of Managers and the Members of the Corporation now desire to restate the Charter of the Corporation on the following terms:

NAME AND REGISTERED ADDRESS

The name of the Corporation and the address of the registered office are:

GERMANTOWN Y

5722 GREENE STREET, PHILADELPHIA, PENNSYLVANIA 19144

PURPOSES

The Corporation, following a tradition of Christian service to persons of all ages, ethnic groups, and religious affiliations seeks to provide a wide range of physical, intellectual, and social programs which will improve the quality of life for individuals and families who desire to reach their full potential in a wholesome friendly environment. Towards that end, the Corporation shall have unlimited power to engage in and to do any lawful act for which corporations may be incorporated under the Pennsylvania Not-for-Profit Code. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

GERMANTOWN Y CHARTER AND CONSTITUTION

CORPORATE RIGHTS

The corporation shall have full authority and power to make and use a common seal with such a device and inscription as they may deem proper and the same to break, alter, and renew at their pleasure and by the name, title and style aforesaid shall have succession be able and capable to sue and be sued, plead and be impleaded in any Court or Courts before any Judges or Justices in all manner whatsoever, and all and any matter or thing therein to do in as full and effectual a manner as any other person or persons, bodies politic, and corporate within this Commonwealth mayor can do. Said Corporation shall have power to receive and hold real and personal estate. Further, in order that said Corporation may erect and construct a suitable building or buildings or, future extensions thereof for the purposes of the Corporation and in order to provide a fund for the payment of the expenses thereof power and authority is hereby given to said Corporation to make and issue certificates of indebtedness in such amounts as are necessary to accomplish said purposes.

MEMBERS

The members of this Corporation shall be of the following kinds: Active, Sustaining, Life, Honorary and such other types as shall be created by the Board of Managers. Such members shall have such privileges and be subject to such restrictions and to the payment of such dues and assessment as the Constitution and By-laws of the Association may provide. Active, Life, and Honorary members alone shall be entitled to vote, and said members only may be elected officers of the Association.

OFFICERS

The business and affairs of the Corporation shall be conducted by a Board of Managers to be elected by the members as set forth in the By-laws. The By-laws shall also set forth the titles of the officers and their powers and duties.

EXPULSION

Any member of the Corporation may be expelled therefrom for nonpayment of dues and/or behavior which is not consistent with the purposes of the Corporation and the Board of Managers shall nondiscriminately determine the criteria and manner of such expulsion.

CONSTITUTION AND BY-LAWS

Said Corporation shall have power and authority to make a constitution; rules, by-laws and ordinances, and anything needed for the good government and support of the affairs of the Corporation. Provided always that the said by-laws, rules, ordinances or any of them be not repugnant to the Constitution and Laws of the United States, to the Constitution and Laws of this Commonwealth or to this Charter.

The Constitution of this corporation, with such amendments thereto as are from time to time adopted with the Constitution, is incorporated herein and shall be deemed to be a part hereof.

Adopted by the Board of Managers: Nov. 30, 2009

Approved by the Membership: Dec 16, 2009

Signature: _____ Date: _____

Constance Bille, Secretary

Seal:

GERMANTOWN Y BY-LAWS**ARTICLE I –OFFICES****Section 1. Registered Office**

The registered office of the Corporation shall be at 5722 Greene Street, Philadelphia, Pennsylvania 19144.

Section 2. Other Offices

The Corporation may also have offices at such other places as the Board of Managers may from time to time appoint or the activities of the Corporation may require.

ARTICLE II-SEAL**Section 1. Corporate Seal**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania."

ARTICLE III-PURPOSE**Section 1. Purpose**

The purpose of the Corporation is as stated in the Charter of the Corporation: "To provide a wide range of physical, intellectual and social programs which will improve the quality of life for individuals and families who desire to reach their full potential in a wholesome friendly environment."

Section 2. Non-profit Status

More specifically and consistent with the requirements of the Internal Revenue Code and its regulations, the purpose of the Corporation is:

Exclusively for religious, educational and charitable purposes within the Meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law to establish and maintain a fellowship united by a common loyalty to Jesus Christ and including persons of other faiths who wish to join in developing the moral, physical and intellectual improvement of the people of Germantown and its vicinity

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers or other private persons except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes herein stated.

Upon dissolution or termination, the assets of the Corporation shall be distributed to one or more charitable or educational organizations meeting the requirements of Section 501 © (3) and described in Section 170 (b) (1) (A) (i) —(vi) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law which will best accomplish the general purposes of this Corporation, as shall be designated by the Board of Managers, or if they fail to agree, by an appropriate court of the Commonwealth of Pennsylvania.

No substantial part of the activities at the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501 © (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

GERMANTOWN Y BY-LAWS**ARTICLE IV-MEMBERS****Section 1 Admission to Membership and Fees**

Any person may be admitted by the officers of the Corporation to Active membership on declaration that he or she supports the purpose of the corporation and on meeting such other requirements as to fees, etc. as may be determined from time to time by the Board of Managers.

Sustaining, honorary and life members may be admitted under such criteria as are established by the Board of Managers.

Section 2. Benefits and Voting Privilege

Each member will be issued an identification card which entitles him or her to member benefits according to his or her category of membership, so long as he or she is in good standing and current with dues and fees.

The Board of Managers, in conjunction with the staff of the corporation, may create categories of membership and schedules of fees.

The benefits for categories of membership will be established by the Board of Managers in conjunction with the corporation staff, subject to annual review and approval of the voting members, which may be after the fact.

Notwithstanding such benefits, to qualify as a voting member of the Corporation, a person must be an Active, Honorary or Life member in good standing and be at least eighteen years old.

Section 3. Location of Meetings

Meetings of the members shall be held at 5722 Greene Street, Philadelphia, Pennsylvania, or at such other place or places, either within or without the Commonwealth of Pennsylvania, as may from time to time be selected by the Board of Managers or by duly empowered members.

Section 4. Annual Meeting of Members

The annual meeting of the members shall be held in the third week of May each year during weekend or evening hours at such date and time as may be determined by the Board of Managers and duly announced to the members or at such other time as may be determined by the Board of Managers. At the annual meeting, the members shall elect members to the Board of Managers and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held by November 15, any ten members may call such a meeting.

Section 5. Special Meetings of Members

Special meetings of the members may be called at any time by the President, or the Board of Managers, or by any ten members of the Corporation. At any time, upon written request of any person entitled to call a special meeting, it shall be the duty of the Secretary to call a special meeting of the members to be held at such time as the secretary may fix, not less than five nor more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

GERMANTOWN Y BY-LAWS**Section 6. Notice of Meetings**

Notice of every meeting of the members, stating the time, place and object thereof, shall be given by or at the direction of the person authorized to call the meeting.

Notice of business meetings of the voting members of the corporation shall be posted in the corporation buildings and on the organization's web site, printed on flyers distributed to members and/or published by law. It must also be announced to members via email, telephone call and/or postcard, Such notice shall be posted and published at least 15 days but not more than 45 days prior to the date scheduled for the meeting.

Section 7. Quorum

All members' meetings duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person or by proxy of fifteen of the members for the transaction of business: The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine, and give written notice thereof as provided above, but in the case of any meeting called for the election of Managers, those who attend the second of such adjourned 'meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing Managers. At any members' meeting validly convened pursuant hereto, the acts of a majority of the members present at such meeting in person or by proxy shall be the acts of the members

Section 8. Voting Right

Every member of the Corporation shall be entitled to one vote. No member may transfer his or her membership or any right arising therefrom, including the right to vote, except for purposes of voting by proxy. The right of a member to vote and his or her right, title and interest in the Corporation shall cease on the termination of his or her membership.

Section 9 Proxy

Every proxy shall be executed in writing by the member or by his duly' authorized attorney-in-fact and filed with the secretary of the Corporation. A proxy shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until notice thereof has been given to the secretary of the Corporation. No unrevoked proxy shall be valid after 11 months from the date of its execution unless a longer time is expressly provided for therein, but in no event shall 'a proxy be voted on after three years from the date of its execution. A proxy shall not be revoked by the death or incapacity of its maker unless before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the secretary of the Corporation.

GERMANTOWN Y BY-LAWS**ARTICLE VI – BOARD OF MANAGERS****Section 1. Board Composition, Election and Term Limits**

The business of the Corporation shall be managed by its Board of Managers, which is composed of not less than twenty-one (21) or more than thirty (30) persons at least eighteen years old. Managers do not need to be residents of this Commonwealth, but they must be active or honorary members of this Corporation.

Board members shall be appointed for such staggered terms as will require that one-third of the board shall be subject to reappointment or replacement each year.

One third of the Managers (at least 10 persons) shall be elected by the members at each annual meeting of members of the Corporation. Each Manager shall be elected for the term of three years.

If there have been interim appointments to the Board of persons filling the unexpired terms of Managers who have resigned before the end of their term, those appointments must be approved by the Members.

Members of the Board of Managers must retire from active membership on the board for at least one year after serving two consecutive three-year terms.

Section 2. Powers of the Board

In addition to the powers and authorities by these By-laws expressly conferred upon them, the Board of Managers may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Charter or by these By-laws directed or required to be exercised or done by the members only.

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

Section 3. Meetings of the Board of Managers

The Board of Managers shall meet monthly or as agreed by the Board on the date determined by the President. Special meetings of the Board of Managers may be called by the President and shall be called upon written request of four (4) Managers. The call for a special meeting shall specify the purpose or object of the meeting.

The meetings of the Board of Managers may be held at such times and at such places within this Commonwealth, or elsewhere, as a majority of the Managers or the President or the Executive Committee may from time to time appoint. The annual meeting shall take place at 5722 Greene Street, Philadelphia, Pennsylvania, or at such other place within or without the Commonwealth of Pennsylvania as shall be determined by the Board, immediately after the annual meeting of the Members, and there shall be at least 10 meetings of the Board of Managers during each year. Failure to hold the annual meeting at the designated time or the requisite number of yearly meetings shall not work any forfeiture or dissolution of the Corporation, but thereafter such meeting or meetings may be called by any Manager.

GERMANTOWN Y BY-LAWS**Section 4. Notice of Board Meetings**

Notice of every meeting of the Board of Managers delivered via email or otherwise setting the time, place and object thereof, shall be given to each Manager at least three days prior to the day named for the meeting.

Section 5 Quorum

Seven of the Managers in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Managers present at a meeting at which a quorum is present, shall be the acts of the Board of Managers. If all the Managers shall severally or collectively consent in writing to any action: to be taken by the Corporation, such action shall be as valid as though it had been authorized at a meeting of the Managers. There shall be no voting by proxy.

Section 6. Board Vacancies

Vacancies in the Board of Managers that occur between annual meetings of the membership may be filled by a majority of the remaining members of the Board of Managers attending a duly called meeting of the Board, though less than a quorum, and each person so elected shall be a Manager to serve for the balance of the unexpired term.

Section 7. Non-Board Officers

Unless expressly requested to absent themselves, all officers of the Corporation, whether or not they are members of the Board of Managers, shall be given notice of and may attend the Board of Managers' meetings. All officers who are not members of the Board of Managers shall be deemed ex-officio members thereof, and shall have the right to participate in discussion but shall have no vote regarding any matters addressed at such meeting.

Section 8. Attendance

The Board of Managers is an active, working board and attendance, absent excuse accepted by the Board, is mandatory; Three unexcused absences within six months will entitle the Board to remove such member or officer from the Board.

Section 9. Resignation

Any officer or Manager may resign at any time by giving written notice to the President. Any such resignation shall take place at the time specified therein.

Section 10. Removal

Any Manager may be removed by the vote of two-thirds of the members of the Board of Managers present at a properly constituted meeting. Election or appointment of an officer or board member shall not of itself create any contractual rights.

GERMANTOWN Y BY-LAWS**ARTICLE VI -OFFICERS****Section 1 Officers**

The officers of the Corporation shall include Board members elected by the Managers (President, one or more Vice Presidents, Secretary and Treasurer) and the Executive Director, and such other officers and assistant officers as the needs of the Corporation may require.

The Officers shall serve as the Executive Committee of the Board of Managers with full power and authority to supervise and act upon all business requiring immediate attention during intervals between the regular meetings of the Board of Managers. The President of the corporation shall also serve as chairman of the Executive committee, as stated in Article VII, section 4.

Section 2. Removal of Officers

Any officer elected or appointed by the Board of Managers may be removed by the Board whenever in their judgment the best interests of the Corporation will be served thereby.

Section 3 Duties of the President

The President shall preside at all meetings of the membership, the Board of Managers, and the Executive Committee. He shall make to the annual meeting of the membership a report of the year's work. He shall appoint all committees of the Board of Managers and of the membership subject to the approval of the Managers. He shall be an ex-officio member with a vote on all committees.

Section 4. Duties of Vice-President

The Vice Presidents, in order of their election, shall have the power to perform all the duties of the President in the absence or disability of the President. Should the President's absence be of prolonged or permanent in nature, his successor may be chosen by the Board of Managers.

Section 5. Duties of Treasurer

The Treasurer shall be a member of the Finance Committee, and shall periodically review all financial operations of the Corporation. He and his committee shall study the financial aspects of all plans and programs of the Corporation which may be presented by staff or committee, and report their findings to the Board of Managers. In conjunction with the Executive Director, he shall plan and submit the necessary budgets as shall be required for efficient operation. It shall further be his responsibility to review monthly, the financial status of the Corporation and so report to the Board of Managers. Once a year he shall report to the membership concerning the assets and liabilities of the Corporation and shall perform such other duties as may be prescribed by the Board of Managers.

GERMANTOWN Y BY-LAWS**ARTICLE VI -OFFICERS****Section 6. Duties of Secretary**

The Secretary shall keep the minutes of all the business meetings of the membership, the Board of Managers and the Executive Committee and shall attest the same with his signature. He shall require minutes of such meetings to be on file and make such minutes available to all of the Board of Managers as soon as possible. He shall give, or cause to be given, notice of all meetings of the membership, the Board of Managers and the Executive Committee, shall be custodian of the corporate seal, and shall perform such other duties as may be prescribed by the Board of Managers.

Section 7. Duties of the Executive Director

The Executive Director shall be the Executive Officer of the Corporation, shall have general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board of Managers and of the President are carried into effect subject to the right of the Board of Managers to delegate any specific powers to any other officer or officers of the Corporation, and shall make a report at all meetings of the Board of Managers. He shall be responsible for the employment and supervision of all employees subject to the approval of the appropriate committee.

ARTICLE VII -COMMITTEES AND DEPARTMENTAL ORGANIZATION OF THE BOARD OF MANAGERS**Section 1. Organization of Departments**

The Board of Managers, on the recommendation of the Executive Director, shall designate various departments into which the program and administrative work of the Corporation shall be divided; shall determine the responsibility and the relationship between such departments and the volunteer and employed staff required by each; and shall authorize the appointment of committees and employees.

Section 2. Appointment of Committees

The Board of Managers may appoint such committees as they from time to time deem necessary and define their duties. All committees shall report their acts and proceedings to the Board of Managers. The chairman of each standing committee shall be a member of the Board of Managers and shall be appointed by the President, and approved by the Board of Managers.

Section 3. Standing Committees

The permanent standing committees of the Board of Managers shall include the Executive Committee, the Finance Committee the Facility Committee, the Membership Committee, the Program Committee, and the Nominating Committee.

GERMANTOWN Y BY-LAWS**ARTICLE VII -COMMITTEES AND DEPARTMENTAL ORGANIZATION OF THE BOARD OF MANAGERS****Section 4. Executive Committee**

The Executive Committee shall act for the Board of Managers in the interim between Board of Managers' meetings, with authority to act upon all business requiring immediate attention, but shall not have the power to reconsider or reverse any action or policy of the Board of Managers. The President of the corporation shall also serve as chairman of the Executive Committee, which is comprised of the Board Officers and Executive Director. Three members shall constitute a quorum. At the discretion of the President, other Officers and members of the 'Board of Managers may also serve on the Executive Committee. The Committee shall report all its actions to the regular meetings of the Board of Managers, which when approved, shall become the actions of the Board of Managers. See Article VI, section 1.

Section 5. Finance Committee

The Finance Committee shall consist of not less than five members, at least three of whom shall be members of the Board of Managers. It shall prepare for presentation to the Board of Managers at its annual meeting or at such other time as may be designated by the Board of Managers, a budget of proposed expenditures and anticipated receipts for the coming year. When a budget has been adopted by the Board of Managers, the committee shall keep an account of all appropriations, and shall approve only such bills as are within the limits thereof, and during the year shall bring to the Board of Managers any modification of the budget which it deems necessary and any extraordinary expenditures proposed, but not otherwise provided for. The Committee shall see that an adequate accounting system is maintained, shall recommend the employment of such persons as may be necessary for the proper handling of the business and financial interests of the Corporation, and shall make monthly, itemized financial reports covering assets and liabilities, income and expenditures in relation to the budget estimates. The Committee shall prescribe adequate regulations regarding the approval of bills incurred within the budgets as adopted by the Board of Managers and shall exercise supervision over the business and financial operations of all branches and departments of the Corporation. It shall provide an audit of the Corporation's accounts by an independent accountant at least once a year, and for the adequate bonding of employees of the Corporation. The Finance Committee shall also act as a Committee on ways and means for obtaining the necessary funds for current expenses, with the cooperation of the Board of Managers, and for the securing of Building and Equipment and Endowment funds. No solicitation of funds for the use of the Corporation for any purpose shall be permitted without the approval of the Committee.

Section 6. Facility Committee

The Facility Committee shall have general supervision of the building and equipment of the Corporation. Subject to the approval of the Board of Managers, this Committee shall, where not otherwise provided for, in cooperation with the Executive Director, provide for such alterations and repairs as may be necessary.

GERMANTOWN Y BY-LAWS**ARTICLE VII -COMMITTEES AND DEPARTMENTAL ORGANIZATION OF THE BOARD OF MANAGERS****Section 7. Nominating Committee**

The Nominating Committee shall consist of five members of the Corporation, three of whom are members of the Board of Managers, whose duty it shall be to prepare a slate of candidates for election to the Board. Any member of the Corporation may present qualified members for consideration by the Nominating Committee up to fifteen days prior to the election.

Section 8. Program Committee

The Program Committee shall consist of not less than five members, at least three of whom shall be members of the Board of Managers. This Committee shall, in cooperation with the Executive Director, provide a program of activities to carry out the mission of the Corporation.

Section 9. Membership Committee

The Membership Committee shall consist of not less than five members, at least three of whom shall be members of the Board of Managers. This Committee shall be responsible for encouraging renewal of existing memberships, and developing new memberships.

ARTICLE VIII –TRUSTEES**Section 1 Composition of Trustee Board**

The Board of Trustees shall be comprised of not less than six nor more than 12 members of the Corporation, each to be elected for a six-year term of office starting June 1. Election shall be by the remaining members no matter how many with confirmation by the Board of Managers. Any interim vacancy which occurs shall be filled in the same manner for the balance of the unexpired term. Confirmation by the corporation membership shall not be required. The President of the Board of Managers shall serve in addition to the elected members as ex-officio member of the Board of Trustees with a vote.

Section 2. Duties

The Board of Trustees shall own and manage the endowment funds of the Corporation and may receive gifts of cash, securities and other property by deed, will or otherwise. It shall determine the manner of investment of the endowment funds. It shall pay over such amounts of the net income therefrom at least annually to the corporation as shall be determined by the Board of Managers.

Section 3. Officers

The Board of Trustees shall elect a Chairman and Vice Chairman from their own number to serve one year terms.

Section 4. Secretary

The Executive Director shall serve as the Secretary of the Board of Trustees.

GERMANTOWN Y BY-LAWS

ARTICLE IX. –BOOKS AND RECORDS

Section 1. Records Maintenance

The Corporation shall keep at its registered office records of the proceedings of the Members, Managers, Trustees and Committees, and appropriate and complete records of its finances.

Section 2. Rights to Examine Records

Every member shall have the right to examine in person, or by agent or attorney, by appointment at any reasonable time or times for any reasonable purpose, the books of account and the records of the Corporation

ARTICLE X -TRANSACTION OF BUSINESS

Section 1. Real Estate Transactions

The Corporation shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate unless and until a resolution authorizing the same shall have been approved by a majority of the Managers attending a regular or special meeting, duly convened upon proper notice of this purpose. All proceeds derived from any loan, sale or lease, ground rent or mortgage, shall be faithfully and specifically used for and applied to the lawful activities of the Corporation.

Section 2. Disposition of Monies Collected

The Corporation shall have the right and power to receive and collect monies to the extent necessary for the accomplishment of the purpose for which it is organized and in so doing, may make an incidental profit. All monies so received or collected shall be applied to the maintenance and operation or the furtherance of the lawful activities of the Corporation, and in no case shall such monies be divided or distributed in any manner whatsoever among the members of the Corporation.

Section 3. Signature Requirement for Checks, Invoices and Debt Obligations

All checks or demands for money and notes of the Corporation shall be signed by such officers as the Board of Managers may from time to time designate.

GERMANTOWN Y BY-LAWS**ARTICLES XI-NOTICES****Section 1. Notice Requirements**

Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof via email to 'his or her registered email address or through the Post Office or by telegram, charges prepaid, or to his or her registered mail delivery address appearing on the books of the Corporation or supplied by him or her to the Corporation for purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is sent via email it shall be deemed to have been given to the person entitled thereto if there has been no notification to the sender that the transmission has failed within one day of the transmission. Such notice shall specify the place, day and hour of the meeting and the general nature of the business to be transacted.

Section 2. Waiver of Individual Notice

If a member does not supply a valid email address and/or telephone number to the Corporation that shall constitute a waiver of individual notice. Members providing such waiver agree to receive notice via the several means of public notice provided to all members in lieu of individual notice.

Section 3. Obligation to Send Notice

At any time upon written request of any person or persons authorized to call a meeting of the Board of Managers or the Executive, Committee, it shall be the duty of the Secretary to fix the date of the meeting to be held not more than sixty days after the receipt of the request and to give due notice thereof; but if the secretary shall neglect or, refuse to do so, the person or persons calling the meeting may do so.

Section 4. Mail Receipt

Whenever any article is sent to the Corporation it may be given to the Corporation either, by sending a copy thereof through the mail or by telegram, charges prepaid, to 5722 Greene Street, Philadelphia, Pennsylvania 19144, Attention: Executive Director

GERMANTOWN Y BY-LAWS**ARTICLE XII -INDEMNIFICATION AND LIABILITY OF BOARD MEMBERS AND OFFICERS****Section 1. Board Liability**

A member of the Board of Managers shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as a Board member except to the extent by law a director's liability for monetary damages may not be limited.

Section 2. Board Indemnification

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

The Corporation 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, suit or proceeding, including actions by or in the right of the Corporation, whether 'civil, criminal, administrative or investigative, by reason of the fact that such person is or was a member of the Board of Managers of officer of the Corporation, or is or was, serving while a Board member or officer of the Corporation at the request of the Corporation as a director, officer, employee, agent, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connections with such action, suit or proceeding, unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

Section 3. Coverage of Legal Expenses in Advance

Expenses incurred by an officer or Board member of the Corporation in defending a civil or criminal action, suit or proceeding described in the preceding section shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation.

Section 4. Indemnification Extension

The indemnification and advancement of expenses provided by or pursuant to this Article shall not be deemed exclusive of any other rights to which seeking indemnification or advancement of expenses may be entitled under the Corporation's Charter, any insurance or other agreement, vote of shareholders or directors or otherwise, both as to actions in their official capacity, and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a Board member or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

GERMANTOWN Y BY-LAWS**ARTICLE XII -INDEMNIFICATION AND LIABILITY OF BOARD MEMBERS AND OFFICERS****Section 5. Insurance**

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these By-laws.

Section 6. Enable an Indemnification Insurance Trust Fund

By action by the Board of Managers (notwithstanding their interest in the transaction) the Corporation may create and fund a trust fund or fund of any nature, and may enter into agreements with its Board members, officers, employees and agents for the purpose of securing or insuring in any manner its obligation to indemnify or advance expenses provided for in this Article.

Section 7. Contract for Indemnification

The duties of the Corporation to indemnify and to advance expenses to a Board member or officer provided in this Article shall be in the nature of a contract between the Corporation and each such Board member or officer, and no amendment or repeal of any provision of this Article, and no amendment or termination of any trust or other fund created pursuant to the preceding section, shall alter, to the detriment of such director or officer, the right of such person to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment, repeal or termination.

ARTICLE XIII –MISCELLANEOUS**Section 1. Non-discrimination**

The Corporation shall not discriminate on the basis of sex, race, national origin or religious affiliation in the admission of members, the administration of the programs, the use of its facilities, the transaction of business, or in any other activity.

Section 2. By-laws Amendment Provisions**Procedure for Amendment by the Board of Managers**

These By-laws maybe amended by the two-thirds vote of the Board of Managers subsequently ratified by majority vote of the voting members, with proper notice of proposed amendments having been given. Notwithstanding the foregoing, any amendment enacted by vote of the members may not be amended by vote of the Board of Managers unless authorized by the members.

Procedure for Amendment By Members. Any amendment of these By-laws offered for consideration by the voting members of this corporation shall have been submitted to the Board of Managers, posted conspicuously in the corporation buildings, and the substance of the proposed amendment mailed to the voting members at least 10 days prior to the meeting at which the amendment will be considered.

GERMANTOWN Y BY-LAWS

ARTICLE XIII –MISCELLANEOUS

Section 3. Gender Reference

All references to the male gender shall be deemed to refer to either the male or female gender as required by the context of the By-Laws.

Section 4. Meeting Participation via Teleconference

One or more persons may participate in a meeting of the Board of Managers by means of a conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participating in a meeting by this method shall constitute presence in person at such meeting.

Request to participate in a live group meeting via telephone should be made with sufficient advance notice and does not ensure the availability of suitable equipment and/or a call-in number.

Adopted by the Board of Managers: Nov. 30, 2009

Ratified by the Membership: Dec 16, 2009

Signature: _____ Date: _____

Constance Bille, Secretary

Seal: