

NAUSET YOUTH ALLIANCE
AMENDED AND RESTATED BY-LAWS

November 15, 2022

ARTICLE I. NAME

The name of the corporation shall be Nauset Youth Alliance (hereinafter referred to as “NYA”), having its principal place of business in Brewster, Barnstable County, Massachusetts.

ARTICLE II. PURPOSE

Section 1. The mission of NYA is to enhance the growth and development of youth and families in our community by nurturing and inspiring our children – creatively, socially, civically and academically – positively guiding today’s youth into tomorrow’s world.

Section 2. The guiding principles of NYA are to:

- a. Provide the security of participating in a structured and safe environment in which children and youth can build positive social relationships and develop a positive concept of self;
- b. Offer a varied range of supervised activities that meet the developmental needs of each participant and facilitate an enjoyment of learning and exploration;
- c. Foster opportunities for children and youth to express independence, initiative, cooperation, self-control, responsibility and improve problem solving skills;
- d. Encourage creative expression and imagination in a positive and supportive environment;
- e. Nurture and develop a better understanding of individual differences while supporting an awareness of the rights of others; and
- f. Partner with other like-minded organizations in order to offer appropriate programming and support services to the members of our community.

Section 3. NYA is a non-profit organization, and is a licensed School Age Child Care Program in accordance with the regulations of the Massachusetts Department of Early Education and Care.

Section 4. NYA shall have all powers conferred upon a corporation by the laws of the Commonwealth of Massachusetts, except as hereinafter prohibited. NYA is a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code.

Section 5. NYA shall not have any capital stock. No part of its net earnings or of its principal shall be used to the benefit of any member of the Board of Directors or officer of NYA. Reimbursement for expenditures or the payment of reasonable compensation for services shall not be deemed to be a distribution of net earnings or principal.

Section 6. Upon dissolution of NYA, all property of NYA, from whatever source, shall be distributed to such organizations as are then tax exempt by virtue of Section 501(c)(3) of the

Internal Revenue Code, as it may hereafter be amended, or as the Board of Directors of NYA shall determine.

ARTICLE III. MEMBERS AND MEETINGS

Section 1. Membership. NYA shall have no members. Such persons as shall from time to time constitute the Board of Directors (hereinafter individually a “Director” or collectively “Directors”) shall, for all intents and purposes, be taken to be the members of NYA. No other person shall at any time be admitted as or taken to be a member of NYA. Whenever any person shall, for any reason, cease to be a member of the Board of Directors, such person shall automatically and at the same time cease to be a member of NYA. No certificates of membership shall be issued at any time.

Section 2. Meetings. Any action which by law may be taken by the Board of Directors only in their capacity as the members of NYA may be taken by the Board of Directors at any regular or special meeting thereof, and no designation of any such meeting as a meeting of the members of NYA shall be necessary in any notice, waiver of notice, or minutes thereof or otherwise.

Section 3. Monthly Meetings. The monthly meeting of the Board of Directors shall be held the third Tuesday of every month, or on an as needed basis as determined by the Board of Directors.

Section 4. Annual Meeting. NYA will hold an Annual Meeting in May of each year for the purpose of electing Directors and officers and any other business the Board of Directors must address. The Annual Meeting shall also constitute a monthly meeting of the Board of Directors.

Section 5. Notice of Meetings. Notice of the time and place of the Annual Meeting and any other Board of Directors’ meetings shall be served either in person, by mail, or by email upon each member of the Board of Directors, then in office, not less than five (5) days before such meeting is to take place. Notice need not specify the purposes of the meeting except when required by law or when the following issues are being considered: the Articles of Organization, these bylaws, contracts or transactions of NYA with interested persons, or removal or suspension of a member of the Board of Directors or officer. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by them (or by their duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to any member of the Board of Directors who attends the meeting without protesting the lack of notice to them before or at the commencement of the meeting.

Section 6. Executive Session. If the President, or upon the vote of a majority of Directors present when a quorum is present, determines that the Board of Directors should address sensitive matters (including matters related to the Executive Director, legal liability, or matters requiring heightened concern for confidentiality), the President may call an executive session of the voting members of the Board of Directors (which may be the entire or any portion of a regular or special meeting) in order to consider and/or take action on such matters. The President shall have the discretion to invite individuals other than the voting Directors to participate in executive sessions. The Board of Directors in executive sessions may take any action within the

power of the Board of Directors with respect to such matters. The Secretary, or some other designated officer, shall record any actions taken while in executive session.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers; Election; Term. The business and property of NYA shall be managed and controlled by the Board of Directors. Directors shall be elected annually from a slate of candidates nominated by the Governance Committee, except as hereinafter otherwise provided for in the case of filling vacancies. The term of office for each Director shall be one (1) year. A Director shall be eligible to serve successive terms, if so elected. No Director, however, shall serve more than six (6) consecutive years on the Board of Directors, with the exception of the Executive Director while appointed. A Director who serves six (6) consecutive years shall wait one (1) full year before being eligible for election to serve on the Board of Directors. A Director shall hold office until the end of their term and upon the election and qualification of their respective successor. The members of the Board of Directors shall be elected at the Annual Meeting by a majority vote of the Directors then in office, except for the Executive Director of NYA who, while appointed as the Executive Director, shall serve as an ex officio member of the Board of Directors.

Section 2. Number. The Board of Directors shall consist of no less than eight (8) but no more than fifteen (15) individuals elected. The Board of Directors may, from time to time, increase the number of Directors. The Board of Directors shall initially consist of the President, Vice President, Secretary, and Treasurer, the Executive Director of NYA, and at least two (2) parent representatives each from the Stony Brook Elementary School and the Eddy Elementary School (the "Parent Representatives"). Parent Representatives shall have voting privileges at all meetings of the Board of Directors. The Executive Director of NYA shall serve as a non-voting member of the Board of Directors.

Section 3. Vacancies. In case any office of the Board of Directors becomes vacant, the Directors may vote to elect a qualified candidate to fill such vacancy, within thirty (30) days, and the individual so elected shall hold office until the next Annual Meeting.

Section 4. Resignation. Any member of the Board of Directors may resign at any time by delivering their resignation in writing to the President or Secretary. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 5. Removal of Members of the Board of Directors. Any Director may be removed from office by the affirmative vote of two-thirds (2/3) of the Directors present at a meeting called for that purpose. A Director may be removed for conduct detrimental to the interests of NYA or for refusal to render reasonable assistance in carrying out the purposes of the Board of Directors or the purposes of NYA. Any such member of the Board of Directors proposed to be removed shall be entitled to at least five (5) full days' notice, in writing delivered by mail or email, of the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting but shall not cast a vote.

Section 6. Quorum. A quorum exists at a duly called meeting of the Board of Directors when at least fifty one percent (51%) of the voting Directors attend in person or by proxy. When a quorum is present, such attendance shall constitute an official meeting of the Board of Directors.

Section 7. Action by Vote; Proxy. When a quorum is present at any meeting, a majority of the voting Directors present (including those participating remotely) or by proxy shall decide any question, unless otherwise provided by law, the Articles of Incorporation, or these bylaws. Proxy voting by Directors shall be allowed and recognized to the full extent permitted by law.

Section 8. Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of the voting Directors consent to the action in writing (including via email or other electronic means) and the written consents are filed with the records of the meetings of the Board of Directors, except as may be required by law, the Articles of Organization, or by these bylaws. Such written consents shall be treated for all purposes as a vote at a meeting of the Board of Directors.

Section 9. Electronic Communications and Meetings. Unless otherwise provided by law, Directors may participate in meetings of the Board of Directors by means of a conference telephone, video call, or similar remote communications systems or equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10. Limitation of Personal Liability of Directors. To the fullest extent that the laws of the Commonwealth of Massachusetts, as in effect on the date of the adoption of this Section or as such laws are thereafter amended, permit elimination or limitation of the liability of directors, no member of the Board of Directors shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director. In performing their duties, each Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers of NYA whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors, which committee the Director reasonably believes to merit confidence. A member of the Board of Directors shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause their reliance on any of the foregoing to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a member of the Board of Directors or any failure to take any action shall be presumed to be in the best interests of NYA.

ARTICLE V. OFFICERS

Section 1. Number and Qualification. The officers of NYA shall be the President, Vice President, Treasurer, Secretary, and such other officers, if any, as the Board of Directors may determine.

Section 2. Officers.

A. President. The President shall preside at all meetings of the Board of Directors and shall have and exercise general supervision of the affairs of NYA. The President shall also have general supervision and direction of the officers and shall see that their duties and those assigned to other members of the Board of Directors are properly performed. The President shall perform such other duties as may be assigned by the Board of Directors.

B. Vice President. The Vice President, at the request of the President, or in the event of the President's absence, shall perform the duties and possess and exercise the powers of President; and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

C. Secretary. The Secretary shall have charge of the official records and papers of the Corporation and attend to and keep the minutes of all meetings of the Board of Directors. The Secretary shall cause the official records of the Corporation to be kept at its principal office or such other location as the Board of Directors may determine, shall upon request of the President give notice of meetings of the Board, and shall perform such other duties as may be required by the Board of Directors. The Secretary may sign with the President in the name of NYA any contract or agreements authorized by the Board of Directors, and shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, along with other such duties as may be assigned by the Board of Directors. The Secretary shall be a resident of Massachusetts.

D. Treasurer. The Treasurer shall be the chief financial officer of NYA and shall, subject to the direction and control of the Board of Directors, have custody of all funds, property, and securities of NYA, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for faithful performance of duties, such bond to be paid for by the Corporation. The Treasurer shall have power to sign and deliver, or to delegate as the Treasurer may determine such power in whole or in part to the Executive Director or other senior finance manager, checks drawn on the accounts of NYA, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these bylaws to some other officer or agent of NYA. The signatures of both the President or Vice President and Treasurer shall be required on all checks in excess of \$5,000.

Section 3. Election. The officers of NYA shall be elected by a vote of the Directors at the Annual Meeting. Each officer shall be elected for a term of one (1) year, except that an officer elected to fill a vacancy shall serve for the remainder of the term of their predecessor. A vacancy in any officer position may be filled for the unexpired term by a vote of the Directors.

Section 4. Removal. Any officer may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Directors present at a meeting called for that purpose.

ARTICLE VI. EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director of NYA who, subject to the direction and control of the Board of Directors and the provisions of these bylaws, shall have the full day-to-day power over and responsibility for the management of NYA. The Board of Directors shall fix the term and compensation of the Executive Director. The Board of Directors shall also have the power to remove the Executive Director. The affirmative vote of two-thirds (2/3) of all current Directors then in office, and not just a quorum, shall be required to appoint or to remove the Executive Director. Subject to the general supervision and determination of policy and budgetary matters by the Board of Directors, the Executive Director shall be the chief executive officer of NYA. In such capacity the Executive Director shall have authority to manage all business operations and affairs of NYA, including determination of curricular and extracurricular matters; employment, evaluation and dismissal of the administrative personnel and staff; and adoption of rules and enforcement of disciplinary matters related to NYA. The Executive Director shall bring matters to the attention of the Board of Directors as are appropriate to keep the Board of Directors informed to meet its responsibilities. The Executive Director shall have the power, on behalf of NYA, to sign any and all contracts for which funds have been allocated and authorized by the Board of Directors in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board of Directors. In the event that the amount of the contract is in excess of \$10,000, the form of any contract shall be approved by the Executive Committee. In the absence or disability of the Executive Director, such other person as the Executive Committee may designate shall assume all powers and perform all duties of the Executive Director on an interim basis until the Board of Directors appoints a new Executive Director.

ARTICLE VII. COMMITTEES

Section 1. Standing Committees. The standing committees of the Board of Directors shall be the Scholarship Committee, Executive Committee, the Governance Committee, and the Finance Committee. The President may organize other committees of the Board of Directors or special purpose task forces as the President may determine is appropriate. The President annually, except as otherwise provided in these bylaws, shall appoint chairs, vice-chairs, and members of standing committees after consultation with the Governance Committee. The President and the Executive Director shall be ex-officio members of all standing committees with power to vote, except that the Executive Director shall have no vote at the Executive Committee. The chair of each standing committee shall be a Director. Each standing committee shall include at least one additional Director. Except where otherwise provided in these bylaws, additional members, including persons who are not Directors, may be appointed from time to time to serve on a standing committee.

- a. Scholarship Committee. The Scholarship Committee shall consider all applications for financial aid submitted by NYA families. The Scholarship Committee shall determine whether to award any grant of financial aid, establish the terms and conditions of any financial aid grant, and shall fix the amount of any financial aid grant, accordingly.

- b. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Treasurer, Secretary, and the Executive Director (ex officio and no voting power). The President shall serve as the chair of the Executive Committee. The Executive Committee may act between meetings of the Board of Directors and shall at all times be subject to the control and direction of the Board of Directors. Subject to such control and direction, the Executive Committee shall have and may exercise all the authority and powers of the Board of Directors in the direction of the property, business, and affairs of NYA. The Executive Committee, however, shall have no power to amend or repeal these bylaws; elect, appoint, or remove any person who serves on any committee or any member of the Board of Directors or the Executive Director or any officers; amend or restate the Articles of Organization, adopt a plan of merger, or adopt a plan of consolidation with another corporation; buy, sell, lease, exchange, mortgage, pledge, encumber, convey, dissipate or otherwise dispose of assets of NYA having value in excess of \$25,000; or take any action which has been expressly reserved to the Board of Directors by resolution or by these bylaws. The Executive Committee shall meet at the discretion of the President. The majority of the Executive Committee members (excluding the Executive Director) shall constitute a quorum of the Executive Committee, but the affirmative vote of the majority of the whole Executive Committee (excluding the Executive Director) shall be necessary for an act of the Executive Committee. At each meeting of the Board of Directors, the President will report the proceedings and actions taken by the Executive Committee since the last meeting of the Board of Directors.
- c. Governance Committee. The Governance Committee shall consist of at least three (3) Directors. The Governance Committee shall present for election at the Annual Meeting, or special meeting called for such purpose, a slate of qualified persons nominated to fill vacancies on the Board of Directors and officers. In addition, the Governance Committee shall perform the following tasks periodically: review the processes of governance, including Articles of Organization and bylaws, and evaluate and educate the Board of Directors in good governance practices.
- d. Finance Committee. The Finance Committee shall consist of at least three (3) Directors. Unless the President otherwise designates, the Treasurer shall serve as the chair of the Finance Committee. The Finance Committee shall review the annual operating and capital budgets prepared and presented under the direction of the Executive Director, review the short-term and long-term financial requirements and financial performance of NYA, review benefits and compensation policies of NYA, review the fiscal policies of NYA, and make recommendations with respect thereto to the Board of Directors. The Finance Committee shall review major financial or property transactions not provided for in the budget and submit recommendations to the Board of Directors. The Finance Committee shall present a report of its activity from time to time as the President may direct and, in any event, no less often than annually.

ARTICLE VIII. FISCAL YEAR

The fiscal year of NYA shall commence July 1 and end on June 30 of each year.

ARTICLE IX. AMENDMENTS

These bylaws may be amended at any meeting by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and voting; provided, that notice of the proposed amendments shall have been given to the Directors in advance in the call for the meeting not less than five (5) days prior to the meeting.

ARTICLE X. CONFLICTS OF INTEREST AND INDEMNIFICATION

Section 1. Conflicts of Interest. Absent fraud or bad faith, no contract or transaction of NYA (herein, a “Related Party Transaction”) shall be void, voidable or in any way affected by reason of the fact that such Related Party Transaction is with one or more of the Directors or officers of NYA, or with a corporation or other entity in which one or more Directors or officers is a stockholder, member, trustee, director, officer or employee (each such person or entity, an “Interested Person”), and no Interested Person shall be liable to account to NYA or any of its creditors for any profit or benefit derived by such Interested Person in connection with any Related Party Transaction provided that all material terms, conditions or other information with respect to both the Related Party Transaction and the Interested Person have been disclosed to and approved in writing by a majority of the disinterested Directors or, at the direction of the President, a committee of disinterested Directors. The foregoing shall apply notwithstanding that the Interested Person was necessary to constitute a quorum of the meeting of the Board of Directors at which the Interested Transaction was authorized and/or that the Interested Person voted on the Related Party Transaction. In addition to disclosing as soon as practical any conflicts or possible conflicts on a specific item that may come before the Board of Directors, each Director shall be required to execute at least on an annual basis a form disclosing and describing any, if any, Related Party Transaction.

Section 2. Indemnification. NYA, to the extent legally permissible, shall indemnify each person who serves or has served as a Director or officer against all expenses and liabilities (including reasonable counsel fees, costs, expenses, judgments, fines, and amounts payable in settlements) reasonably incurred or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which they may become involved by reason or serving or having served in such capacity; provided, however, that:

(i) indemnification shall not be provided for such person with respect to any matter as to which they shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of NYA; and

(ii) as to any matter disposed of by compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have previously been

approved by NYA, which approval shall not be unreasonably withheld, or by a court of competent jurisdiction.

Such indemnification shall include payment by NYA of expenses incurred in defending a civil or criminal action or proceeding in advance of final disposition or such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if they shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to the financial ability of the person to make repayment.

Where indemnification hereunder requires authorization or approval by NYA, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a Director approves the payment of indemnification, such Director may be wholly protected if:

- a) the payment has been approved or ratified by (i) a majority vote of a quorum of disinterested Directors, or (ii) a majority vote of a committee of two or more disinterested Directors selected for this purpose by the Board of Directors; or
- b) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to NYA); or
- c) the payment is approved by a court of competent jurisdiction.

The right to indemnification under this section is a contract right inuring to the benefit of the Directors and officers entitled to be indemnified hereunder, and no amendment or repeal of this section shall adversely affect any right of such Director or officer existing at the time of such amendment or repeal. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, administrators, and legal representatives of a Director or officer entitled to indemnification hereunder. The right of indemnification under this section shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI. NON-DISCRIMINATION

In administering its business, NYA shall not discriminate against any person on the basis of race, color, religion, creed, national origin, age, pregnancy, gender, family status, sexual orientation, genetic disposition, disability, military or veteran status, gender identity, or any other protected classification under federal or state law.

ARTICLE XII. DISSOLUTION

NYA shall be dissolved upon the affirmative vote of two-thirds (2/3) of the Directors present at a meeting called for such purpose and upon compliance with applicable law. In the event of a dissolution or final liquidation of NYA, none of the property of NYA nor any of the proceeds thereof shall be distributed to or divided among any of the Directors of NYA or inure to the benefit of any individual. After all liabilities and obligations of NYA have been paid, satisfied and discharged, or adequate provision has been made therefore, all remaining property

and assets of NYA shall, subject to applicable provisions of Chapter 180 of the General Laws, be distributed to one or more nonprofit organization which meet the following criteria:

- (a) such organization shall be organized and operated exclusively for charitable, scientific, research or educational purposes;
- (b) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called); and
- (c) such organization(s) shall be exempt from Federal income taxes by reason of section 501(c)(3) of the Code.

APPROVED AND ADOPTED
EFFECTIVE NOVEMBER ____, 2022