

COMMITTEES OF THE BOARD OF TRUSTEES

July 23, 2015

1. Standing Committees -- Standing committees shall consist of certain officers and members of the Board of Trustees and other non-trustees who shall be appointed annually by the Chair with the approval of the Board of Trustees. The Board Chair shall name the chair of each committee. The chair of each standing committee must be a trustee. The standing committees shall be the Executive Committee, the Development Committee, the Audit Committee, the Finance Committee, and the Committee on Trustees. Standing committees shall have only such delegated powers as provided by these by-laws or by resolutions of the Board of Trustees. Non-trustee members of standing committees shall have the right to vote on all matters that come before the committee. Any action taken under delegated authority shall be taken by vote of the trustee members of the Committee only. The chair of each committee shall assure that minutes of its proceedings are kept and that actions taken are reported at the next regular meeting of the Board of Trustees.

Executive Committee -- There shall be an Executive Committee that shall include the Chair, the Vice-Chair(s), the Secretary, the Treasurer, the Chairs of the Standing Committees, and any others as the Chair of the Board shall appoint with the approval of the Board of Trustees. During intervals between meetings of the Board of Trustees, the Executive Committee may exercise the powers of the Board of Trustees except that the Executive Committee shall not have the power to make, alter or repeal any by-law, elect or appoint any trustee, remove any officer or trustee, or repeal or amend any resolution previously adopted by the Board of Trustees. The Executive Committee shall handle all personnel matters that require Board attention, including the annual evaluation of the President and CEO. The Executive Committee shall meet at the call of the Chair. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

Development Committee -- There shall be a Development Committee that shall establish and implement fundraising plans to assist in meeting the projected budget in conjunction with the staff and the Finance Committee. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

Benefit Committee – The Benefit Committee is a sub-committee of Development. The committee shall plan and produce the annual benefit in conjunction with the Board of Trustees and YA staff. Projections for benefit income shall be consistent with the annual budget projections and expenses.

Planned Giving Advisory Committee - The Planned Giving Advisory committee is a task force of the Development Committee and shall advise on policies & procedures for Planned Giving. They will review planned giving gifts for compliance of existing policies and alert the Board of Trustees of issues.

Finance Committee -- There shall be a Finance Committee of which the Treasurer shall be a member. The Finance Committee shall: designate the depositories for the monies of

the corporation; approve an annual budget which shall then be submitted to the Board of Trustees for final approval; and review on a regular basis the financial condition of the corporation. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

Audit Committee -- There shall be an Audit Committee composed of trustees and individuals who are not trustees who have no direct or indirect financial interest in the Corporation. The Audit Committee shall recommend an independent auditor, review and approve the engagement of any such firm; review and approve the independent auditor's compensation, the terms of engagement, and the independence of such auditor. The Committee shall review, in consultation with the independent auditor, the results of the independent audit of the corporation, the report of the auditor, any related management letter, and management's responses to recommendations made by the independent auditor in connection with the audit. The Audit Committee shall review, in consultation with the independent auditor and the President and CEO or his or her designees, the annual financial statements and any report on opinion rendered by the independent auditor in connection with those financial statements, and any dispute between management and the independent auditor that arose in connection with the preparation of those financial statements. The Audit Committee shall also review and report to the Board with respect to the financial portions of the corporation's annual report; evaluate internal accounting controls, evaluate accounting principles and practices, assure compliance with conflict of interest principles adopted by the Board of Trustees; and perform other duties as may be assigned by the Board of Trustees or its Chair.

Committee on Trustees -- There shall be a Committee on Trustees that shall formulate policy for Board membership and shall nominate members and officers of the Board of Trustees for election at the annual meeting, evaluate the functioning of the Board of Trustees and provide orientation for new trustees. At a meeting before the annual meeting, the Committee on Trustees shall inform the Board of Trustees of its proposed slate of officers and trustees. In the event of any vacancy in any trustee or officer position, the Committee on Trustees shall nominate a replacement for such trustee or officer. The Committee shall periodically review the bylaws of the corporation and review the active engagement and development of trustees. The Committee shall perform other duties as assigned by the Board of Trustees or its Chair.

2. Special Committees -- Special committees may be appointed at any time by the Chair of the Board. Such committees shall serve at the discretion of the Board of Trustees and until they are discharged. They shall have such duties as the Chair with the approval of the Board of Trustees may specify and define and, from time to time, modify. There shall be at least one member of the Board of Trustees on every committee appointed, unless the Board of Trustees specifically dispenses with this requirement.. Non-trustee members of special committees shall have the right to vote on all matters that come before the committee. The chair of each special committee shall assure that minutes of its proceedings are kept and that actions taken are reported at the next regular meeting of the Board of Trustees.

Arts Education – There shall be a Committee on Arts Education that shall formulate and maintain policy, philosophy and procedures related to educational impact of YA programs, educators and artists. The committee will be responsible for maintaining clarity around the organization’s artistic and educational quality, diversity of programs and insuring that all programs are child centered, outcome driven and measurably effective. The committee shall also strategize ways in which YA programs connect to educators and administrators.

Eastern Pennsylvania Committee – there shall be a Committee on Eastern Pennsylvania that shall formulate and strategise to expand and maintain YANJ&EP services in the Eastern Pennsylvania region. In addition, this committee shall work with the Development Committee to identify and assist in increasing corporate, foundation and individual giving to support YANJ&EP and specifically work in Pennsylvania.

Planning and Institutional Advancement - There shall be a Planning and Institutional Advancement committee that shall be responsible for guiding the organization’s mission including but not limited to developing and monitoring the strategic plan, public realtions, organizational advocacy, and branding and marketing initiatives. The committee will engage the Board of Trustees and staff in all planning processes.