

**BYLAWS OF**  
**Down Syndrome Association of Northern Virginia**

**ARTICLE I**  
**NAME AND OFFICES**

**Section 1.01** The name of the organization is Down Syndrome Association of Northern Virginia (“**DSANV**”). The principal office of DSANV shall be located in the County of Fairfax, Commonwealth of Virginia. DSANV may also have other offices within and without the Commonwealth of Virginia as the Board of Directors (the “Board”) may from time to time determine or the business of DSANV may require.

**ARTICLE II**  
**PURPOSE and MISSION**

**Section 2.01** The purposes of DSANV shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.

**Section 2.02** The mission of this organization shall be to continually try to ensure that all individuals with Down Syndrome and their families receive the support necessary to participate in, contribute to, and achieve fulfillment of life in their community. DSANV membership is open to those residing in Arlington, Fairfax, Loudoun, Prince William, Spotsylvania, Stafford, and Fauquier Counties and the Cities of Fairfax, Herndon, Vienna, Alexandria, Falls Church, Fredericksburg, Manassas City and Manassas Park and other geographic locations as approved by the Board.

**ARTICLE III**  
**MEMBERS**

**Section 3.01 Membership.** Membership in DSANV shall be open to all persons interested in DSANV’s purposes by application to the Board of Directors of DSANV. The applicant shall complete DSANV’s then current membership application which shall be considered by the Board of Directors at the next meeting of the Board of Directors, provided that the application was received at least forty-eight hours prior to the Board Meeting. A majority of the Board of Directors in attendance must approve an applicant’s membership, the failure of the Board of Directors to approve the application shall constitute a denial of membership.

**Section 3.02 Membership Dues.** The Board may establish such other criteria for Membership such as a schedule of dues as it deems appropriate.

**Section 3.03 Classes of Membership.** DSANV shall have one class of Members.

**Section 3.04 Meetings.** The annual meeting of the Members (the “Annual Meeting of the Members”) for the election of Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement shall be held each year at the place, time, and date, in the month of April or May, as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board. Special meetings of the Members shall be held whenever called by resolution of the Board, the Executive Director, if any, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall

promptly give notice of such meeting as provided in Section 3.05, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President of DSANV shall preside at the meetings of the Members, or in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of DSANV shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

**Section 3.05 Notice of Meetings.** Written notice of the place, date, and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, personal delivery, fax, or email not less than thirty (30) nor more than sixty-five (65) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting, and notice of any special meeting shall also indicate the purpose for which it is called.

**Section 3.06 Quorum.** At all meetings of Members, ten percent (10%) of the Members eligible to vote or fifty (50) Members eligible to vote, whichever is less, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

**Section 3.07 Voting.** Except as otherwise provided by statute or these bylaws, the vote of a majority of the members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present, in person or by proxy, who is eighteen (18) years of age or older on the date of the meeting, shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board five (5) days before the date of the meeting.

**Section 3.08 Proxy.** Every member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of DSANV or, upon the absence of a Secretary, the presiding Member appointed to act as secretary of the meeting.

**Section 3.09 Action Without a Meeting.** Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic it must be able to be reasonably determined to have been sent by the Member.

**Section 3.10 Bylaws.** The bylaws shall be adopted at a Meeting of the Board of Directors, Members or at the Annual Meeting of Members. Prior to the adoption, the proposed bylaws are to be circulated to the Members no later than seven (7) days prior to the meeting of the Members to adopt the bylaws or forty-eight (48) hours prior to a Board of Directors. A majority of the votes cast at the meeting of Members to adopt the bylaws shall be the act of the Members. A sixty percent majority of the votes cast at the meeting of Board of Directors to adopt the bylaws shall be the act of the Board of Directors.

**Section 3.11 Actions Requiring Vote of Members.** The following corporate actions may not be taken without the approval of the Members:

- (a) A plurality of the votes cast at a meeting of the Members is required for the election of Directors of DSANV.
- (b) A majority of the votes cast at a meeting of the Members is required for:
  - (i) Any amendment of the Certificate of Incorporation, or
  - (ii) A petition for judicial dissolution.
- (c) Two-thirds of the votes cast at a meeting of the Members is required for:

- (i) Disposing of all, or substantially all, of the assets of DSANV,
- (ii) Approval of a plan of merger,
- (iii) Authorization of a plan of non-judicial dissolution, or
- (iv) Revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

## ARTICLE IV

### BOARD OF DIRECTORS

**Section 4.01 Powers and Number.** The affairs and property of DSANV shall be managed by or under the direction of the Board of Directors (the “**Board**”) subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein. The number of directors shall be at least five (5) but no more than fifteen (15), a minimum of one (1) director shall be an individual with Down Syndrome. Within the specified limits, the numbers of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these bylaws, the term “**Entire Board**” shall mean the total number of directors entitled to vote which DSANV would have if there were no vacancies on the Board.

**Section 4.02 Election and Term of Office.** The directors shall continue to be the persons currently serving and shall serve until the next meeting of the Members following the expiration of their current term. Thereafter, to become a director, a person shall be nominated by a director and elected at a meeting of Members for the election of Directors. Directors shall hold office for a term of three (3) years and each shall serve for such term and until the election and qualification of a successor, or until such director’s death, resignation, or removal. Beginning January 1, 2019, Directors may serve a maximum of two full consecutive terms. After serving two full consecutive terms a Director may not serve as a Director for a minimum of three hundred fifty days.

**Section 4.03 Qualification for Directors.** Each director shall be at least 18 years of age.

**Section 4.04 Newly Created Directorships and Vacancies.** Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next Annual Meeting of the Members or until such director’s successor is elected or appointed and qualified.

**Section 4.05 Removal.** Any director may be removed at any time with or without cause at a regular or special meeting called for that purpose by a majority of the Entire Board. Actions which constitute cause:

- a. Failure to meet the obligations of the Board Commitment Policy attached hereto and incorporated into these bylaws by reference;
- b. Failure to complete the duties of a director; or
- c. The failure to recuse oneself in the event of a conflict of interest, acting in a manner which is harmful to DSANV, in private or public or action which creates harm for DSANV.

**Section 4.06 Resignation.** Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of DSANV. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a director.

**Section 4.07 Meetings.** The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

**Section 4.08 Notice of Meetings.** Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, e-mail or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon or if by email when the email is sent. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each director not less than thirty (30) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than seven (7) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

**Section 4.09 Quorum.** At each meeting of the Board, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

**Section 4.10 Voting.** Except as otherwise provided by statute or these bylaws, the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

**Section 4.11 Meeting by Remote Communication.** Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

**Section 4.12 Action Without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

**Section 4.13 Compensation.** DSANV shall not pay compensation to directors for services rendered to DSANV in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to DSANV. A director may receive reasonable compensation for the performance of services provided to DSANV in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 10.01 of these bylaws.

## **ARTICLE V**

### **COMMITTEES**

**Section 5.01 Executive Committee and Other Committees of the Board.** The Board, by resolution adopted by a majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the bylaws, or the adoption of new bylaws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

**Section 5.02 Investment Committee.** The Board, by resolution adopted by a majority of the Entire Board, shall designate from among the directors two (2) directors to serve on the Investment Committee with the President, the Executive Director, the Vice President, and the Treasurer as the permanent members of the Investment Committee.

- a. Authority. The Investment Committee shall invest and manage the funds of DSANV. The Committee shall have the power to consult with and work with investment advisors or other relevant persons to determine the best management and investment actions for DSANV.
- b. The investment committee shall provide, quarterly reports to the Board. Any single investment over \$25,000 must be presented to and approved by the Board by its standard rules and procedures.

**Section 5.03 Quorum and Action by Committee.** Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

**Section 5.04 Alternate Members.** The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

## ARTICLE VI

### OFFICERS, EMPLOYEES, AND AGENTS

**Section 6.01 Officers.** The officers of DSANV shall consist at least of a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

**Section 6.02 Election, Term of Office, and Qualifications.** The officers of DSANV shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

**Section 6.03 Removal.** Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

**Section 6.04 Resignations.** Any officer may resign at any time by giving fourteen (14) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

**Section 6.05 Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

**Section 6.06 President.** The President shall preside at all meetings of the Board and Members. He or she shall have the general powers and duties of supervision and management of DSANV which usually pertain to his or her office, and shall keep the Board fully informed of the activities of DSANV. The President shall perform all such other duties as are

properly required of him or her by the Board. He or she has the power to sign and execute alone in the name of DSANV all contracts authorized either generally or specifically by the Board, which shall include those included in the Budget of DSANV, unless the Board shall specifically require an additional signature. Specifically, any non-approved or budgeted for expense in excess of \$5,000.00 shall be submitted to the Board for approval and notification of having made said expense in excess of \$1,000.00 shall be provided to the Board within forty-eight (48) hours.

**Section 6.07 Vice President.** Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

**Section 6.08 Secretary.** The Secretary shall record and keep the minutes of all meetings of the Board and Members in books kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these bylaws. He or she shall affix the corporate seal to and sign such instruments as require the seal and his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board.

**Section 6.09 Treasurer.** The Treasurer shall have the care and custody of all the funds and securities of DSANV and shall keep full and accurate accounts of all moneys received and paid by him or her on account of DSANV. The Treasurer shall exhibit at all reasonable times DSANV's books of account and records to any of the directors of DSANV upon request at the office of DSANV. He or she shall render a detailed statement to the Board of the condition of the finances of DSANV at the quarterly meetings of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board.

**Section 6.10 Executive Director.** The Board may from time to time appoint hire an executive director by resolution adopted by a majority of the Entire Board. The Executive Director is the key management leader of DSANV. The Executive Director is responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community outreach. The position reports directly to the Board of Directors. The Executive Director shall have one vote on the Investment Committee but shall not be a Director.

**Section 6.11 Employees and Other Agents.** The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

**Section 6.12 Compensation.** Any officer, Executive Director, employee, or agent of DSANV is authorized to receive a reasonable salary or other reasonable compensation for services rendered to DSANV when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Section 10.01 of these bylaws.

## ARTICLE VII

### EXECUTION OF INSTRUMENTS

**Section 7.01 Contracts and Instruments.** The Board, subject to the provisions of Section 10.01 and DSANV's Conflict of Interest Policy, may authorize any officer or agent of DSANV to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of DSANV. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 7.02 Deposits.** The funds of DSANV shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

## ARTICLE VIII

## INDEMNIFICATION AND INSURANCE

**Section 8.01 Indemnification.** DSANV may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director or officer of DSANV, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

**Section 8.02 Insurance.** DSANV shall have the power to purchase and maintain insurance to indemnify DSANV for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

## ARTICLE IX

### GENERAL PROVISIONS

**Section 9.01 Fiscal Year.** The fiscal year of DSANV shall be the calendar year unless otherwise provided by the Board.

**Section 9.03 Seal.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Not-for-Profit, Virginia." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

**Section 9.04 Books and Records.** DSANV shall keep at the office of DSANV correct and complete books and records of the activities and transactions of DSANV, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

**Section 9.05 Records Retention and Destruction Policy.** In any instance where DSANV faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy attached hereto and incorporated into these bylaws by reference.

**Section 9.06 Investment Policy.** DSANV shall follow the procedures and rules set out in the Investment Policy attached hereto and incorporated into these bylaws by reference.

**Section 9.07 Annual Returns.** The Entire Board shall review DSANV's annual filing with the Internal Revenue Service prior to it being filed.

**Section 9.08 Audits.** During any fiscal year in which DSANV expenditures exceed \$200,000.00, or every other year when expenditures exceed \$100,000.00 during one of the two years, at least 60 days before the close of the fiscal year, which date shall be determined by the Board, the Board shall retain an auditor who shall be responsible for preparing DSANV's Annual Financial Report.

**Section 9.9 Electronic Signatures.** Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

## ARTICLE X

### INTERESTED PARTY TRANSACTIONS

**Section 10.01** For purposes of these bylaws, an “**interested party transaction**” is any contract or other transaction between DSANV and (a) any present director or any individual who has served as a director in the five years preceding the transaction (“**past director**”), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (“**past officer**”), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a director, officer, or holder of a financial interest.

In any instance where DSANV proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in DSANV’s Conflict of Interest Policy adopted by the Board and as amended from time to time (which is attached hereto and incorporated into these bylaws by reference).

## **ARTICLE XI**

### **AMENDMENTS and DISSOLUTION**

**Section 11.01** These bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these bylaws requiring a greater proportion of directors to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these bylaws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of directors the bylaws so adopted, amended, or repealed, together with a concise statement of the changes made.

**Section 11.02** Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to an organization that has qualified for exemption under section 501(c)(3) of the Internal Revenue Code and state tax regulations and which is organized for purposes substantially similar to that of DSANV. None of the assets will be distributed to any member, officer or Board Director. Recipients of said assets shall be chosen by the Board of Directors at its final meeting

## **ARTICLE XII**

### **NON-DISCRIMINATION**

**Section 12.01** In all of its dealings, neither DSANV nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

## **ARTICLE XIII**

### **REFERENCE TO CERTIFICATE OF INCORPORATION**

**Section 13.01** References in these bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these bylaws. In the event of a conflict between the Certificate of Incorporation and these bylaws, the Certificate of Incorporation shall govern.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the bylaws of Down Syndrome Association of Northern Virginia, a Virginia Not-for-Profit Corporation, as in effect on the date hereof.

By \_\_\_\_\_  
Name: Kathryn Ramchand  
Title: President of Corporation

**EXHIBIT A**  
**CONFLICT OF INTEREST POLICY**

**EXHIBIT B  
BOARD COMMITMENT POLICY**

**EXHIBIT C  
INVESTMENT POLICY**