

# **BYLAWS OF THE Young Men's Christian Association of Steuben County, Inc.**

## **Article I. Corporate Name and Offices**

### Section 1.

The name of this corporation is the Young Men's Christian Association of Steuben County, Inc.

### Section 2.

The principal office of this organization is located at 500 East Harcourt Road, Angola, Indiana.

### Section 3.

The registered agent of the YMCA is Randy Fry, CPA, located at 202 East Harcourt Road, Angola, Indiana.

## **Article II. Membership in the National Council of Young Men's Christian Associations of the United States of America**

### Section 1.

The YMCA of Steuben County shall be a member association of the National Council of Young Men's Christian Associations of the United States of America ("National Council") and participate in the national and international YMCA movement.

### Section 2.

The YMCA of Steuben County shall adhere to the requirements for membership in the National Council and shall demonstrate its support for the cause and the reputation of the YMCA Movement.

## **Article III. Exempt Purpose**

### Section 1.

The YMCA of Steuben County is a nonprofit, 501(c)(3) charitable organization that strengthens community through its focus on youth development, healthy living, and social responsibility. We welcome all members of the public to join, support and volunteer at the YMCA.

### Section 2.

The YMCA of Steuben County shall conform to all rules and requirements of a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to the non-profit requirements of the State of Indiana. It shall ensure that its earnings do not inure to the benefit of any private shareholder or individual and shall refrain from participating in political campaigns or partisan politics.

## **Article IV. Membership and Voting Rights**

### Section 1.

#### **Who May be Members**

The YMCA of Steuben County is committed to a culture of diversity and inclusion. All persons are welcome to become members of the YMCA of Steuben County; membership is open to all and financial assistance is available for those who cannot afford the full membership fee. The Board of Directors may establish categories, criteria, fees, and requirements for membership.

# **BYLAWS OF THE Young Men's Christian Association of Steuben County, Inc.**

## Section 2.

### **Member Voting Rights**

#### **Limited Voting Rights - Election of board members**

Members who are at least eighteen years old and in good standing shall be entitled to exercise one vote for each director up for election at the members' annual meeting, and shall have no other vote in the governance of the organization. Votes may be cast in person, by written proxy, or by electronic means.

## Section 3.

### **Annual Membership Meetings**

An annual meeting of the YMCA membership shall be held within six months after the close of the fiscal year of the association. The Board of Directors shall determine the specific date, location, and subject matter of such meeting.

## Section 4.

### **Notice of Meetings**

Notice of a meeting of the YMCA members shall be posted in the YMCA of Steuben County and published as provided by law. Such notice shall be posted and published at least ten days but not more than sixty days prior to the date scheduled for the meeting.

## Section 5.

### **Member Meetings Quorum and Vote**

At a meeting of the voting members of the corporation, the voting members present shall constitute a quorum. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

## Section 6.

### **Termination of Membership**

As a private membership organization, the YMCA of Steuben County reserves the right to remove members whose behavior does not conform to member requirements, including the YMCA's core values of caring, honesty, respect and responsibility.

## **Article V. Management by Volunteer Board of Directors**

### Section 1.

#### **Number of Directors**

The management of the YMCA of Steuben County shall be vested in a volunteer Board of Directors of not less than (12) nor more than (18) persons who shall be members of the Association and in good standing. The YMCA will endeavor to have a board that is diverse, reflective of the community, and that possess the necessary skill sets to assure the YMCA can effectively meet community needs.

### Section 2.

#### **Powers of Directors**

The Board of Directors shall supervise and control the business and affairs of the organization. The board may hold or dispose of 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 programs of the corporation.

### Section 3.

#### **Duties and Compensation**

Members of the board owe a legal fiduciary duty to the YMCA and shall act only in the YMCA's best interest. The board shall act as a body; no individual director may speak or act on behalf of the board unless authorized by the board. Board members shall respect the confidentiality of board deliberations and shall support decisions voted by the board even when the board member dissented in the vote. No board member shall accept, directly or indirectly, compensation for duties performed as a board member. However, reasonable expenses shall be reimbursed.

# **BYLAWS OF THE Young Men's Christian Association of Steuben County, Inc.**

## Section 4.

### **Election of Directors**

Directors shall be chosen by the members annually at the annual meeting of the members at a time and place fixed by the Board of Directors.

## Section 5.

### **Nominations**

The board governance committee shall submit names of persons to be voted upon at the next annual election of directors. Fifty signatures of the members can nominate a candidate, in writing to the board governance committee, no later than (30) days before the annual election.

## Section 6.

### **Term of Office**

Directors shall hold office for three years, or until their successors are elected unless, prior to then, they have resigned or been removed from office. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

## Section 7.

### **Term Limits**

No director shall serve more than two consecutive three-year terms. Members of the Board of Directors must retire from active membership on the board for at least one year after serving two consecutive three-year terms. Notwithstanding, a board member serving in a role of significant importance to the YMCA, such as Chairperson of a Capital Campaign, may be elected to serve on an annual basis without term limit.

## Section 8.

### **Removal from Office**

A director or officer may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors at a properly constituted meeting. Election or appointment of a board member shall not itself create any contractual rights.

## Section 9.

### **Resignation from Office**

Any director or officer may resign at any time by giving written notice to the President/Chief Volunteer Officer or his/her designee. Any such resignation shall be effective upon submission or at a time specified in the notice of resignation.

## Section 10.

### **Vacancies**

The Board of Directors shall have the power to fill any unexpired terms occurring between annual elections.

## Section 11.

### **Employment and Evaluation of Chief Executive Officer**

The board shall employ a Chief Executive Officer who meets the qualifications required by the National Council of Young Men's Christian Associations of the United States of America (Y-USA). The board shall determine a compensation that satisfies the IRS rebuttable presumption test: 1) review and approval by independent persons; 2) comparability data; and 3) contemporaneous substantiation of its deliberations and decision.

The board shall annually review the performance of the Chief Executive Officer against measurable goals and outcomes.

The Chief Executive Officer shall report to the Board of Directors on all matters affecting the YMCA and shall perform such other duties as are assigned by the Board of Directors. All other employees of the YMCA shall be hired by the Chief Executive Officer in accordance with the policy set by the Board of Directors.

# **BYLAWS OF THE Young Men's Christian Association of Steuben County, Inc.**

## **Article VI. Officers of the Board of Directors**

### Section 1.

#### **Officers**

The officers of this YMCA shall be a Chief Volunteer Officer (CVO)/President of the Board, Vice Chief Volunteer Officer/Vice President, Secretary/Treasurer, Immediate Past President. The board may appoint such other assistant officers as it deems necessary and such officers shall have the authority prescribed by the board. Officers must be members of the Board of Directors. The officers shall serve as officers of the Board of Directors, and as officers of the Association. The officers shall only have such responsibilities as are delegated to them by the Board of Directors and all such responsibilities are subject to the approval of the board.

### Section 2.

#### **Election and Terms of Office**

All officers shall be nominated by the board at the annual meeting of members and shall hold a  (one)  year term of office or until his/her successor is elected and qualified.

### Section 3.

#### **Officer's Duties**

Chief Volunteer Officer/President. The CVO/President shall preside at all meetings of the members and Board of Directors, and he or she shall be an ex-officio member of all board committees. He or she shall generally supervise the business of the YMCA and shall execute documents on its behalf. The CVO shall appoint all committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Vice Chief Volunteer Officer/Vice President. The Vice CVO shall act in the absence or disability of the CVO. The Vice CVO shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the CVO.

Secretary/Treasurer. The Secretary/Treasurer, together with the CVO or Vice CVO, shall execute such legal papers, documents, or instruments as authorized by the Board of Directors. The Secretary/Treasurer shall keep the minutes of all meetings in the absence of the CEO. The Secretary/Treasurer shall oversee the fiscal program of the corporation. He or she shall cause all funds of the corporation to be deposited in the name of the YMCA and approved by the Board of Directors. All checks upon bank accounts of the corporation shall be signed as directed by a resolution of the Board of Directors. The Secretary/Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Immediate Past President. The Immediate Past President shall be invited to all Executive Meetings of the Board of Directors. The Immediate Past President retains voting rights.

### Section 4.

#### **Removal from Office**

An officer may be removed from office, with or without cause, by a majority vote of the Board of Directors at a properly constituted meeting. Election or appointment of an officer shall not itself create any contractual rights.

### Section 5.

#### **Resignation from Office**

Any officer may resign at any time by giving written notice to the President/Chief Volunteer Officer or his/her designee. Any such resignation shall take place at the time specified therein.

### Section 6.

#### **Vacancies**

The Board of Directors shall have the power to fill any unexpired terms occurring between annual elections.

# **BYLAWS OF THE Young Men's Christian Association of Steuben County, Inc.**

## **Article VII. Committees and Advisory Boards**

### Section 1.

#### **Establishment of Committees**

The CVO/President may establish one or more standing or special committees and may appoint the members and chairs of all committees and task forces. Unless otherwise determined by the board, all committees shall be approved by the board and report their acts and proceedings to the Board of Directors.

### Section 2.

#### **Composition and Authority of Committees**

Board committees shall be composed of two or more members of the board and shall be chaired by a member of the board. Committees shall have such authority as is delegated to them by resolution of the board, but no committee shall have authority to fill or create vacancies on the board, amend these Bylaws, approve mergers, dissolution or other major decisions. Committees have no authority to amend or repeal any board resolution.

### Section 3.

#### **Advisory Committees and Task Forces**

The board may establish advisory committees and task forces composed of persons who are not directors to advise the board on matters of interest. Such advisory committees and task forces have only such authority as they are given by the board and have no authority to bind the YMCA.

### Section 4.

#### **Standing Committees**

The board may approve standing committees to serve as permanent committees to the board. A list of the standing committees, their commissions, charts of work, and composition, shall be maintained with the records of the organization.

- A. Executive Committee – Shall consist of the CVO, Vice CVO, Secretary/Treasurer, Immediate Past President and CEO (Ex-Officio)
- B. Finance Committee
- C. Financial Development Committee
- D. Membership Committee
- E. Programming Committee
- F. Facilities Committee

### Section 5.

#### **Committee Meetings**

Unless otherwise directed by the board, committees shall set their own meeting schedules and notice provisions as authorized by law. A majority of the committee members shall constitute a quorum.

## **Article VIII. Meetings of the Board of Directors**

### Section 1.

#### **Meeting Frequency**

The Board of Directors shall meet \_(monthly)\_, or as agreed to by the Board of Directors.

### Section 2.

#### **Special Meetings**

Special meetings of the board may be called by the CVO/President or by one-third of the board at any time.

### Section 3.

#### **Notice of Meetings**

Whenever notice is required, it shall be given in writing by first-class mail or courier service, express or overnight delivery with postage prepaid to the recipient, or by facsimile transmission or electronic mail, at his or her address (or by facsimile number or e-mail address) as it appears on the records of the corporation. A director may supply an address for the purpose of notice. Notice shall specify the place, day and hour of the meeting and any other information which may be required, including, in the case of a special meeting, the nature of the business to be transacted. Notice shall be deemed to have been given when deposited in the

# **BYLAWS OF THE Young Men's Christian Association of Steuben County, Inc.**

United States mail or with a courier service, or in the case of facsimile transmission or electronic mail, when dispatched.

## Section 4.

### **Quorum**

At any meeting of the directors of the corporation, a majority of all directors shall constitute a quorum. Acts of a majority of the directors present at a duly convened meeting at which a quorum is present shall be acts of the board, unless otherwise provided in these Bylaws.

## Section 5.

### **Vote**

Every director shall be entitled to one vote. Voting by proxy is not permissible. Unless otherwise provided in these Bylaws, a vote of the majority of the board at a duly convened meeting shall be binding.

## Section 6.

### **Attendance Policy**

The YMCA of Steuben County Board is an active, working board and attendance, absent an 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 7.

### **Meetings by Teleconference**

Directors may participate in and act at any meeting of the board or its committees through the use of a telephone conference or other similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation by this method shall constitute attendance and presence in person at the meeting of the person(s) so participating.

## Section 8.

### **Actions without a Meeting**

Any action requiring a vote or permitted to be voted on at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the board or committee vote unanimously in writing to take the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the board or of the committee.

## Section 9.

### **CEO Attendance at Board Meetings**

By virtue of office, the CEO attends all board meetings. However, the CEO is not a member of the board, has no vote, and does not participate in any matter that might pose a conflict of interest, such as CEO compensation. The CEO does not attend when the board goes into executive session.

## **Article IX. Organization or Clubs**

### Section 1.

No organization or club shall be created within or in connection with this Association except with the approval of the Board of Directors. The Board of Directors shall have power to overrule any action and at any time to reorganize or disband any such organization.

### Section 2.

The assignment or responsibility for aspects of program or administrative functions to any committee, council, club or other organized groups shall be written commission from the Board of Directors defining the scope of the responsibility.

### Section 3.

The CVO and CEO shall be ex-officio members without the right to vote on any and all such organizations or clubs.

# **BYLAWS OF THE Young Men's Christian Association of Steuben County, Inc.**

## **Article X. Financial Management and Fiscal Controls**

### Section 1.

#### **Internal Controls**

The Board of Directors shall establish such internal fiscal policies and controls as are necessary to assure the protection of the YMCA's assets.

### Section 2.

#### **Check Signing Authority**

All checks shall require two signatures, one of which shall be the CEO or his/her delegate and the other shall be the CVO/President or such other board member authorized by the board.

### Section 3.

#### **Deposits**

All funds of the YMCA of Steuben County, not otherwise employed, shall be deposited in such depositories as the Board of Directors may determine. Separate accounts that are not under the control of the board are prohibited.

### Section 4.

#### **Financial Reports**

The Board of Directors shall regularly review the financial condition of the YMCA of Steuben County and shall seek such information from its accountants and auditors as will allow it to have a full understanding of the fiscal health of the organization.

### Section 5.

#### **Fiscal Accountability**

The Board of Directors has the legal and fiduciary responsibility to exercise due care and prudence in the financial affairs of the organization. It shall exercise appropriate stewardship, including the purchase of insurance protection. The YMCA of Steuben County is a non-profit public charity and its assets must be protected so that it may continue to serve the community into the future. The YMCA of Steuben County is responsible for conducting an annual audit each year by an independent body.

## **Article XI. Indemnification**

Unless otherwise prohibited by law, the YMCA of Steuben County will indemnify any current or former director or officer, and may by resolution indemnify any employee or volunteer, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, employee, or volunteer acting on behalf of the YMCA. Notwithstanding, there shall be no indemnification for gross negligence or criminal conduct.

The YMCA may advance expenses or may undertake the defense itself, but such expenses shall be repaid if it is ultimately determined that an officer, director, employee, or volunteer was not entitled to such indemnification.

The Board of Directors shall authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or other agent against any liability incurred by him or her which arises out of the person's status with the YMCA.

## **Article XII. Mergers**

Decisions on whether this YMCA shall merge with another entity requires a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the law of the State of Indiana governing non-profit, charitable organizations.

**BYLAWS OF THE  
Young Men's Christian Association of Steuben County, Inc.**

**Article XIII. Dissolution or Bankruptcy**

Decisions on whether this YMCA shall dissolve requires a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the law of the State of Indiana governing non-profit, charitable organizations.

**Article XIV. Conflict of Interest**

All board members shall enforce the YMCA's conflict of interest policy, shall annually disclose potential conflicts of interest in writing and shall report all potential conflicts that occur during the year for review by an independent body.

**Article XV. Amendment of Bylaws**

These Bylaws may be amended by a majority of the board with proper notice of proposed amendments having been given.

**Article XVI. Force and Effect**

These Bylaws are subject to the provisions of the State of Indiana corporate laws for non-profit corporations and the Articles of Incorporation of the YMCA as they may be amended from time to time. If any provision in the Bylaws is inconsistent with a provision of the state law or Articles of Incorporation, the provision of the state act or the Articles of Incorporation shall govern to the extent of such inconsistency.

**Article XVII. Rules of Procedure**

The YMCA shall use *Roberts Rules of Order* as its parliamentary guide and shall govern in accordance with its procedures so long as they do not conflict with the provisions of these Bylaws or governing legal authority.

**Article XVIII. Board of Trustee**

Section 1.

**Qualifications**

The immediate past president and the past presidents prior, shall retain a position on the Board of Trustees and maintain their position on the Board of Trustees with no term limit as long as the Trustee remains in good standing either through membership, contributions, or in kind contributions as determined by the Board of Directors. From time to time, a Trustee, who has not served as President of the Board of Directors, may be added to the Board of Trustees if deemed necessary by the Board of Directors.

Section 2.

**Duties and Responsibilities**

- A. The Trustees shall have a major responsibility of the creation and implementation of a planned program for the cultivation of gifts to the endowment funds of the Association.
- B. The Trustees, shall serve, as a resource to the Association in matters relating to special projects and capital fundraising campaign.
- C. The Trustees shall review and comment to the Board of Directors on the work of the Association.

Section 3.

**Meetings**

The Board of Trustees shall meet annually at a time and place to be given in the notice of the meeting.

**By-Laws Adopted on:** \_\_\_\_\_