

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BLOOMINGTON-NORMAL



# By-Laws

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YMCA  
9/4/2012

## The Young Men's Christian Association of Bloomington-Normal

### By-Laws

#### ARTICLE I – NAME

Section 1. Name – The name of this organization is the Young Men's Christian Association of Bloomington-Normal. It shall be identified as the Association in the remainder of this document.

#### ARTICLE II – PURPOSE

Section 1. Purpose – The Association shall operate exclusively as an educational organization seeking to develop Christian standards of living, conduct and life purpose in the membership and constituency, to promote and to emphasize reverence for God, respect for personality and the application of the golden rule (Do unto others as you would have them do unto you.) in human relationships.

Section 2. Affiliations – The Association shall be affiliated with other associations in the National Council of Young Men's Christian Associations of the United States of America. As a member association of the National Council and the World Alliance, this Association shall carry its share of the expense of these cooperative agencies in accordance with such provision as may be established by mutual agreement.

#### ARTICLE III – MEMBERSHIP

Section 1. General Membership – The general membership of the Association shall be composed of those individuals who are in sympathy with the purpose of the Association and who comply with the provisions of the membership policy and regulations, as prescribed from time to time by the Board of Directors.

Section 2. Voting Member – a voting member is a member described in Section 1 above, is 18 years of age or older and holds a current participating membership or partners with youth membership in the Association.

Section 3. Partners With Youth Member – A partners with youth member is a person who believes in the purpose of the Association and contributes money to the Association without receiving services or privileges directly.

Section 4. Participating member – A participating member is a person who pays the established dues in exchange for the use of the facilities, programs and/or services of the

Association. (A person could be both a participating member and a partners with youth member.)

Section 5. Program Member – A program member is a person who pays for a specific class, program or activity for a limited period of time.

Section 6. Sponsored Member – A sponsored member is a person who, because of financial circumstances, pays no dues or an agreed upon portion of the established dues for a participating membership.

Section 7. Annual Meeting of Members – There shall be an annual meeting of the voting members of the Association held within ninety (90) days after the close of the fiscal year at a time and place to be determined by the Board of Directors. Notice of the annual meeting shall be given to the voting members of the Association in such a manner as determined by the Board of Directors. The president of the Association shall report for the Board of Directors concerning the work and affairs of the Association. The date of the annual meeting shall determine the date of the election of the directors.

Section 8. Membership Goal – It is the goal of the Association to fulfill its charitable purposes and to provide educational, social, benevolent, religious and physical development services to people, regardless of their ability to pay. Waiver or reduction of fees is available, subject to facility and program capacity and demonstrated need, without regard to race, color, religion, gender, national origin, age or physical and mental handicaps.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1. Management – There shall be a board of directors all of whom shall be members of the Association. Not more than thirty (30) directors shall be elected for (a three (3) year term from the voting membership with not more than ten (10) of the terms expiring each year. Directors shall be persons whose places of residence, business or profession and religious and/or civic responsibilities enable them to represent adequately the total interests of the Association.)

Section 2. Election and Qualification – The annual election of directors shall be held during the annual meeting of the Association. At the annual meeting not more than 10 directors shall be chosen for a particular class term. The directors shall take office at the first meeting of the board of directors following their election and shall hold office until their successors have taken office.

Section 3. Duties and Responsibilities – The board of directors shall have and exercise all their powers necessary to control the work and policy of the Association in all its details. No contract, debt or obligation shall be binding, unless contracted under the authority of the board of directors.

Section 4. Vacancies – The board of directors shall have powers to fill vacancies occurring in their number between annual elections.

Section 5. Quorum – One third (1/3) of the elected directors shall constitute a quorum at any regular or special meeting of the board of directors.

Section 6. Meetings – The board of directors will meet regularly at a time and a place to be determined by the board of directors.

Section 7. Special Meetings – Special meeting shall be called by the secretary/treasurer at the request of the president or upon written request of three (3) directors. The object of such meeting shall be stated in the call and no other business shall be transacted.

Section 8. Roberts Rules of Order – The board of directors' meetings shall be conducted using Roberts Rules of Order.

#### ARTICLE V DUTIES OF THE OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Officers – The officers of the board of directors shall be the president, first vice president, second vice president, secretary/treasurer and immediate past president.

Section 2. President – The president shall preside at all meetings of the Association and the board of directors. The president shall report for the board of directors concerning the work and affairs of the Association to the annual meeting of the membership. The president shall appoint committees, subject to the approval of the board of directors. The president shall, by virtue of his/her position as president, be a member of all committees of the board of directors and organizations connected with the Association. Subject to the approval of the board of directors, unless the board shall direct some other official or staff officer to sign such documents, as may be specified by resolution.

Section 3. First Vice President – The first vice president, in the absence of or disability of or at the request of the president, shall have the power and perform all the duties of the president.

Section 4. Second Vice President – The second vice president, in the absence of or disability of the president and the first vice president or at the request of the president, shall have the power and perform all the duties of the president.

Section 5. Secretary/Treasurer – The secretary/treasurer or his/her duly authorized representative(s), under the direction of the board of directors, shall be responsible for: (1) notifying board members of regular and special meetings, (2) recording the minutes at all meetings of the board of directors, (3) seeing that the minutes of all meetings are distributed to the board of directors, and (4) having general charge of the funds of the Association, reporting to the board of directors at each meeting and to the Association at its annual meeting and at other times when required.

Section 6. Immediate Past President – The immediate past president of the board of directors shall, as an officer and member of the executive committee, be in a position to counsel and advise the board of directors and the executive committee in any and all matters concerning the Association.

Section 7. Executive Director – the executive director shall be hired by the board of directors. The executive director shall be the chief executive officer of the Association and subject to the direction and instruction of the board of directors, shall be responsible for the general direction and control of the work of the Association. The executive director shall employ other staff. The executive director and/or his/her duly authorized representative(s) shall administer the policies approved by the board of directors. The executive director shall have the power to terminate the employment of staff, as indicated by Association policy.

Section 8. Execution of Documents – All checks drawn upon the funds of the Association and all promissory notes, drafts, bills of exchange or other negotiable instruments shall be signed in the name of the Association by such officer(s) or employees as the board of directors may from time to time designate.

## ARTICLE VI NOMINATIONS AND ELECTIONS

### Section 1. Nominations and Elections

- A. At a regular meeting of the board of directors at least ninety (90) days prior to the annual meeting of the Association, the president shall appoint a nomination committee consisting of not more than nine (9) or less than five (5) members.
- B. At least sixty (60) days prior to the annual meeting of the Association the notice of the time, date, and place of the nominating committee meeting for the purpose of considering persons to be nominated for vacancies shall be conspicuously posted in the YMCA building. The notice shall contain an invitation to all voting members to attend and make suggestions as to nominations.

- C. At least forty-five (45) days prior to the annual meeting of the Association and at least fifteen (15) days after posting of the notice the nominations committee shall meet to consider and approve candidates to be nominated to fill vacancies for directors.
- D. At least thirty (30) days prior to the annual meeting of the Association the slate, as approved by the nomination committee, shall be conspicuously posted in the YMCA building. After posting of the names voting members may propose other nominations provided such names are submitted with endorsing signatures of at least fifty (50) voting members. The nomination committee, immediately upon receipt of additional nominations, shall post the additional names, along with the names already nominated. If the number of nominees for directors exceeds the number of vacancies, three (3) election tellers shall be appointed to serve by the president. They shall file their report of the election results with the president, who shall announce and confirm the election of the new directors. Those candidates receiving the highest number of votes shall be elected.
- E. The nominating committee shall not recommend for election any person until they have ascertained by personal inquiry that he/she is ready and willing to perform the duties of a director.
- F. The nominating committee shall also nominate the officers of the board of directors and shall report such nominations for the offices in a timely manner for election at the Association's annual meeting. Nominations shall be mad for the office of president, first vice president, second vice president and secretary/treasurer. Additional names for any office may be proposed by a director and an election held at the annual meeting of the Association. The term of an officer shall be one (1) year and until a successor is elected and qualified. Officers may be reelected.

## ARTICLE VII COMMITTEE ORGANIZATION

Section 1. General – Standing committees of the Association shall consist of the executive, finance, properties, membership and program committees. The president may create and appoint from time to time such additional committees and task forces as may be appropriate, subject to the approval of the board of directors.

Section 2. Executive Committee – There shall be an executive committee consisting of the officers of the Association. The executive committee shall have general charge of the Association during the intervals between meetings of the board of directors and shall have such power and responsibility as possessed by the board of directors during such interim.

The executive committee shall not have the power to reconsider or reverse any action or personnel policy and may recommend personnel policy changes to the board of directors. The executive committee serves as counsel to the executive director during hiring.

Section 3. Finance Committee – There shall be a finance committee appointed annually by the president, subject to the approval of the board of directors. The finance committee shall recommend the annual operating budget to the board of directors for approval, recommend membership dues structure, develop and monitor accounting, auditing and internal control policy, recommend funding for capital and special projects and recommend all financial policy of the Association. In addition, the finance committee shall monitor current operating revenues and expenditures of the Association.

Section 4. Program Committee – There shall be a program committee appointed annually by the president, subject to the approval of the board of directors. The program committee shall develop, recommend and review program policy and practices. The program committee may recommend program fees to the board of directors.

Section 5. Properties Committee – There shall be a properties committee appointed annually by the president, subject to the approval of the board of directors. The properties committee shall relate to all affairs of the Association's building, grounds, equipment and property. The committee shall develop, recommend and review annually policy and practices with regard to the stewardship of the building and properties of the Association. Plans for purchase or sale of any major equipment, property or grounds shall be developed and recommended to the board of directors by the properties committee.

Section 6. Membership Committee – There shall be a membership committee appointed annually by the president, subject to the approval of the board of directors. The membership committee shall develop and recommend to the board of directors a marketing plan for the Association. The membership committee shall relate to membership enrollment and communications. The membership committee shall review the Association's membership policy and make any recommendations to the board of directors.

Section 7. Spiritual Emphasis Committee – There shall be a spiritual emphasis committee appointed by the president, subject to the approval of the board of directors. The spiritual emphasis committee shall develop, and recommend association wide policies and practices that aid in the spiritual development of the membership.

## ARTICLE VIII ORGANIZATIONS

Section I. No organization shall be affected within or in connection with this Association except with the approval of the board of directors and all such organizations shall be under

the control of the board of directors and their constitution, by-laws and rules shall be approved by the board of directors. The board of directors shall have the power to overrule any action and at any time may organize and/or disband such organization(s).

Section 2. The president of the board of directors and the executive director of the Association shall be ex-officio members of any and all organizations related to the Association.

#### ARTICLE IX DISCIPLINE

Section 1. Board Members – In case of any misconduct or neglect of duty on the part of any member of the board of directors, such director may, after notice and hearing, be removed upon the affirmative vote of two-thirds (2/3) of the directors present and eligible to vote at any regular or special meeting of the board of directors. Such director shall be notified of the proposed action and shall be given the opportunity to be heard at such meeting.

Section 2. Members Expelled – A member may be expelled by the executive director with the approval of the president. The expelled member may appeal this decision and request a hearing of the board of directors within thirty (30) days after expulsion.

#### ARTICLE X INDEMNIFICATION

Section 1. General – The Association will indemnify any person as of right who is or was a director, officer or employee of the Association against expenses, including attorney's fees, judgment, fines, penalties and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, proceeding whether actual or threatened, civil, criminal, administrative or investigative, or in connection with an appeal relating thereto, in which such person may be involved as a party or otherwise by reason of being or having been a trustee, director, manager or employee of the Association; provided such person acted in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interest of the Association and, with respect to any criminal action or proceeding, in a manner which he/she had no reasonable cause to believe was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, whether with or without court approval, shall not itself, create a presumption that the person did not act in good faith in a manner which he/she reasonably believed to be in, or not opposed to, the best of interests of the Association.

Section 2. Reimbursement of Expenses – Any director, manager or employee of the Association who has been successful as a party on the merits or otherwise in his/her



defense of any claim, action, suit or proceeding referred to in the first sentence of Section 1 shall be indemnified as of right against expenses, including attorney's fees reasonably incurred by him/her in connection therewith, except to the extent covered by insurance.

Section 3. Determination of the Propriety – Except as provided in Section 2, any indemnification under Section 1 shall be made by the Association only upon a determination that the indemnification of the particular director, manager or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 1. Such determination shall be made (1) by the board of directors of the Association by a majority vote of a quorum consisting of members of the board of directors who were not parties to such claims, action, suit proceeding, or (2) if such quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the board of directors who were not parties to such claim, action, suit or proceeding, by independent legal counsel, who may be regular counsel of the Association, in a written or (3) by vote of the voting members.

Section 4. Exclusivity – The indemnification provided in this article shall not be deemed exclusive of any other rights to which a director, officer, manager or employee may be entitled under any by-law, resolution, agreement, vote of the voting members or otherwise and shall continue as to a person who has ceased to be a director, officer, manager or employee of the Association and shall insure to the benefit of the heirs, executors and administrators of any such person. The indemnification provided by this article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, arising from acts or omissions to acts occurring whether before or after the adoption hereof.

Section 5. Insurance – This Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, manager or employee or agent of the Association, against any liability asserted against such, whether or not the Association would have the power to indemnify him/her against such person and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of the article, together with expenses actually or reasonably incurred by him/her in connection with his/her defense thereof, provided that when and to the extent that the Association has purchased and maintained such insurance, it shall have no duty under this article to indemnify any such person to the extent such liability is covered by such insurance.

#### ARTICLE XI SAVING CLAUSE

Failure of literal or complete compliance with any provision of these by-laws in respect of dates and times of notice, or sending or receipt of same, or errors in phraseology of notice of proposals, shall not invalidate the actions or proceedings.

#### ARTICLE XII AMENDMENTS

These by-laws may be altered or amended by a vote of two-thirds (2/3) of the directors or at any special meeting called for that purpose provided that the notice of the meeting and such proposed alteration or amendment be given at least thirty (30) days prior to such regular or special meeting of the board of directors.

Adopted: April, 1986

Amended: January, 1988

January, 1991

December, 1995

December, 1998

January, 2000

June, 2014