



BY-LAWS of the Bloomington-Normal YMCA Foundation; NFP

YMCA
9/4/2012

ARTICLE I

Name

The name of this Foundation is the BLOOMINGTON/NORMAL YMCA CHARITABLE FOUNDATION, NFP, hereinafter, the "Foundation."

ARTICLE II

Offices

The principal office and headquarters of the Foundation shall be in the City of Bloomington, County of McLean, State of Illinois.

ARTICLE III

Purpose

The purposes of this Foundation are as follows:

- (a) To provide financial and other support for the Bloomington/Normal YMCA.
- (b) To lease or own for such purposes suitable property, both real and personal for the aforesaid purposes.
- (c) To acquire by gift, devise, bequest, grant or purchase, and hold and maintain real and personal property for the aforesaid purposes.
- (d) To accept and administer any gift, devise or bequest of personal or real property for the aforesaid purposes.

The Foundation shall always be operated solely for the aforesaid purposes, without discrimination, provided that no part of the net earnings of the Foundation shall inure to the benefit of any Trustee or officer of the Foundation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes), and that no part of the activities of the Foundation shall be carrying on propaganda or otherwise attempting to influence legislation or participating or intervening in (including the publication or distribution of statements) any

political campaign on behalf of any candidate for public office, and that no part of the net earnings or other assets of the Foundation shall be contributed to any organization which does not conform to the purposes set forth in this article.

Upon dissolution of the Foundation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Foundation, distribute all of the assets of the Foundation to the Bloomington/Normal YMCA if it is then in existence or if it is not then in existence, exclusively for the purposes of the Foundation, in such manner or to such organization or organizations as are organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) if the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any of such assets not so disposed of by the Board of Trustees within twelve (12) months of the dissolution of the Foundation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, provided such organizations are organized and operated exclusively for such purposes.

ARTICLE IV

Board of Trustees

Section 1: Number and Authority:

The business and property of the Foundation shall be managed and controlled by a Board of Trustees of not less than five nor more than seven voting members and one nonvoting member. Any change in the number of members of the Board of Trustees shall be adopted by a majority vote of the entire number of Trustees. The then President of the Board of Directors of the Bloomington/Normal YMCA shall be one of the voting members of the Board of Trustees and the remainder of the voting members of the Board of Trustees shall be selected as provided in Section 2 of this Article. The nonvoting member of the Board of Trustees shall be the then Executive Director of the Bloomington/Normal YMCA.

Section 2: Terms:

All of the members of the Board of Trustees shall be appointed annually by the Board of Trustees of the Foundation for the immediately preceding fiscal year of the Foundation. Each member of the Board of Trustees shall be appointed for a three year term.

Section 3: Powers and Duties:

- A. The Board of Trustees shall determine the general policies for the operation and control of the Foundation and its various activities. It shall endeavor to acquire funds for the conduct of the activities of the Foundation. The Board of Trustees shall distribute such funds to the Bloomington/Normal YMCA as it shall deem appropriate given consideration of the financial condition of the Foundation and the needs of the Bloomington/Normal YMCA.
- B. The Board of Trustees shall have direction of all funds of whatever character held for the benefit of the Foundation, shall have full and complete power, in the names of the Foundation, to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any real or personal property of the Foundation, and to borrow money for its corporate purposes at such rates of interest as said Board may determine; and shall have the power and right to authorize the officers of the Foundation to execute, acknowledge and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the purpose of effectuating said purposes, or any of them. No contracts of the Foundation shall be valid unless authorized or approved by the Board of Trustees.
- C. The Board of Trustees shall elect the officers of the Foundation.
- D. The Board of Trustees shall give an annual report of the activities and condition of the Foundation to the Board of Directors of the Bloomington/Normal YMCA.

Section 4: Meetings:

- A. Regular meetings of the Board of Trustees shall be held as determined by resolution of the Board of Trustees not less often than semi-annually. Special meetings may be called by the President or by any two members of the Board of Trustees with Notice to be given to all Board Members.
- B. A majority of the then current membership of the Board of Trustees shall constitute a quorum.

Section 5: Vacancy:

In the event of any vacancy on the Board of Trustees, the remaining Trustees, though less than a quorum, may elect a successor Trustee to fill such vacancy. The successor Trustee shall hold office for the unexpired portion of the term of the Trustee whom the successor Trustee replaces.

ARTICLE V

Officers

Section 1: Types of Officers:

The officers of the Foundation shall be a President, Secretary and Treasurer. The President and Treasurer shall be elected by the Board from the Board's membership. The Executive Director of the Bloomington/Normal YMCA shall serve as the Secretary.

Section 2: Vacancies:

In the event of the death or resignation of an officer, the vacancy shall be filled by election by the Board of Trustees as soon as practical.

Section 3: Term of Office:

Each officer shall be elected for a one-year term.

ARTICLE VI

Duties of Officers

Section 1: President:

The president shall be the chief executive officer of the Foundation. The President shall preside at all meetings of the Board of Trustees. The President shall have general charge of the business of the Foundation, subject to the control of the Board of Trustees.

Section 2: Secretary:

The Secretary shall: (a) keep minutes of the meetings of the Board of Trustees in a book or books kept for that purpose; (b) be custodian of the Foundation records; (c) attend to the giving of all notices required to be given; (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President, or the Board of Trustees.

Section 3: Treasurer:

The Treasurer shall (a) keep a full and accurate account of receipts and disbursements of the Foundation and deposit all money, checks and other obligations to the credit of the Foundation in such depository or depositories as may be designed by the

Board of Trustees; (b) disburse the funds of the Foundation as ordered by the Board of Trustees; (c) make a complete annual statement before each annual meeting of the Foundation; (d) keep an accurate account of all real and personal property owned by the Foundation; and € in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, or the Board of Trustees.

ARTICLE VII

Miscellaneous

Section 1: Fiscal Year:

The fiscal year of the Foundation shall begin on the first day of January in each year and terminate on the 31st day of December in each year.

Section 2: Order of Business:

The order of business at all meetings, insofar as possible, shall be as set forth in the latest edition of Robert's Rules of Order.

Section 4: Informal Action:

Any action required by the General Not for Profit Corporation Act to be taken at a meeting of the Trustees of the Foundation, or any other action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees.

Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or documents filed with the Secretary of State under the General Not For Profit Corporation Act.

ARTICLE VIII

Non-Discrimination

In the selection of Board Members, election of officers, employment of personnel, provision of services and in all other aspects of its operation, the Foundation shall not discriminate between persons on the basis of race, color, religion, sex, national origin, ancestry, physical or mental handicap unrelated to ability, unfavorable discharge from the military service, age, or marital statutes.

ARTICLE IX

Amendments

These By-Laws may be amended at any regular meeting of the Board of Trustees or at a special meeting of the Board of Trustees called for that purpose, provided that such proposed Amendments must be clearly stated in the call for the meeting at which they are to be considered. Such call shall be at least five (5) days prior to the said meetings. Amendment shall require a majority vote of the entire number of Trustees.

UNANIMOUSLY APPROVED BY BOARD OF
TRUSTEES ON _____, 2002

Board President