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# **OF THE COMMUNITY FOR THE COMMUNITY**

**Constitution and Bylaws**

**National Council of Young Men's Christian  
Associations of the United States of America**

**YMCA OF THE USA**



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**Constitution of the National  
Council of Young Men's  
Christian Associations of  
the United States of America**

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# PREAMBLE

We, the Young Men's Christian Associations of the United States of America, with the desire of conserving all the values of our past and likewise of unifying and strengthening our work to meet the challenge of our time, hereby establish the following goals for our members and their constituents, and adopt this revised Constitution of the National Council of Young Men's Christian Associations of the United States of America.

## GOALS

To develop self-confidence and self-respect and an appreciation of their own worth as individuals.

To develop a faith for daily living based upon the teachings of Jesus Christ, that they may thereby be helped in achieving their highest potential as children of God.

To grow as responsible members of their families and citizens of their communities.

To appreciate that health of mind and body is a sacred gift and that physical fitness and mental well-being are conditions to be achieved and maintained.

To recognize the worth of all persons and to work for interracial and intergroup understanding.

To develop a sense of world-mindedness and to work for worldwide understanding.

To develop their capacities for leadership and use them responsibly in their own groups and in community life.

To appreciate the beauty, diversity, and interdependence of all forms of life and all resources which God has provided in this world, and to develop an ethical basis for guiding the relationships of mankind with the rest of God's natural community.



# ARTICLE 1

## Purpose, Basic Objective, and Functions of the National Council

### NAME

Section 1. The name of this organization is the "National Council of Young Men's Christian Associations of the United States of America" (referred to herein as the "National Council"). It shall also be known as the "YMCA of the USA" and by such other names, marks and/or symbols as may from time to time be adopted by the National Board (as hereinafter defined).

### PURPOSE

Section 2. The Statement of Purpose of Young Men's Christian Associations of the United States of America is:

The Young Men's Christian Association we regard as being in its essential genius a worldwide fellowship united by a common loyalty to Jesus Christ for the purpose of developing Christian personality and building a Christian society.

### BASIC OBJECTIVE

Section 3. The basic objective of the National Council is to serve as a means through which Young Men's Christian Associations (referred to herein as "associations," which term is further defined in Article I, Section 6) can achieve their purposes and goals as a national movement, and to make available services which will enrich and strengthen associations in carrying on their work.

### FUNCTIONS

Section 4. The functions of the National Council are to:

- (a) Make available counsel and services to the associations to enable them to meet the needs of their communities more effectively and to fulfill the purposes of the YMCA movement (the "movement").
- (b) Provide leadership for the movement and formulate national standards, goals of work, and policies for assistance to associations. These standards, goals, and policies are to be provided for the guidance of the associations and it is not mandatory that the associations follow them.
- (c) Maintain friendly relationships with other YMCA movements and, in affiliation with them in the World Alliance, cooperate in the initiation and development of YMCA work in other lands and in the conduct of programs undertaken by the World Alliance.
- (d) Represent the movement in dealing with other national and international organizations, including governments.

(e) Provide activities of a national or international scope which cannot be undertaken effectively by associations themselves. These activities shall be available to the member associations on a voluntary basis.

(f) Create and maintain boards, committees, and professional staff; define their respective fields; and provide such other means as may be conducive to the effective fulfillment of objectives and programs.

(g) Devise ways and means of financing the work of the National Council.

(h) Take appropriate action to perform the functions and carry out the powers granted in this Constitution.

### BYLAWS

Section 5. Bylaws of the National Council shall be adopted by the National Board to govern its internal affairs, and this Constitution shall be a part thereof. The bylaws shall be consistent with, but may expand upon and supplement, this Constitution. In the event of any conflict, however, this Constitution shall control.

### DEFINITIONS

Section 6. As used in this Constitution,

- (a) The terms "association" and "member association" mean a corporate Young Men's Christian Association (including the branches thereof) which has been recognized for membership pursuant to Section 2 of Article II;
- (b) The term "rostered associations" means associations and branches meeting the qualifications for membership and which are designated in the roster of associations determined and maintained by the National Board as provided in Article IV, Section 8(b);
- (c) The term "volunteer" means a person other than a person listed on the roster of employed officers referred to in Article IV, Section 8(b);
- (d) The term "officer" with respect to the National Council and the National Board means a person serving pursuant to Article IV, Section 4; and
- (e) The term "year" when used in conjunction with terms of office shall mean the annual periods between annual, or biennial, meetings of the appropriate body, as appropriate.

# ARTICLE II

## Member Associations of the National Council

### AUTONOMY OF ASSOCIATIONS

Section 1. It is recognized that each association is an independent organization, having its own corporate charter, bylaws, governing board, branches, executives, staff, buildings, assets and other resources, and that each association is autonomous. Each association is obligated to indicate to its members and others using its facilities or participating in its programs that it is an independent, autonomous organization, recognized by, but separate from the National Council.

Nothing in this Constitution, or in the bylaws of the National Council or in any other document, shall be interpreted or construed as making associations (or their members, employees, officers, or board members) the agents or representatives of the National Council or of the National Board, nor do any such associations (or their representatives) have any authority to commit or bind the National Council or its National Board.

### QUALIFICATION FOR MEMBERSHIP

Section 2. For the purpose of qualifying for membership in the National Council, the National Board shall recognize as a member association a corporate Young Men's Christian Association:

(a) Which annually certifies that it accepts and supports the statement of purpose of the Young Men's Christian Associations of the United States of America as stated in Article I, Section 2.

(b) Whose governing documents provide that it shall be designated as a Young Men's Christian Association and which is organized and operated in conformity with this Constitution.

(c) Which certifies its acceptance of this Constitution of the National Council.

(d) Which monthly pays to the National Council one-twelfth of its share of the financial support of the National Council by electronic funds transfer, or such other means as directed by the National Council; provided that in exceptional circumstances a member association may be released from this requirement in whole or in part, and on conditions, by action of the National Board.

(e) Which annually reports to the National Board concerning such matters as the Board may request from time to time.

(f) Whose chief employed officer meets the education and training qualifications of that position as determined by the National Board.

(g) Which annually certifies that the member association does not unlawfully discriminate against its staff, board, volunteers, committees or recipients of services based on any characteristic or status protected by federal, state or local law and is committed to a culture of inclusion and understands, respects and values the diversity of others.

(h) Which is recognized by the Internal Revenue Service as an exempt organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended or any successor provision thereto, and which conforms to applicable federal, state, or local laws regulating charitable nonprofit or not for profit corporations.

(i) Which annually acknowledges that the name "Young Men's Christian Association" and all names, marks, logos, symbols and other intellectual property, including copyrights, owned, used, or authorized by the National Council, are the property of the National Council and member associations have a limited, revocable, non-exclusive, non-transferrable right to use such intellectual property only as authorized by the National Board through its policies and guidelines to protect the YMCA brand and reputation.

(j) Which annually certifies that, notwithstanding its local autonomy, the member association recognizes its responsibility as part of a national movement; it shall not act in a manner which the National Board, through its National Committee on Membership Standards, determines adversely impacts the reputation of other member associations, the YMCA brand or the national YMCA movement.

### SANCTIONS

Section 3. The National Board shall have the power to terminate, put on probation or otherwise condition the membership of a member association in the National Council for failure to meet any or all of the established criteria for membership as stated in Article II, Section 2.

### RESPONSIBILITY FOR BRANCHES

Section 4. Member associations are solely responsible for their branches complying with the qualifications for membership as set forth in Article II, Section 2.

# ARTICLE III

## Association Assemblies

### COMPOSITION

Section 1.

(a) Each member association shall be related by the National Board to one of several Association Assemblies on a geographical basis. The National Board, in its sole discretion, shall have the power to adjust the number of, and geographic boundaries of, such Association Assemblies from time to time in order to better achieve equitable representation as well as sufficient staffing support for the Association Assemblies.

(b) Each member association of an Association Assembly, from time to time, shall designate two representatives to the Association Assembly, who shall consist of the member association's chief volunteer officer or other designated board member (such volunteer to be referred to herein as the "volunteer") and its chief employed officer ("CEO"), or acting CEO, as designated by the member association's Board.

(c) Each member association present at an Association Assembly shall have one vote, provided that both the CEO and volunteer are present at the meeting. If one or both of such persons are not present at the meeting, the member association shall not be deemed present for voting purposes and may not vote.

### BYLAWS

Section 2. Bylaws of the Association Assemblies shall be adopted by the Association Assemblies to govern their internal affairs, which bylaws shall be consistent with this Constitution. Each Association Assembly shall adopt standard bylaws in such form as is approved from time to time by the National Board.

### STEERING COMMITTEE

Section 3. There shall be one National Association Assembly Steering Committee which shall consist of two representatives from each region. Representatives to the National Steering Committee shall be elected by their regional Association Assembly. The National Steering Committee shall determine the agenda for all Association Assemblies.

### ASSOCIATION ASSEMBLIES

Section 4. Association Assemblies shall take place at least biennially, or more often if deemed appropriate by the National Board. The functions of the Association Assemblies shall be as follows:

- (a) Review reports on the work of the National Board and "State of the Movement".
- (b) Inform the National Board on matters of concern to the movement.
- (c) Recommend proposals for consideration by the National Board.
- (d) Recommend constitutional proposals for consideration by the National Board, subject to Article X hereof.
- (e) Conduct informational and educational sessions, as well as provide networking opportunities for the delegates to the Association Assemblies.
- (f) Elect two (2) representatives from each region to serve on the National Association Assembly Steering Committee.
- (g) Conduct other internal business of the Association Assemblies deemed appropriate by the Association Assemblies.
- (h) Pursuant to Article IX, receive findings from the National Board Financial Support Review Task Force.

Each Association Assembly shall have one representative on the National Board Development Committee who shall report back to the Association Assembly on newly elected National Board members.

# ARTICLE IV

## The National Board

### DEFINITION

Section 1. The Board of Directors of the National Council is referred to herein as the "National Board." The objectives, purposes, powers, and functions of the National Council shall be performed, carried out, and made effective by the National Board.

### COMPOSITION

Section 2.

(a) The National Board shall consist of such number of voting directors as is determined by the National Board, to be not less than 25 and not more than 30. All voting members shall be elected as herein provided. The National Board may include CEOs of member associations as members but in no event in excess of twenty percent (20%) of the total number of members which are to comprise the National Board. The Chief Executive Officer of the National Council shall be an ex officio non-voting member of the National Board. Should a member of the National Board become employed by the National Council, that Board member without further action shall no longer be a member of the National Board.

(b) The National Board Development Committee shall submit nominations, and subject to the right of the National Board to reject a nominee, the nominees submitted shall be elected by the National Board at its annual meeting, or if the annual meeting is not held at the time specified therefor, then at a special meeting called for that purpose.

(c) The National Board shall consist of several classes of members, each having equal rights but different terms. At all times there shall be three classes, with each class containing one third (subject to rounding at the sole discretion of the National Board Development Committee) of the total number of voting members which are to comprise the National Board. All members of these classes shall take office at the close of the meeting at which they are elected and shall serve terms of three years or until their successors are elected and take office. No member of these three classes shall be elected to serve more than three complete consecutive three-year terms; provided that if at the end of the third term a National Board member is serving as Chair or Vice-Chair/Chair-Elect, the member may continue as a Board member for the remainder of his term in these positions.

In addition, to provide continuity, the immediate Past Chair shall be elected as a voting member for one additional two-year term after his term as Chair has ended.

(d) Once a member of the National Board has served for the maximum number of consecutive terms for which the member is entitled to serve, the member shall not be eligible to again serve on the National Board until the annual meeting in the year following the end of the National Board member's term.

(e) The National Board may invite persons or identified groups to National Board meetings with voice but without vote.

### VACANCIES

Section 3. Vacancies occurring in the National Board shall be nominated by the National Board Development Committee and elected by the National Board for the remainder of the respective unexpired terms.

### OFFICERS

Section 4. The officers of the National Council shall consist of the Chairman, the Chairman-Elect, a Secretary, a Treasurer, and such staff officers as the National Board shall determine. The officers shall be elected at an annual meeting of the National Board and shall hold office for a term of two years, except as otherwise determined by the National Board. Any officer may be removed at any time at the pleasure of the National Board. The Chairman, the Chairman-Elect, the Secretary, and the Treasurer (collectively, the "principal officers") shall be elected by the National Board from its membership; the staff officers may not be members of the National Board. The principal officers shall not be eligible to serve in the same office for more than one two-year term. Once a principal officer has served for the maximum number of consecutive years for which the officer is eligible to serve in the officer position, the officer shall not be eligible to serve in the same position until the annual meeting in the year following the end of the officer's term as such officer. CEOs of member associations shall not be eligible to serve as officers of the National Council.

### MEETINGS

Section 5. The National Board shall meet at least three times each year at times and places determined by the Board, with one meeting designated as the annual meeting. The presence of a majority of the voting members provided for pursuant to Section 2 above shall constitute a quorum.

### **EXECUTIVE COMMITTEE**

Section 6. There shall be an Executive Committee of the National Board which shall be appointed by the National Board from its own membership and which shall be the ad interim body of the National Board and have such powers as may be delegated to it by the National Board. The Executive Committee shall consist of the principal officers of the Board, and such other Board Members as shall be appointed by the National Board.

### **PRESIDING OFFICER**

Section 7. The Chairman, or in his absence the Chairman-Elect, shall preside at all meetings of the National Board and the Executive Committee.

### **FUNCTIONS**

Section 8. The National Board shall perform the following functions and may delegate such authority as the National Board deems appropriate:

- (a) Direct the implementation of the functions, objectives, and purposes of the National Council as set forth in Article I of this Constitution.
- (b) Establish and maintain official rosters of: (i) member associations of the National Council and branches thereof; and (ii) employed officers.
- (c) Administer all property and funds of the National Council.
- (d) Develop and adopt the budget for all operations of the National Council.
- (e) Employ the National Executive Director of the National Council.
- (f) From time to time define and revise the types of organizations recognized as other units of YMCA work and auxiliary or related organizations, and provide for such recognition or representation thereof as may be appropriate. It may take such action as may be appropriate, including a referral to mediation, to prevent or remedy encroachment by any member association upon the proper area or jurisdiction of another and shall resolve such conflicts as may arise, taking into account and consulting with all organizations which may be affected.

(g) Determine the Association Assemblies in which member associations are grouped.

(h) Provide annually "State of the Movement" Reports to Association Assemblies.

(i) Call together the meetings of Association Assemblies.

(j) Comply with all laws, as required.

# ARTICLE V

## Life Members of the National Board

The National Board may from time to time elect as life members emeritus persons, who by reason of their past active service on the National Board are deserving of such recognition, provided that such person's period of active or ex-officio service has ended.

All persons serving at the effective date of this Constitution as honorary, emeritus, or life members of the National Council's predecessor, including its National Board and Board of Trustees and committees thereof, are deemed to be life members of the National Board. A life member shall have the privilege of attendance at his own expense at all meetings of the National Board, with voice but without vote. The term limitations in Article IV shall not apply to life members.

# ARTICLE VI

## Representativeness

The National Board Development Committee and the National Board shall be responsible to see that membership of the National Board, membership of committees, and membership of task forces shall be chosen to assure equitable representation of persons under 30 years of age, women, persons with disabilities and persons from minority racial and ethnic groups, and that such membership also takes due account of the different types and sizes of associations and geographical representation.

# ARTICLE VII

## General Assembly of YMCAs

At approximately five-year intervals, the National Board shall arrange for and hold a General Assembly under the auspices of the National Council to which all member and rostered associations, and all organizations related to the YMCA movement, including other national movements, shall be invited to send representatives to provide a forum for the exchange of information, for inspiration, for education, and for fostering of the YMCA movement and the purposes and goals of the National Council. Expenses of attendance of such representatives shall be borne by them, or reimbursed by the associations which send them, as may be determined locally. Due notice of such an assembly shall be given to all member associations at least one year in advance of the meeting date.

# ARTICLE VIII

## Names, Marks, and Symbols

The name "Young Men's Christian Association," and all names, marks, logos, symbols and other intellectual property, including copyrights, owned, used, or authorized by the National Council, are the property of the National Council and can be used only as authorized by the National Board.

# ARTICLE IX

## Financial Support of the National Council

The financial support of National Council activities shall be provided by member associations on the basis of a formula, initiated as provided in Article X.

(a) The National Board shall have authority to waive or modify the application of the formula in specific cases as provided herein, and to waive or modify the formula with respect to certain types of associations or operations, or provide an exemption or special formula where otherwise an extreme hardship would exist.

(b) Every five (5) years, the National Board shall establish a task force, the majority of which will be representatives from member associations of diverse geography, size and type, to review the financial support formula. Its findings shall be presented to the Association Assemblies as specified in Article III, Section 4(a). Any recommended changes to the formula shall be submitted to member associations for a vote as specified in Article X, Section 4.

# ARTICLE X

## Initiative, Referendum, and Amendments, and Voting by Member Associations

### RESERVATION OF AMENDMENT AUTHORITY

Section 1. The power to amend the National Council Constitution and to amend the financial support formula referred to in Article IX is expressly reserved to and lodged in the member associations of the National Council. The National Board shall have no authority to amend the National Council Constitution or the National Council financial support formula.

### AMENDMENT OF NATIONAL COUNCIL CONSTITUTION

Section 2. Proposals for amendments to this Constitution can originate by action of the National Board, by action of the Association Assemblies, or by initiative petitions from member associations, as described below:

(a) By National Board action: In any regular or special meeting of the National Board, on the affirmative vote of a majority of those Board members present and voting, the National Board may determine to submit to member associations any proposed amendments of the Constitution.

(b) By Association Assembly action: In any meeting of any Association Assembly, by the affirmative vote of a majority of the assembly members present and voting, the Association Assembly may determine to submit to member associations any proposed amendments of the Constitution.

(c) By member association initiative petition: At the request of 15 percent of the member associations, in the form of petitions received by the National Board from member associations joining in such request, the National Board shall submit to member associations any amendments of the Constitution proposed in such petitions.

### VOTING

Section 3.

(a) Voting by associations: Within 45 days of the completion of initiatory actions specified in Sections 2(a), 2(b), or 2(c) above, the National Council shall provide to all member associations a notice for a meeting of member associations (which may be either a special or annual meeting) containing a copy of the proposed amendment(s) to the Constitution. In lieu of attendance at such meeting, member associations may vote by proxy in accordance with applicable law. Proponents and opponents of the amendment(s) may prepare and submit statements in support of their positions prior to a date fixed by the National Board, and a summary of such positions shall be prepared under the direction of the National Board and provided to member associations. Each member association shall be entitled to

one vote, and to one additional vote for each \$5,000 paid as the fair share support for the calendar year ended December 31 preceding the date of the meeting, as shown on the financial records of fair share support maintained by the National Board. (Payments made by January 31 of the following year shall, for this purpose, be deemed to have been made by December 31.) It may split its vote as it shall determine and shall determine its own manner of voting, for example, whether by action of its membership or of its governing body or of its rostered associations.

(b) Results of voting: The results of the voting shall be reported within 30 days of the meeting to the associations.

### CHANGE IN THE FINANCIAL SUPPORT FORMULA

Section 4. Amendments to the National Council financial support formula ("fair share support") can originate by action of the National Board, by action of any Association Assembly, or by initiative petitions from member associations through any of the alternative processes specified for origination of a Constitution amendment in Subsections 2(a) or 2(b) or 2(c) of this Article. Any amendments to the financial support formula so originated shall be submitted to a vote of the member associations in the same manner as specified in Section 3 of this Article, and subject to Section 6 of this Article. The canvass of the vote shall be conducted as specified in Section 3 of this Article.

### REFERENDUM

Section 5. Proposals to amend or repeal any action of the National Board or its delegated authority, which action purports to, in any manner, propose, state or declare the position of the National Council, by inference or otherwise, with respect to any issue of public, governmental, international, or religious concern can originate by initiative petition from a member association through the process specified for the origination of a Constitution amendment in Section 2(c) of this Article. Any proposals so originated within 60 days from the date of the action of the National Board proposed to be amended or repealed and completed within 120 days from the date of such action shall be submitted to a vote of the member associations in the same manner as specified in Section 3(a) of this Article. Upon the affirmative vote of a majority of member association votes eligible to be cast, provided that at least 70 percent of the total member associations eligible to vote shall have voted, such proposal shall be adopted and such action of the National Board shall be, thereby, modified or repealed as provided by the terms of such proposal.

### **APPROVAL REQUIREMENTS**

Section 6. With respect to actions of member associations pursuant to Section 3 and Section 4 above, the matter in question shall be approved only if (i) members holding at least sixty percent of the total eligible votes are represented in person or by proxy at the meeting, and (ii) at least sixty percent of the total votes cast are in favor of the action.

### **EXPENSES**

Section 7. Attendance by member associations at all meetings of member associations, Association Assemblies and General Assemblies shall be at their own expense, unless the reimbursement or advancement of expenses is authorized by the National Board.

### **INFORMAL ACTION BY MEMBERS ENTITLED TO VOTE**

Section 8.

(a) Any action which may be taken at a meeting of the member associations entitled to vote may be taken by ballot without a meeting in writing by mail, e-mail or any other electronic means pursuant to which member associations are entitled to vote for or against the proposed action and provided that the number of member associations voting would constitute a quorum if such action had been taken at a meeting.

(b) With the exception of voting requirements specified in Section 3 and Section 4 above, voting on all other matters shall conform to Illinois law.

# ARTICLE XI

## Word Construction; Interpretation

Whenever used in this Constitution the singular number shall include the plural, the plural the singular, and the use of any gender shall include all genders.

In all matters regarding interpretation of this Constitution, the determination of the National Board shall be conclusive.

(This Constitution was adopted 1925 and amended 1928, 1929, 1931, 1933, 1935, 1939, 1946, 1947, 1948, 1949, 1950, 1952, 1957, 1959, 1967, 1968, 1969, 1971, 1975, 1977, 1979, 1983, 1988, 1992, 1994, 2002, 2010, 2013)



**Bylaws of the National Council  
of Young Men's Christian  
Associations of the United  
States of America**

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# ARTICLE I

## Constitution

### CONSTITUTION TO GOVERN

Section 1. The Constitution of the corporation, with such amendments thereto as are from time to time adopted in accordance with the Constitution, is incorporated herein and shall be deemed to be a part hereof. In any instance in which a conflict exists between these bylaws and the Constitution, the Constitution shall govern.

### AMENDMENT

Section 2. Notwithstanding anything contained herein to the contrary, this Article may be amended only in the manner specified in the Constitution for an amendment to the Constitution.

# ARTICLE II

## Membership

### ELECTION

Section 1. Any organization which satisfies the qualifications for membership set forth in Article II, Section 2 of the Constitution shall be elected as a member of the corporation (hereinafter referred to as a "member association") by the National Board within 12 months after notification to the National Board that such qualifications have been satisfied.

### CURRENT ADDRESS

Section 2. Each member association shall at all times maintain its current address with the secretary of the corporation.

### TERMINATION

Section 3. The National Board shall determine if and when a member association no longer meets the qualifications for membership set forth in Article II, Section 2 of the Constitution and, if no longer met, the National Board shall have the authority to terminate or condition the membership of such member association.

### VOTING

Section 4. Each member association shall be entitled to such number of votes as are described in the Constitution and shall have only such voting rights as are provided in the Constitution. Except at Association Assemblies, a member association may vote in person by a duly authorized representative or by proxy executed in writing by a duly authorized officer thereof, or by electronic vote cast by an authorized representative or officer.

### TRANSFER OF MEMBERSHIP

Section 5. Membership in the corporation is not transferable or assignable.

### MEETINGS OF MEMBERS

Section 6. Other than Association Assemblies, an annual meeting of the member associations, if desired by the National Board, may be held immediately prior to the annual meeting of the National Board, or at such other time or place as may be designated in the notice of the meeting of the member associations. Special meetings of the member associations shall be held on the conditions and for the purposes set forth in the Constitution. Special meetings shall be held at such place as may be specified in the notice of the meeting.

### PARTICIPATION AT MEETINGS BY INTERACTIVE TECHNOLOGY

Section 7. Other than Association Assemblies, member associations may participate in and act at any meeting of such member associations or any committee thereof through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage or remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the member associations so participating.

### NOTICE OF MEETINGS

Section 8. In addition to, or concurrently with, any notice required by the Constitution or by statute, written or printed notice stating the place, day, and hour of the meeting, and stating the purpose or purposes for which the meeting is called, shall be delivered not less than 10 days nor more than 60 days before the date of the meeting either personally, by mail or transmitted by electronic means by or at the direction of the secretary, to each member association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member association at its address as it appears on the records of the corporation, with postage thereon prepaid. If delivered electronically, such notice shall be deemed delivered when transmitted by electronic means to such member association's address as it appears on the records of the corporation.

### WAIVER OF NOTICE

Section 9. Notice of any meeting may be waived in writing or by a communication transmitted or received by electronic means filed by the member association entitled to such notice either before or after the meeting, and presence of a member association in person or by proxy at any meeting of member associations shall be deemed to be the equivalent of such waiver unless the member association at the meeting objects to the holding of the meeting because proper notice was not given.

### QUORUM

Section 10. Member associations holding 50 percent of the votes eligible to be cast represented in person or by proxy shall constitute a quorum for the transaction of business at meetings of member associations, except as otherwise provided in the Constitution. Except as otherwise provided in the Constitution, these bylaws, or as required by statute, the vote of a majority of the votes entitled to be cast by the member associations present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the member associations. Association Assemblies voting shall be addressed in the Association Assemblies' Bylaws. Nothing in this section shall alter the requirements of Article X of the Constitution – Initiative, Referendum, and Amendments and Voting by Member Associations.

### **INFORMAL ACTION**

Section 11.

(a) Any action required to or which may be taken by ballot without a meeting, in writing by mail, e-mail, or any other electronic means pursuant to which the member associations entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the total eligible votes, or such larger number as may be required by the Act, the articles of incorporation, or the Constitution or Bylaws, provided that the number of member associations casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered.

(b) Informal action by member associations. If such consent is signed by less than all of the member associations entitled to vote, then such consent shall become effective only: (i) if, at least 5 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the member associations entitled to vote with respect to the subject matter thereof.

### **FIXING RECORD DATE**

Section 12. For the purpose of determining member associations entitled to notice of or to vote at any meeting of member associations, or in order to make a determination of member associations for any other proper purpose, the National Board may fix in advance a date as the record date for any such determination of member associations, such date in any case to be not more than 60 days and, for a meeting of member associations, not less than 5 days, or in the case of a merger, consolidation, dissolution, or sale, lease, or exchange of assets, not less than 20 days, immediately preceding such meeting. If no record date is fixed for the determination of member associations entitled to notice of or to vote at a meeting of member associations, the date on which notice of the meeting is delivered shall be the record date for such determination of member associations. When a determination of member associations entitled to vote at any meeting of member associations has been made as provided in this section, such determination shall apply to any adjournment thereof.

### **INSPECTORS**

Section 13. At any meeting of members, the chair of the meeting may, or upon the request of any member shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the members. Each report of an inspector shall be in writing and signed by him or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

# ARTICLE III

## Board of Directors

### POWERS AND DUTIES

Section 1. The Board of Directors (hereinafter referred to as the "National Board") shall have such powers and duties as are described in the Constitution. Each member of the National Board is hereinafter referred to as a "director."

### NUMBER, ELECTION, AND TERM OF OFFICE

Section 2. The number of directors, the manner of election thereof and their term of office shall be as set forth in the Constitution. Directors need not be residents of the State of Illinois or affiliated with any member association.

### RESIGNATIONS

Section 3. Any director may resign at any time by giving a written notice to the chair or secretary of the corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### VACANCIES

Section 4. Any vacancy occurring in the National Board for any reason shall be filled in the manner set forth in the Constitution.

### ANNUAL MEETINGS

Section 5. The annual meeting of the National Board shall be held at such time and at such place as is determined by the National Board.

### SPECIAL MEETINGS

Section 6. Special meetings of the National Board may be held at any time on the call of the chair or the chair-elect or at the request of 7 directors. Special meetings of the National Board may be held at such place, either within or without the State of Illinois, as shall be specified in the call for such meeting or notice thereof.

### NOTICE OF MEETING

Section 7. Notice of each meeting shall be mailed or transmitted by electronic means by or at the direction of the secretary to each director, addressed to him at his residence or usual place of business, at least 10 days before the day on which the meeting is to be held. Notice of any meeting may be waived in writing or by a communication transmitted or received by electronic means by a director, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### QUORUM

Section 8. The presence of a majority of the National Board members eligible to vote provided for pursuant to Article IV, Section 2 of the Constitution shall constitute a quorum for the transaction of business at any meeting of the National Board. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the National Board unless the act of a greater number is required by the Constitution, these bylaws, or statute.

### INFORMAL ACTION

Section 9. Any action required to or which may be taken at a meeting of the National Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the directors or their consent is transmitted electronically.

### PARTICIPATION AT MEETINGS BY INTERACTIVE TECHNOLOGY

Section 10. Directors or non-director committee members may participate in and act at any meeting of the National Board or any committee thereof through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

### ATTENDANCE

Section 11. The National Board is intended to be an active, working board and attendance, absent excuse accepted by the board, is mandatory. Three unexcused absences from Board meetings within 12 months will entitle the Board to remove such member from the Board. The National Board Development Committee, in consultation with and approval of the National Board, shall oversee Board member participation.

### REMOVAL OF DIRECTORS

Section 12. One or more of the directors may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the board of directors at which a quorum is present.

# ARTICLE IV

## Officers

### DESIGNATION, ELECTION, AND TERM OF OFFICE

Section 1. The officers of the corporation shall consist of those positions set forth in the Constitution. The officers shall be elected by the National Board for two-year terms in the manner set forth in the Constitution. The National Board or the President/CEO (to the extent hereafter provided in Section 7) may also elect or appoint additional officers.

### THE CHAIR OF THE BOARD

Section 2. The chair of the Board shall preside at all meetings of the National Board and the member associations, other than Association Assemblies, and shall perform such other duties as may be assigned to him from time to time by the National Board.

### CHAIR-ELECT

Section 3. The chair-elect shall have all the powers and perform all the duties of the chair in the absence or incapacity of the chair. He also shall perform such other duties as may be assigned to him from time to time by the National Board.

### THE PRESIDENT/CEO

Section 4. The President/CEO of the corporation shall have general and active management of the business of the corporation. He shall see that all orders and resolutions of the National Board are carried into effect. He shall from time to time report to the chair and the National Board on all matters within his knowledge which the interests of the corporation may require to be brought to their notice. He shall also perform such other duties as may be assigned to him from time to time by the National Board.

### THE SECRETARY

Section 5. The secretary shall act as secretary of the corporation and the National Board, shall give, or cause to be given, notice of all meetings of the National Board and the member associations, unless notice thereof be waived, shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the National Board and the member associations. In addition, the secretary shall be the custodian of the seal of the corporation. The secretary shall also perform such other duties as may be assigned to him from time to time by the National Board.

### THE TREASURER

Section 6. The treasurer shall keep, or cause to be kept, full and correct account of receipts and disbursements in the books belonging to the corporation, and shall deposit, or cause to be deposited, all moneys and other valuable effects in the name and to the credit of

the corporation, in such banks of deposit as may be designated by the National Board. He shall disburse, or cause to be disbursed, funds of the corporation as may be ordered by the National Board, taking proper vouchers for such disbursements, and shall render to the chair and the National Board, whenever they may require it of him, an account of all his transactions as treasurer and of the financial condition of the corporation. The treasurer shall also perform such other duties as may be assigned to him from time to time by the National Board.

### SUBORDINATE OFFICERS

Section 7. The President/CEO may appoint such assistant secretaries, assistant treasurers and other officers as he desires with such duties as he designates. Such staff officers shall be confirmed by the National Board at the meeting in which Board volunteer officers are elected.

### RESIGNATION

Section 8. Any officer may resign at any time by giving written notice to the National Board or to the chair or secretary of the corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### REMOVAL

Section 9. Any officers may be removed by the National Board, by the vote of a majority of the members of the National Board present at the meeting. Any officers other than the principal officers (as defined in the Constitution) may also be removed by any superior officer upon whom such power of removal has been conferred by resolution of the National Board. Election of an officer shall not of itself create any contract rights.

### VACANCIES

Section 10. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled by the National Board at an annual or regular meeting or at a special meeting called for such purpose.

# ARTICLE V

## Committees

### COMMITTEES

Section 1. In addition to the Executive Committee provided by Article IV, Section 6 of the Constitution, the National Board, by resolution, shall appoint Audit, Executive Compensation, Finance, Investment, National Board Development, Officer Nominating, and National Membership Standards Committees and may appoint other committees with or without having and exercising the authority of the National Board to aid and assist the National Board in the management of the affairs of the corporation. The chairmen of all committees of the National Board must be appointed from among the members of the National Board. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the National Board. Except in exceptional circumstances, no committee chair shall serve for more than three consecutive years.

#### A. Audit Committee

This committee shall assist the Board with the oversight of: (1) the integrity of the financial statements of the corporation; (2) the independent auditor's qualifications and independence; (3) the adequacy of the corporation's systems of internal accounting and financial controls; and (4) the corporation's compliance with ethics policies and legal and regulatory requirements. The committee shall report to the National Board with respect to such matters and initiate and/or approve appropriate changes in any or all of these areas when necessary.

#### B. Executive Compensation Committee

The Executive Committee shall serve as the Executive Compensation Committee and shall evaluate the performance of the Chief Employed Officer and recommend a reasonable compensation package to the National Board. The process for determining CEO compensation shall include a review and approval by independent persons, comparability data and contemporaneous substantiation of the deliberation and decision. The Executive Compensation Committee shall also review the compensation of key staff.

#### C. Finance Committee

The Finance Committee shall oversee the financial matters of the corporation, and develop its budgetary guidelines, budget and fiscal policies for adoption by the National Board. The National Board Treasurer shall chair this committee.

#### D. Investment Committee

The Investment Committee shall assist the National Board in providing oversight of the corporation's endowment, strategy and investment guidelines. The committee is responsible for setting investment policies and guidelines; and it shall monitor the management of the portfolio in accordance with these policies and guidelines.

#### E. National Board Development Committee

The National Board Development Committee is the governance body responsible for enhancing the Board's performance; it shall assess Board needs for new member qualities and skills; identify, evaluate and nominate new members, and train Board members in their work and the work of the movement at large. This committee shall also assess Board member performance in line with Article III, Section 11 of these bylaws. Members of this committee shall include one representative from each Association Assembly region. Each regional representative may serve a maximum of two 18-month terms. Nominations by this committee for election to the National Board shall be made at least fourteen (14) days in advance of the annual meeting of the National Board at which members of the Board are to be elected and promptly circulated to all members of the National Board. There shall be no nominations from the floor of the National Board meeting. In the event that the Board in its sole discretion does not elect a nominee, the committee shall promptly act to present a replacement nominee. No nominee may be elected to the National Board without first being nominated by this committee.

#### F. Officer Nominating Committee

An Officer Nominating Committee shall be appointed to identify, accept nominations, and recommend a slate of officers, as defined in Article IV, Section 4 of the Constitution, for consideration by the National Board. This committee shall be chaired by the immediate past chair of the National Board and shall also have as its members the current chair, and four (4) other Board members nominated by the chair and approved by the National Board. The President/CEO shall be staff to this committee. All members of the Officers Nominating Committee shall have served a minimum of two years on the National Board. No member of this committee shall be considered for nomination to an officer position while serving on this committee. The new nominee for chair, after nominated, shall have voice but no vote during this committee's deliberations.

#### G. National Committee on Membership Standards

This committee shall oversee the work of the National Board as to the qualifications for membership of member associations as defined in Article II, Section 2 of the Constitution, and such other functions as the National Board designates.

## **QUORUM**

Section 2. Unless the appointment by the National Board requires a greater number, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

## **PARTICIPATION AT MEETINGS BY INTERACTIVE TECHNOLOGY**

Section 3. Committee members may participate in and act at any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

## **MEETINGS OF COMMITTEES**

Section 4. Subject to action by the National Board, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

## **INFORMAL ACTION**

Section 5. Any action required to or which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members.

## **OTHER BODIES**

Section 6. The National Board may create and appoint persons to a task force, commission, advisory body or other such body which may or may not have directors as members. Any such commission, advisory body or other body may not act on behalf of the corporation or bind the corporation to any action but may make recommendations to the National Board or to the officers of the corporation.

# ARTICLE VI

## Miscellaneous Provisions

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, AND OTHERS; INSURANCE**

#### Section 1.

(a) The corporation shall indemnify all of its present and former directors, officers, employees and agents to the full extent permitted by the Illinois General Not for Profit Corporation Act of 1986, as amended, the relevant indemnification provisions of which Act are hereby incorporated herein by reference.

(b) If a claim under Section 1(a) of this Article is not paid in full by the corporation within 30 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the National Board has authorized the advancement of expenses and the required undertaking has been tendered to the corporation) that the claimant has failed to meet a standard of conduct which makes it permissible under Illinois law for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including the National Board, independent legal counsel, or its member associations) to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because he has met such standard of conduct, nor an actual determination by the corporation (including the National Board, independent legal counsel, or its member associations) that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall be a defense to the action or create a presumption that the claimant has failed to meet the required standard of conduct.

(c) The right to indemnification, and the payment of expenses incurred in defending a proceeding in advance of its final disposition, conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any bylaw, agreement, vote of member associations, disinterested directors or otherwise.

(d) The corporation shall, to the extent that the National Board determines that such insurance is available at a reasonable cost in light of the coverage provided, maintain insurance, at its expense, to protect itself and any director, officer, employee, trustee, or agent of the corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability, or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, or loss under Illinois law.

(e) To the extent that any director, officer, employee, trustee, or agent of the corporation is by reason of such position, or a position with another entity at the request of the corporation, a witness in any proceeding, he shall be indemnified against all costs and expenses actually and reasonably incurred by him or on his behalf in connection therewith.

(f) In connection with the defense of a judicial proceeding under Chapter 42 of the Internal Revenue Code of 1986, no person shall under any circumstances be indemnified for taxes, penalties or expenses of correction, and further, no person shall be indemnified for other expenses in connection with such judicial proceedings unless: (i) such other expenses are reasonably incurred by such person in connection with such proceedings; and (ii) he is successful in such defense, or such proceeding is terminated by settlement and he has not acted willfully or without reasonable cause with respect to the act or failure to act which led to liability for tax under Chapter 42. Notwithstanding the foregoing, the corporation shall not indemnify any director, officer, employee, trustee, or agent of the corporation if such indemnification shall constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(g) Any amendment, repeal, or modification of any provision of this section shall not adversely affect any right or protection of a director, officer, employee, trustee, or agent of the corporation existing at the time of such amendment, repeal or modification.

### **EMPLOYMENT OF STAFF**

Section 2. In the employment of all staff of the corporation, due consideration shall be given to attract, engage, develop and retain diverse talent who are committed to the mission and to inclusion.

#### **PRINCIPAL OFFICE**

Section 3. The principal office of the corporation in the State of Illinois shall be located at 101 North Wacker Drive, Chicago, Illinois 60606.

#### **CORPORATE SEAL**

Section 4. The corporate seal of the corporation shall be circular in form, bearing the name of the corporation and the word "ILLINOIS" in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

#### **DEPOSITORIES**

Section 5. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the National Board may designate.

#### **CHECKS, DRAFTS, NOTES, ETC.**

Section 6. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the National Board.

#### **FISCAL YEAR**

Section 7. The fiscal year of the corporation shall end on the last day of December of each year.

#### **DELIVERY OF NOTICE**

Section 8. Any notices required to be delivered pursuant to these bylaws shall be deemed to be delivered when: (a) transferred or presented in person; (b) deposited in the United States mail addressed to the person at his address as it appears on the records of the corporation, with sufficient first-class postage prepaid thereon; or (c) transmitted by electronic means to the address that appears on the records of the corporation.

#### **DEFINITIONS**

Section 9. The terms "written", "in writing", "written consent", "written approval" and the like when used with respect to actions to be taken by or of members, directors, or committee members shall include any communication transmitted or received by electronic means.

# ARTICLE VII

## Amendments

### METHOD OF AMENDMENT

Except as provided in Article I or elsewhere herein, these bylaws may be altered, amended, or repealed, and new and other bylaws may be made and adopted, at any annual or regular meeting of the National Board or at any special meeting of the National Board called for that purpose, by the affirmative vote of a majority of the directors in office.





**Legislative History  
of the Constitution of the  
National Council of Young  
Men's Christian Associations  
of the United States of America**

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## 2013 REVISIONS

### Article III: Association Assemblies

**Intent:** Provide movement with findings of the National Board Financial Support Review Task Force.

**History:** There has been no requirement that the financial support formula which is used to calculate payments by member associations to the National Council be periodically reviewed. The National Board is committed to conducting a periodic review and sharing its findings with member associations at subsequent Association Assemblies.

### Article IX: Financial Support of the National Council

**Intent:** Require the National Board to assign a diverse task force of movement leaders to review the financial support formula every five (5) years, and that any recommended changes to the formula be voted upon by member associations.

**History:** The current financial support formula has been in place for 30 years and is inequitable and complex. It no longer meets YMCA of the USA's needs to provide enhanced services and support to the movement. The proposed formula will be simple, correct the inequities, and generate resources to fund the following initiatives as requested by member associations:

#### Advertising and Positioning Campaign Nationwide Fundraising Effort Enhanced Support and Services in:

- Leadership Development and Training
- Health Innovation
- Signature/New Programs
- Data Management and Outcome Measurement
- Brand Management
- Diversity and Inclusion
- Government Relations

The every-five-year review period will commence in 2019 following full implementation of the financial support formula as voted by member associations.

## 2010 REVISIONS

### Article II: Member Associations of the National Council

#### SECTION 2(f)

**Intent:** Allows for flexibility in the nomenclature related to future education and training of YMCA executives.

**History:** The current Constitution gives the National Board the authority to determine the requirements that are necessary to be a YMCA CEO. Currently, satisfaction of those requirements results in "senior director" status. However, under the new leadership and training model, the term "senior director" will no longer be used; the new terminology is "organizational leader". Since terminology may continue to change in the future, the proposed amendment eliminates the reference to any specific title and simply states that the National Board has the authority to determine the educational and training requirements.

This proposal will not set any new requirements that would not otherwise have occurred, nor does it give the National Board any additional authority than it already has. Y-USA has expended considerable attention to the development of our current and future leaders. There will be separate paths for persons coming into the movement later in their careers, for persons who have grown up through the movement, and for persons who are continuing their education, in recognition that each of these groups has different skills and experience. However, although there will be a variety of methods to achieve the requirements, every CEO will be expected to meet the same requirements within the same time frame.

#### SECTION 2(g)

**Intent:** To accommodate the variety of anti-discrimination laws and to affirm the YMCA commitment to diversity and inclusion.

**History:** The current qualification includes a list of "protected classes"; this list is outdated because local, state and federal anti-discrimination laws continue to evolve. State or local law may not allow what is permissible under federal law; what is permissible in one state may not be allowed in another. Because each YMCA is subject to the particular provisions of the state and local law where it conducts business, the proposed language prohibits **unlawful** discrimination, thereby allowing each member association to act in accordance with the laws of its own community. More importantly, the proposed amendment affirms each YMCA's commitment to diversity and inclusion, a commitment that is core to the YMCA – "that they all may be one" – and is essential to the success of the movement. This does not mean that YMCAs cannot continue to deny access to sex offenders or hate groups – such persons are not

protected and are antithetical to our core values. The wording of this proposed amendment was revised slightly as a result of input given by member associations during meetings held across the country and other communications from YMCAs.

#### **SECTION 2(h)**

**Intent:** To assure that YMCAs, in addition to having federal 501(c)(3) status, also comply with state non-profit law.

**History:** All YMCAs must have federal tax-exempt status. All YMCAs must also comply with applicable state law. In light of the fact that state law is becoming increasingly more important and state authorities are increasing their scrutiny of non-profit organizations, it is appropriate to put this requirement into the qualifications to be a YMCA. The wording of this proposed amendment was revised slightly as a result of input given by member associations who are subject to the laws of multiple states.

#### **SECTION 2(i)**

**Intent:** To relocate the requirement as a member qualification and to strengthen the legal terminology for protection of the brand. A separate article will address brand protection with respect to third parties.

**History:** Article X of the 2002 Constitution requires member associations to acknowledge that the National Council owns the names, marks and symbols of the YMCA on behalf of the movement. In addition, the 2002 Constitution contains restrictions on a member association's rights to use this valuable asset of the movement. This amendment moves the essence of Article X to Article II because an obligation of membership in the National Council properly belongs in Article II, the article that addresses membership rights and obligations.

This amendment is more extensive than the 2002 Article X in recognition of the fact that technological changes and legal challenges necessitate more specificity about the ownership of the movement's intellectual property. In addition to the Article II amendment, a new Article VIII asserts Y-USA's authority to act on behalf of the movement against third parties. These amendments strengthen Y-USA's ability to protect the brand with respect to member associations and third parties.

Y-USA has received overwhelming support for protection of the brand; these amendments clarify its authority and its obligation to act on the movement's behalf and vigorously protect one of its most valuable assets.

#### **SECTION 2(j)**

**Intent:** To allow early Certification and Membership Standards ("CMS") intervention when a member association is acting in a manner that can adversely affect the reputation of neighboring YMCAs or the movement as a whole.

**History:** In light of advanced technology, what happens in one YMCA happens in all YMCAs. Google alerts and Internet communications allow immediate transfer of information across the country. Member associations have been vehement in telling Y-USA they want intervention when a "rogue YMCA" is acting in a way that can harm us all. For example, there are YMCAs that operate pools without lifeguards on duty and jeopardize our water-safety reputation; there are YMCAs that have not paid payroll taxes and cause all the other YMCAs in the state to undergo additional scrutiny; there are YMCAs that have not performed background checks on staff that work with children and threaten our reputation for quality child care.

This proposal authorizes CMS to intervene when Y-USA learns of such a situation through other YMCAs, a State Alliance, a resource director, or the media. This amendment "opens the door" for meaningful dialogue with the member association about the best way to handle the situation, and gives CMS the opportunity to offer resources and support to minimize negative consequences.

The wording of this proposal is deliberately vague in order to give CMS the flexibility to respond to situations as they occur. The Membership Standards and Governance Review Task Force considered proposals with broader language and with very specific language and concluded that intervention should be limited to matters that affect reputation, but that flexibility was necessary.

#### **Articles III, IV, V: Association Assemblies, National Assembly and National Board Nominating Committee**

(Expand Association Assemblies (Art. III), eliminate National Assembly (Art. IV) and National Board Nominating Committee (Art. V), and make associated technical changes to the Constitution)

**Intent:** To provide a more efficient and direct structure for nomination of National Board members while maintaining a process for input from member associations on the work of the National Board.

**History:** The intent of the 2002 governance model was to:

- 1) Provide effective representation of the voices and interests of all local YMCAs for the purpose of developing a responsive and sustainable national agenda, and
- 2) Appropriately select and structure the National Board to ensure effective oversight of the national movement.

Under the 2002 model, each local YMCA sends its chief executive officer and chief volunteer officer (or CVO-elect) to an Association Assembly every other year. There are six such assemblies, serving distinct, multi-state regions. Each Association Assembly elects a proportionate share of 150 delegates to a biennial National Assembly. The Association Assemblies initiate proposals for consideration by the National Assembly and the Y-USA Board. The National Assembly is empowered to present the Y-USA Board with input on the Y-USA strategic plan and recommend amendments to the Constitution. Both assemblies receive and review a "State of the Movement" report from the Y-USA Board.

The 2002 structure did not work as intended for the following reasons:

- Not all member associations attended the Association Assemblies, in part because they could not vote unless both the CEO and CVO (or CVO-elect) were present; it was sometimes difficult to get a quorum to conduct business.
- The average attendance at Association Assemblies (2003, 2004, 2006 and 2008) was approximately 35% of all YMCAs.
- Many attendees at the Association Assemblies were not familiar with the National Assembly candidates and did not believe they could cast an informed vote.
- National Assembly delegates were not familiar with the candidates for the National Board Nominating Committee.
- National Assembly delegates often dropped out, necessitating replacement by persons who had not been elected to the position.
- Surveys revealed that member associations did not understand the governance structure and did not find either the Association Assemblies or the National Assemblies responsive to their needs.

**The 2010 structural changes will yield the following benefits:**

- The simplified structure will increase governance effectiveness.
- There will be more Association Assembly meeting locations within a region and the CEO may attend with any board member, thereby increasing the opportunity to attend and decreasing the cost for the member association.
- Productive use of delegates' time to focus on substantive discussions that will inform Y-USA as to how better serve the movement and provide meaningful information and tools for participants to take back to their local associations.
- Elimination of the National Assembly and National Board Nominating Committee streamlines the governance structure and removes the necessity to vote for delegates for critical positions without sufficient information.
- Elimination of the National Board Nominating Committee eliminates the selection of National Board candidates by an external body. Rather the work of the National Board Nominating Committee will be incorporated into the National Board Development Committee's chart of work so that one committee will be responsible for evaluating board needs, board performance, and the recruitment and nomination of new board candidates.
- Each Association Assembly will have one representative who sits on the National Board's Board Development Committee. This will maintain the current system's intent to have direct movement input into National Board nominees. The representatives shall report on newly elected National Board members to their respective Association Assembly.
- More resources can be devoted to assuring that Association Assemblies are valuable to member associations.
- Association Assemblies will continue to review the work of the National Board and, with the elimination of National Assembly elections, will have more time to discuss issues and give meaningful input.
- CEOs and volunteers from member associations will continue to sit on the National Board.
- There will be greater clarity about what is expected of those who represent the YMCA.

## Article VI: The National Board (2010 became Article IV)

### SECTION 2(c)

**Intent:** The National Board would like to retain board members who are actively engaged in important national initiatives for an additional three years in order to better accomplish national objectives. The intent is that serving a third term would be the exception rather than the rule.

**History:** National Board members are elected to a three-year term. Currently, members may be elected to a second three-year term and serve a total of six years. Board service is evaluated regularly and not all board members want to, or are asked to, serve more than one term. Members rotate off the board annually so that new members can bring fresh perspectives to the board. However, when a board member is working on an important initiative – such as the rebranding initiative – that benefits greatly from that person’s skill and experience, it would be beneficial to have that person serve until the initiative is well established. For this reason, Y-USA has proposed extending the National Board term limit from 2 three-year terms to 3 three-year terms.

## Article XII: Initiative, Referendum, and Amendments, and Voting by Associations (2010 became Article X)

### SECTION 3(a)

**Intent:** To align the National Constitution to Illinois law.

**History:** The National Council is incorporated in the State of Illinois. In 2010, Illinois changed the Non-Profit Corporation Law to allow for a vote without a meeting. This amendment aligns the National Constitution to Illinois law and allows, but does not require, member associations to vote on matters without a formal meeting. It does not alter any of the voting requirements that are in the National Constitution; it merely provides an alternative voting option. For example, the 2002 Constitution requires Y-USA to hold a national meeting; in 2010, this amendment allows member associations to vote electronically without the necessity of an in-person or telephonic meeting that is likely to have limited attendance.



**Bylaws of the Association  
Assemblies of the National  
Council of Young Men's  
Christian Associations of  
the United States of America**

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## Article I National Council Constitution to Govern

The Constitution of the National Council of Young Men's Christian Associations of the United States of America, with its duly adopted amendments, is incorporated herein and shall be deemed to be a part hereof. In any instance in which a conflict exists between these bylaws and the Constitution, the Constitution shall govern. This Article I may be amended only in the manner specified in the Constitution for amendment.

The Constitution of the National Council of Young Men's Christian Associations of the United States of America sets forth the functions of Association Assemblies:

- (a) Review reports on the work of the National Board and "State of the Movement".
- (b) Inform the National Board on matters of concern to the movement.
- (c) Recommend proposals for consideration by the National Board.
- (d) Recommend constitutional proposals for consideration by the National Board, subject to Article X of the Constitution of the National Council.
- (e) Conduct informational and educational sessions, as well as provide networking opportunities for the delegates to the Association Assemblies.
- (f) Elect two (2) representatives from each region to serve on the National Association Assembly Steering Committee ("Steering Committee").
- (g) Conduct other internal business of the Association Assemblies deemed appropriate by the Association Assemblies.
- (h) Receive findings from the National Board Financial Support Review Task Force.

The National Board shall appoint one representative from each Association Assembly to serve on the National Board Development Committee, and who shall report back to the Association Assembly on newly elected National Board members.

## Article II Membership in Association Assemblies

### REPRESENTATION

Section 1. Each member association shall be assigned to a regional Association Assembly. Each member association shall designate two representatives to attend its assigned Association Assembly. The representatives shall be the chief volunteer officer or other designated board member ("volunteer") and its chief employed officer or a board-designated "acting/interim CEO" ("CEO").

### VOTING

Section 2. Each member association whose CEO and volunteer representatives are physically present together shall be entitled to one vote on matters brought before the Association Assembly. If both persons are not present, the member association is deemed not present for voting purposes.

### TRANSFER OF MEMBERSHIP IN ASSOCIATION ASSEMBLY

Section 3. Membership in an Association Assembly is not transferable or assignable.

## Article III Meetings of Association Assemblies

### FREQUENCY

Section 1. Association Assemblies shall take place at least biennially and at such time and place as may be designated in the Notice of Meeting. Special meetings of Association Assemblies may be held if necessary and as allowed by the National Council Constitution.

### NOTICE

Section 2. Notice of each Association Assembly meeting (including special meetings) shall be delivered to affected member associations not less than 30 days before the meeting date either personally, by mail, or by electronic means. If mailed, notice shall be deemed delivered when deposited in the United States mail addressed to such member association at its address as it appears on the records of the National Council, with postage thereon prepaid. If delivered electronically, such notice shall be deemed delivered when transmitted by electronic means to such member association's address as it appears on the records of the National Council. Notice shall state the place, day and hour, and the purpose of the meeting.

#### **WAIVER OF NOTICE**

Section 3. Notice of any meeting may be waived by any written or electronic communication by any member association entitled to such notice, either before or after the meeting, or by attendance at the meeting unless the member association attends and objects to the holding of the meeting because proper notice was not given.

#### **QUORUM**

Section 4. The member associations present and qualified to vote in each region shall constitute a quorum regardless of the number of meetings held in that region.

### **Article IV National Association Assembly Steering Committee (“Steering Committee”)**

#### **FUNCTION**

Section 1. The National Association Assembly Steering Committee shall determine the agenda for each Association Assembly to assure relevancy and consistency among regions, shall oversee the nomination and election processes described in these bylaws, and shall perform such other functions as are appropriate.

#### **COMMITTEE COMPOSITION**

Section 2. The Steering Committee shall consist of two representatives from each Association Assembly region. The representatives may be CEOs or volunteers, but it is preferable that one CEO and one volunteer represent each region. The representatives from each region will act as co-chairs for Association Assembly meetings conducted within that region.

#### **ELECTION OF STEERING COMMITTEE MEMBERS**

Section 3. Each Association Assembly will elect its representatives to the Steering Committee from a slate of candidates submitted by the Steering Committee. The candidates must be nominated by the Steering Committee or by a member association from the region the candidate will represent. All nominations must be submitted in writing by a date specified by the Steering Committee in advance of the vote. Due consideration shall be given to diversity and inclusion in the identification and selection of candidates.

#### **STEERING COMMITTEE OFFICERS**

Section 4. The Steering Committee shall elect a chairperson and vice-chairperson from among its members. The terms of office shall be concurrent with their term on the Steering Committee.

#### **TERM OF OFFICE**

Section 5. Steering Committee members shall serve from the date of election until the close of the next Association Assembly for their region. Their term shall end at the close of the Association Assembly for which they were elected, or until their successor is elected. No person may serve on the Steering Committee for more than two consecutive Association Assemblies.

#### **MEETINGS**

Section 6. Meetings of the Steering Committee may be held at any time on the call of the chairman or at the request of a majority of the Steering Committee members. It is anticipated that most, if not all, meetings shall be held via conference call, with as much notice as is reasonably practical.

#### **QUORUM**

Section 7. The presence of a majority of the members of the Steering Committee shall constitute a quorum for the transaction of business. The act of a majority of the Steering Committee members present shall be the act of the Steering Committee.

#### **INFORMAL ACTIONS**

Section 8. Any action required to or which may be taken at a meeting of the Steering Committee may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Steering Committee members, or their consent is transmitted electronically.

#### **RESIGNATION**

Section 9. Any Steering Committee member, including an officer, may resign at any time by giving written notice to the Steering Committee as a whole. Such resignation shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

#### **VACANCIES**

Section 10. Any vacancy created because of death, removal, resignation, disqualification or any other cause shall be filled by the vote of a majority of the Steering Committee. The selected candidate must satisfy all requirements to fill the vacancy.

#### **REMOVAL**

Section 11. A Steering Committee member may be removed for good cause by the affirmative vote of the Steering Committee.

## **Article V Amendment**

With the exception of Article I, these bylaws may be amended by majority vote of member associations present and qualified to vote at Association Assembly meetings. The adopted bylaws shall be in such form as approved by the National Board.





# Historical Background of the National Council Constitution

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## Paris Basis

### STATEMENT ADOPTED IN 1855

The Young Men's Christian Associations seek to unite those young men, who regarding Jesus Christ as their God and Savior, according to the Holy Scriptures, desire to be His disciples in their faith and in their life, and to associate their efforts for the extension of His Kingdom amongst young men.

Any differences of opinion on other subjects, however important in themselves, shall not interfere with the harmonious relations of the Member National Movements (or, the Constituent Members and Associates) of the World Alliance.

## The Preamble of the Constitution

### ADOPTED BY THE CONSTITUTIONAL CONVENTION OF OCTOBER 1923

We, the Young Men's Christian Associations of the United States and Canada, through our representatives in Constitutional Convention assembled, reverently and joyfully confessing our faith in Jesus Christ our Lord and only Saviour and our unswerving allegiance to His Church, recognizing humbly the creative hand of God along the pathway of nearly a century of corporate experience, and dedicating ourselves afresh to our great mission of bringing under the sway of His Kingdom the young manhood and boyhood of North America and of the other lands served by our Associations, and with the desire of conserving all the values of our past and likewise of unifying and strengthening our work so as to enable the North American Associations to meet the requirements of the modern age and of the coming day, hereby adopt the following Constitution of the National Council of the Young Men's Christian Associations of the United States of America.

## Christian Purpose and Practice in the YMCA Today

### CLEVELAND STATEMENT ADOPTED MAY 10, 1963

The National Council, on recommendation of the National Board and in follow up of discussion throughout the country and consideration at the 1962 meeting of the Council itself adopted unanimously the following affirmation regarding the central purposes of the YMCA as a Christian organization.

The National Council of the Young Men's Christian Associations of the United States adopts and commends to the Area, State and local YMCAs the following statement regarding the Christian character and objectives of the YMCA Movement in the United States: We reaffirm the historic statement of the purpose and nature of the YMCAs as set forth in the constitution of the National Council:

"The Young Men's Christian Association we regard as being in its essential genius a worldwide fellowship united by a common loyalty to Jesus Christ for the purpose of developing Christian personality and building a Christian society."

We recognize and consider it healthy that diversity exists among our Associations in the manner in which this purpose is to be achieved.

We welcome as members of our Association persons of all religious affiliations who wish to join and cooperate in support of the Christian ideals and values for which we stand. Each member is encouraged to be faithful to the teachings and practices of his own church.

In giving effect to our Christian ideals and values, our Associations offer to the men, women, boys and girls who participate in their programs opportunities for experiences that will help them:

- to develop self-confidence and self-respect and an appreciation of their own worth as individuals
- to develop a faith for daily living based upon the teachings of Jesus, that they may thereby be helped in achieving their highest potential as children of God
- to grow as responsible members of their families and citizens of their communities
- to appreciate that health of mind and body is a sacred gift and that physical fitness and mental wellbeing are conditions to be achieved and maintained
- to recognize the worth of all persons, and to work for interracial and intergroup understanding to develop a sense of world-mindedness, and to work for world-wide understanding
- to develop their capacities for leadership and use them responsibly in their own groups and in community life

The Young Men's Christian Association is a lay Christian movement, working closely with churches although independent in organization and free from ecclesiastical control. It seeks to find forms of lay religious expression that will reflect understanding of the teachings and practices of all churches to which YMCA members belong.

## Kampala Principle

**ADOPTED JULY 19, 1973, BY THE WORLD COUNCIL**

The Paris Basis expresses that Christ is the centre of the Movement, which is conceived as a worldwide fellowship uniting Christians of all confessions. It is consistent with an open membership policy, involving people irrespective of faith as well as age, sex, race and social conditions.

The Basis is not designed to serve as a condition of individual YMCA membership, which is deliberately left to the discretion of constituent Movements of the World Alliance.

The Basis makes clear that the constituent Movements of the Alliance have full freedom to express their purpose in other terms designed to correspond more directly to the needs and aspirations of those whom they are seeking to serve, provided these are regarded by the World Alliance as being consistent with the Paris Basis.

Recognizing the character of the YMCAs in the world today, this act of acknowledging the Paris Basis lays upon the various Associations and their members as fellow workers with God such imperatives as:

- to work for equal opportunity and justice for all
- to work for and maintain an environment in which relationships among people are characterized by love and understanding
- to work for and maintain conditions, within the YMCA and in society, its organizations and institutions, which allow for honesty, depth and creativity
- to develop and maintain leadership and program patterns which exemplify the varieties and depth of Christian experience
- to work for the development of the whole person





## **YMCA Mission:**

To put Christian principles into practice through programs that build healthy spirit, mind and body for all.

### **YMCA OF THE USA**

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