

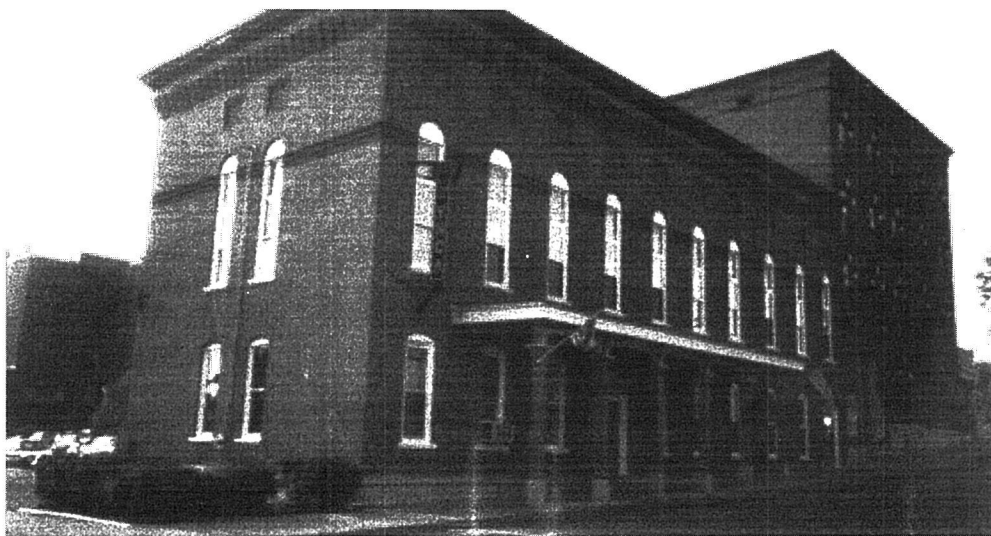
# Constitution

and

# By-Laws

of the

Young Men's Christian Association of  
Clifton Springs, New York



123 Certificates

## CONSTITUTION

### THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF CLIFTON SPRINGS, NEW YORK

#### ARTICLE I

##### Name and Object

- Section 1. The name of this organization shall be "The Young Men's Christian Association of Clifton Springs, New York" (hereinafter "Association".)
- Section 2. The YMCA is a world movement committed to the love and service of God and neighbor as manifested in the life and teachings of Jesus Christ. In response to this commitment and to the varying needs of people, the YMCA of Clifton Springs, New York affirms that its purposes are:
- a. To help all persons grow in spirit, mind, and body;
  - b. To strengthen family life and enrich human relationships;
  - c. To strive for a community founded upon social justice, peace and recognition of the dignity, freedom and worth of all persons;
  - d. To associate itself in a world-wide fellowship, united by a common loyalty to the principles of Jesus Christ.

In pursuit of these purposes, it welcomes into its fellowship and service men and women of all ages, of all races, of all nations, and all religious points of view.

ARTICLE II  
Membership

- Section 1. Membership in this Association shall consist of persons who have met membership requirements which may be prescribed from time to time by the Board of Directors.
- Section 2. Members may be suspended or expelled in accordance with regulations prescribed by the Board of Directors.

ARTICLE III  
Management and Powers

- Section 1. The management of this Association shall be vested in a Board of Directors of no less than seven (7) or more than twenty-one (21) voting Association members-at-large who are eighteen years of age or over.
- Section 2. The officers of the Board of Directors shall be a President, one or more Vice-Presidents, a Recording Secretary, and a Treasurer, chosen from their own number, as provided for in the By-Laws. These shall also be the officers of the Association.
- Section 3. The Board of Directors shall have and exercise all the powers necessary to conduct the work and policy of the Association in all its details. No contract, debt or obligation shall be binding unless contracted under authority of the Board. It shall have authority to make By-Laws for its own government and for the government of the Association not inconsistent with this constitution.

Section 4. The Board of Directors may provide for the conduct and maintenance of its YMCA work by the establishment of branches in the surrounding area and may extend its work to particular groups at such places as it deems suitable. It may reorganize or discontinue any branch or group when it deems it necessary or advisable to do so. It shall determine the geographic service area of each branch and the work to be conducted by it. The members and chairmen of the Committees of Management of the branches shall be elected by the Clifton Springs YMCA Board of Directors.

Section 5. This Association may hold or dispose of such property, real and personal, as may be given, devised or bequeathed to this organization, or entrusted to its care and keeping, and may purchase, acquire and dispose of such property as may be deemed necessary or helpful to carry out the purposes of the Association. With one exception: as prohibited by the Dr. Henry Foster deed of trust.

Section 6. The Board of Directors shall have power to fill, for the unexpired terms, all vacancies occurring in its number between annual elections.

#### ARTICLE IV

##### Meetings

Section 1. There shall be an Annual Meeting of the Association within ninety days after the close of the fiscal year, at which time the Board of Directors shall report to the membership upon the state of the Association. Notice of this meeting shall be given as prescribed in the By-Laws.

Section 2. The Association shall hold such other regular meetings as may be provided for in the By-Laws.

Section 3. Special meetings of the Association may be called by the Committee Chairman or by order of the Board of Directors.

ARTICLE V  
Amendments

Section 1. This constitution may be altered or amended by a vote of two-thirds of the members of the Board of Directors present at any regularly constituted meeting of the Association.

BY-LAWS

OF

THE YOUNG MEN'S CHRISTIAN ASSOCIATION  
OF CLIFTON SPRINGS, NEW YORK

AND IT'S BOARD OF DIRECTORS

ARTICLE I

Members

Section 1. Any person may be admitted by the Board of Directors to membership and enjoyment of privileges on meeting such requirements as to fees, age, etc. as may be determined by the Board of Directors or by any branch with the approval of the Board.

ARTICLE II

Elections

Section 1. The annual election of Board of Directors shall be held on the fourth Monday of June by ballot of existing Directors. A number equal to one fourth of the total number of directors shall be elected to hold office for three years.

Section 2. At a regular meeting of the Board of Directors at least 60 days preceding the annual election the President shall appoint a Nominating Committee to nominate members for election to the Board of Directors. Board members shall be invited to suggest names of qualified persons to be considered as possible Board of Directors nominees.

Section 3. At the first regular meeting of the Board of Directors after the annual election of the Association, the Board shall elect from its own number a President, one or more Vice-Presidents, a Recording Secretary, and a Treasurer, or other officers as they may from time to time determine. Said officers shall be the officers of the Association and of the Board and shall hold office for two years or until their successors are elected and qualified.

Section 4. At the first regular meeting of the Board of Directors after the annual election of the Association, the Board shall designate a Student Representative and a member of the clergy to serve a one year term as a non-voting Advisory Member of the Board.

### ARTICLE III

#### Meetings of the Board

Section 1. The regular meetings of the Board of Directors shall be held on the fourth Monday of each month.

Section 2. Special meetings may be called by the Recording Secretary at the request of the President or other officer of the Association or upon written request of three directors. The object of such meeting shall be stated in the call and no other business shall be transacted.

Section 3. One-half of the membership of the Board shall constitute a quorum at any meeting for the transaction of business.

Section 4. The President shall be responsible for the preparation of the agenda, which shall be subject to the approval of the Board.

Section 5. All reports of officers and committees shall be made in writing and shall be filed with the Secretary.

Section 6. Members of the Board of Directors are required to attend a minimum of 60% of the regularly scheduled monthly meetings.

ARTICLE IV  
Duties of Officers

Section 1. The President of the Board of Directors shall preside at the business meetings of the Association, of the Board of Directors, and of the Executive Committee. He/she shall appoint all committees of the Board, except as is hereinafter otherwise provided, and shall designate the chairmen of all such committees, subject to the approval of the Board. He/she shall serve ex officio as a member of all committees of the Board. Subject to the approval of the Board, he/she shall sign on behalf of the Association and the Board all leases, contracts and other legal documents of the Association unless the Board shall direct some other official to sign such documents.

Section 2. The Vice-President(s) in the order of their election unless the Board shall otherwise determine, shall have all the powers and perform all the duties of the President of the Board of Directors in the absence or inability of the President to act. In the absence of the President or Vice-President(s) the Treasurer, and Recording Secretary, in that order, shall perform the duties of the President.

Section 3. The Treasurer shall receive and disburse and have care and custody of all funds of the Association subject to such regulations as may be prescribed by the Board of Directors, the Finance Committee or the Investment Committee. He/she shall serve as a member of the Finance Committee. He/she shall make a report to the Board of Directors at its monthly meetings, and at such other times as required by the Board.



Section 4. The Recording Secretary shall keep the minutes of all the business meetings of the Association, of the Board of Directors and of the Executive Committee, and shall attest the same with his/her signature. He/she shall be responsible for the notifying of all officers of their election and of all committees of their appointment, and for the notifying of all officers and directors of all business meetings of the Association and of the Board of Directors. He/she shall be the custodian of the seal of the Association and of all minutes of the Association, Board of Directors and Executive Committee which shall be kept in the Association office.

Section 5. The Executive Director shall be employed by the Board of Directors. He/she shall be the chief executive officer of the Association and subject to the instructions of the Board, shall be responsible for the general direction and control of the work of the Association. He/she shall be an ex officio member of all committees of the Board, of the Association and of its branches. He/she shall attend the meetings of the Association, the Board of Directors, and, as far as possible, the standing committees and commissions of the Board and of the Committees of Management of the branches. He/she shall be responsible for the employment of all other members of the Association staff in conformity with the personnel policy of the Board of Directors.

## ARTICLE V

### Committees

Section 1. The President of the Board of Directors shall, within thirty days after the annual election of officers, appoint the committees of the Board of Directors. The terms of members of the Committees of the Board shall be for one year, except as otherwise provided for in the By-Laws, or until their successors are appointed.

Section 2. There shall be the following standing committees of the Board:

- Executive
- Finance
- Buildings & Property
- Public Relations
- Program

The President of the Board of Directors may appoint persons other than members of the Board of Directors to any of the standing committees except the Executive & Finance Committee.

Section 3. The Board may appoint such other standing or special committees as it may deem necessary and may designate the duties of such committees. Each standing committee may appoint subcommittees and delegate to such committees any duties of the standing committees concerned.

Section 4. Each committee shall determine the time and place of its meetings. A majority of the members of each committee shall constitute a quorum. When no quorum is present business may be transacted subject to subsequent written approval by a majority of the members of the committee.

Each committee shall keep minutes of its meetings and promptly file same in the Association office. It shall submit to the Board of Directors reports of its work as requested. It shall not enter into any contract or incur any indebtedness of financial obligation of any kind except under authority of the Board of Directors.

Subject to the approval of the Board of Directors each committee shall have power to adopt such rules as may be necessary for the conduct of the work entrusted to it. The Board of Directors may give to each committee a commission stating in detail its general responsibilities, its relationships and its specific assignment of duties.

Section 5. The Executive Committee shall consist of the officers of the Association, and shall act for the Board of Directors in the interim between Board meetings, but shall not have power to reconsider or reverse any action or policy of the Board. The Board President or any two members of the Executive Committee may call meetings at any time. It shall report all its actions to the regular meetings of the Board of Directors, and upon approval of the report, such actions, shall become actions of the Board.

Section 6. The Finance Committee shall consist of at least four members of the Board, including the Board President and the Treasurer. It shall be responsible for planning and supervising, on behalf of the Board, all matters concerning the finances of the Association including the receipt, custody, banking, disbursement of funds, accounting, auditing, budget control, all matters involved in the preparation of the annual budgets of the Board and the branches and for presenting such budgets to the Board with its recommendations thereon, for all matters involved in the business management of the Association except those for which responsibility is given to the other committees. It shall recommend, to the Board of Directors, adjustments in the budget of any branch or the Board of Directors, within the total authorized by the Board. It shall provide for the auditing of the Association's accounts by an independent Certified Public Accountant at least once a year and for the adequate bonding of employees of the Association.

It shall present to each monthly meeting of the Board of Directors a statement brought down to the last business day of the preceding calendar month, showing receipts and expenditures, the relationship of the receipts and disbursements in comparison with the budget, and a forecast of the outcome for the current year.

Section 7. The Building & Property Committee shall consist of at least four members of whom at least the chairman and two other members shall be members of the Board. It shall be responsible for the general inspection of all buildings and equipment of the Association and for the determination of the adequacy of building maintenance and insurance and such other duties that may be assigned from time to time.

## ARTICLE VI

### Branches

Section 1. The Board of Directors may establish branches at such times and places as it may determine and may reorganize or discontinue any branch when it so elects. It shall determine the geographic service area of each branch and the work to be conducted by it. The management of branches shall be entrusted to Branch Committees of Management, which shall be committees of the Board of Directors the members of which shall be elected by the Board of Directors. (See Article III, Section 4 of the Constitution)

Section 2. Each Committee of Management shall consist of not fewer than fifteen, nor more than twenty-five voting members of the Association. They shall be elected for such terms as are prescribed in the general rules for each branch. Such Committees of Management shall be responsible to the Board of Directors for the management of all program and administrative affairs of their respective branches. They shall have power to establish general rules for governing the activities of the branch and of its committees, subject to the approval of the Board of Directors. They shall make periodic reports to the Board of Directors and shall file minutes of all meetings with the President. All their actions shall be subject to review and approval by the Board of Directors at its discretion.

Section 3. The chairman of the Branch Committees of Management shall be elected by the Committee of Management with the prior approval of the Board of Directors, after being nominated by the Nominating Committees of the Branch. They shall be members of the Board of Directors, shall attend the meetings of that Board of Directors and participate in the deliberations with the right to vote.

## ARTICLE VII

### Fiscal Matters

Section 1. The fiscal year of the Association shall commence annually on July first and end on June thirtieth.

Section 2. The annual budget of the Association shall be adopted not later than the regular April meeting of the Board of Directors.

ARTICLE VIII  
Organizations

- Section 1. No organization shall be effected within or in connection with any branch except with the approval of the Board of Directors and all such organizations shall be under the control of the organization's Committee of Management and subject to approval by the Board of Directors. The Board of Directors shall have power to overrule any action and at any time to reorganize or disband any such organizations.
- Section 2. The President and the Executive Director of the branch shall be ex officio members of any and all such organizations or shall delegate a Representative.
- Section 3. The Board of Directors may also reorganize or discontinue any organization within any branch and may exercise the power to overrule any action of any such organization.
- Section 4. The Board of Directors may establish groups, program units or services at such times and places it may determine and may reorganize or discontinue any group, program unit or service when it so elects. The management of such groups, program units or service may be entrusted to a committee, the members of which shall be appointed by the President of the Board of Directors.

ARTICLE IX  
Discipline

- Section 1. In case of misconduct or neglect of duty on the part of any Board member, the Board of Directors, by a two-thirds majority vote, may remove such offender from the Board of Directors.

Section 2. Full authority is given the Committee of Management of each branch to deal with all cases of disorder, insubordination or immorality on the part of any member or person visiting the premises or taking part in any meeting or activity of the Association, subject to review by the Board of Directors.

ARTICLE X  
Amendments

Section 1. These By-Laws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of all members present provided notice of such amendment shall have been given in writing at a previous regular meeting.

Constitution revised March 24, 1986.

By-Laws revised March 24, 1986.

Constitution revised April 22, 2002.

By-Laws revised April 22, 2002.

Constitution revised November 28, 2011

By-Laws revised November 28, 2011.

Constitution revised November 26, 2012

By-Laws revised November 26, 2012.