

**Bylaws
Of
YMCA of Findlay, Ohio**

**ARTICLE I
Name, Charter and Principal Office**

The name of the corporation is the Young Men’s Christian Association of Findlay, Ohio (hereinafter “YMCA”), Charter Number 5047, incorporated on August 8, 1888, with its principal office located in Hancock County, Ohio.

**ARTICLE II
Purpose**

The purposes of which the YMCA is formed are as follows:

- a) To strengthen the community through its focus on youth development, healthy living, and social responsibility. We welcome all members of the public to join, support, and volunteer at the YMCA.
- b) The YMCA is organized exclusively for charitable and educational purposes, including the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law.
- c) The YMCA shall conform to all rules and requirements of a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to the nonprofit requirements of the State of Ohio. It shall ensure that its earnings do not inure to the benefit of any private shareholder or individual and shall refrain from participating in political campaigns or partisan politics.

**ARTICLE III
National Affiliation**

Section 1. The YMCA shall be a member association of the National Council of Young Men’s Christian Association of the United States of America (“National Council”) and participate in the national YMCA movement.

Section 2. The YMCA shall adhere to the requirements for membership in the National Council and shall demonstrate its support for the cause and the reputation of the YMCA.

Section 3. The YMCA acknowledges that the name, "Young Men's Christian Association," the letters "Y" and "YMCA," the Y logo, and all other names, marks, and symbols 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. It is further recognized and acknowledged that such marks and symbols may only be used by the YMCA with respect to its own constituency and geographical area and only so long as it is in good standing as a member of the National Council.

ARTICLE IV **Members**

Section 1. No Voting Members.

The YMCA has no voting members, and the Board of Directors (hereinafter "Board") of the YMCA shall, for the purposes of any statute or rule of law now and hereafter in effect, be taken to be the voting members of the YMCA and shall have all the rights and privileges of members.

Section 2. Who May be Members

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

Section 3. Termination of Membership

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

ARTICLE V **The Board of Directors**

Section 1. Number

The Board shall consist of no less than 15 members and no more than 20 members. The number of board members may be increased or decreased by a resolution adopted by a majority of the Board, but no such decrease shall have the effect of shortening the term of any incumbent board member.

Section 2. Qualifications

- a) The members of the Board of Directors shall be individuals who:
 - i. Are eighteen (18) years of age or older;
 - ii. Support the purposes of the YMCA as set forth in the Bylaws;
 - iii. Are professionals, community leaders, or volunteers who have manifested a substantial interest in the YMCA and will commit to the development of financial resources for the YMCA through a personal financial contribution or by devoting time and professional skills to the resource development efforts;
 - iv. Are culturally diverse and ethnically representative of the region;
 - v. Bring competencies to the Board of Directors that assists the YMCA in the pursuit of its stated purposes and mission, such as, but not limited to: Philanthropy, Communication and influence, Critical Thinking and Decision Making, Functional Expertise, and Emotional Maturity.
- b) The Chief Executive Officer (CEO) shall be an employee of the Board and have no voting rights.
- c) Election of a member to the Board of Directors shall not be denied to any individual based on race, color, creed, religion, national origin, ancestry, gender, sexual orientation, marital status, age, or handicap.

Section 3. Election

The election of the board members shall take place at the annual meeting of the Board of Directors and if the annual meeting of the Board of Directors is not held or the board members are not elected thereat, the board members may be elected at a special meeting called and held for that purpose. Board members shall be elected by the current Board of Directors.

Section 4. Terms of Office

Each board member shall be elected for a three (3) year term. A board member whose initial term has expired shall be eligible for re-election. However, no board member shall serve more than two (2) full three (3) year terms in succession. After having served the maximum number of terms, a

board member must vacate the position for a minimum of one (1) year before accepting election to an additional term. The term of each board member shall commence upon the board member's election and shall continue until the board member's term expires, or until a successor has been elected and qualified.

Section 5. Resignation and Removal

A board member shall indicate his or her intention to resign by submitting such resignation to the Chairperson. The Board of the YMCA acting by a majority vote of the board members present at any duly called meeting at which a quorum is present may remove a member of the Board.

Section 6. Vacancies

When a vacancy occurs on the Board, whether by death, resignation, removal, incapacity, or otherwise, the remaining members of the Board may fill such vacancy by majority vote at a meeting called for such purpose, and the board member so elected shall serve for the remainder of the term of the board member being replaced.

Section 7. Powers and Duties of the Board of Directors

The business and affairs of the YMCA shall be conducted by the Board and all powers of the YMCA, except as otherwise provided by these Bylaws or by law, shall be vested in the Board.

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

Section 8. Meetings

a) Annual Meeting

The annual meeting of the Board, for the purpose of electing board members and transacting such other business as may be appropriate, shall be held during the month of January, or upon such other date as the Board may determine.

b) **Regular Meeting**

The Board shall hold regular meetings as determined from time to time by the Board. The Chairperson of the YMCA board may specify a meeting date other than as established by the Board on appropriate notice designating the alternative time for such meetings.

c) **Place of Meetings**

Meetings shall be held at such places the Board from time to time determines, unless otherwise specified in the notice thereof. Any regular meeting may be dispensed with by a majority of board members present and voting, provided that a minimum of four (4) regular meetings, in addition to the annual meeting, shall be held in each fiscal year. Meetings may also be held through any Authorized Communications Equipment and participation by a board member in a meeting through the use of any of those means of communication constitutes presence in person of that board member at the meeting for purposes of determining a quorum.

The Board may go into executive session for discussion of personnel, contract, or other sensitive issues.

d) **Special Meetings**

Special meetings of the Board may be called by the Chairperson and shall be called upon the request of not fewer than two board members. All special meetings shall be held at the place specified in the written notice of the meeting, and only issues identified in such written notice may be acted upon at the special meeting.

e) **Action by Written Consent**

To the extent permitted by law, any lawful action of the Board may be taken without a meeting, if written consent to such action is signed by all board members and filed with the minutes of the Board meeting. Electronic mail communication may serve as written consent.

f) **Authorized Communications Equipment**

Authorized Communications Equipment is equipment that provides a transmission, including by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the

intention of, the member or Director involved and allows all persons participating in a meeting to contemporaneously communicate with each other.

g) Notice of Meetings

Notice of the time and place of each annual, re-scheduled, regular, or special meeting of the Board shall be given to each board member, either by mailing the notice first class mail, postage prepaid, to the board member's address on the records of the YMCA or personally, by telephone, electronic mail, or facsimile not less than five (5) days before such meeting. In extraordinary circumstances, such notice may be given personally or by telephone, electronic mail, or facsimile not less than twenty-four (24) hours before such a meeting. The business to be transacted at the meeting need not be specified in the notice except in the case of a special meeting. The notice shall state the means, if any, by which a board member can be present and vote using Authorized Communications Equipment.

h) Quorum

A majority of the Board shall constitute a quorum for the transaction of business by the Board. At any meeting at which a quorum is present, the majority of those present may bind the Board.

i) Voting

At any meeting of the Board at which a quorum is present, each member of the Board shall have one (1) vote. A board member may not designate a proxy to vote or otherwise exercise the board member's fiduciary responsibilities to the YMCA.

j) Attendance

Each member of the Board shall attend not fewer than seventy-five percent (75%) of the meetings of the Board during each year. A board member may be excused for failing to attend a meeting for good cause shown by a majority vote of the other board members present at such meeting.

k) Rule Making Authority

The Board may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the YMCA.

Section 9. Branches

The Board may establish or disband operations or branches and may establish policies for their governance so long as they conform to the requirements of the National Committee on Membership Standards (NCMS). The Board may authorize the formation of advisory boards to provide advice and assistance to branch staff.

ARTICLE VI **Officers**

Section 1. Election of Officers

At each annual meeting of the YMCA or at the end of the officer's term, the Board may elect the Officers of the YMCA.

Section 2. Removal or Resignation of Officers

The Board may remove any Officer at any time, with or without cause, by a majority vote. An Officer may resign at any time by giving written notice to the Chair or his/her designee. Any such resignation shall be effective at the time specified in the notice, or immediately upon receipt if no such time is specified.

Section 3. Vacancies

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

Section 4. Term of Office

All Officers shall serve at the pleasure of the Board for a term of one (1) year. All Officers shall serve until their successors have been elected and qualified.

Section 5. Designation of Officers

The Officers of the YMCA shall consist of a Chairperson of the Board, a Vice Chairperson of the Board, a Secretary of the Board, a Treasurer of the Board, and Past Chair (ex-officio), and such other Officers as the Board may from time to time determine. If the Past Chair is still serving their unexpired board term, they may have voting rights. No board member may hold more than one office simultaneously.

Section 6. Chairperson of the Board

a) Authority and Duties

The Chairperson of the Board shall preside at all meetings of the Board and shall be an ex-officio member of all Board committees. Subject to the direction of the Board, the Chairperson shall have the authority to execute contracts, notes, deeds, mortgages, security arrangements, bonds, other obligations, or other papers in the name of the YMCA. In addition, the Chairperson shall perform such other and further duties as may be required by the Board.

b) Term

No person shall serve as Chairperson of the Board for more than one (1) year. After having served the maximum number of terms as Chairperson, the person must vacate the position for a minimum of one (1) year before accepting election to an additional term. Under certain circumstances, when necessary, the Chairperson may extend their term by one (1) year.

Section 7. Vice Chairperson of the Board

The Vice Chairperson of the Board shall perform all duties of the Chairperson of the Board in case such person's absence or disability together with such other and further duties as the Board may from time to time prescribe. The authority of the Vice Chairperson to execute contracts, deeds, notes, mortgages, security agreements, bonds, other obligations, or other papers in the name of the YMCA shall coordinate with the similar authority of the Chairperson of the Board.

Section 8. Secretary of the Board

The Secretary of the Board shall serve as Secretary of both the Board of and the YMCA and shall keep all minutes of meetings and records of Board transactions, and shall oversee custody of all papers, records, and reports. The Secretary shall keep a correct list of all members of the Board showing their correct mailing addresses and shall perform such other and further duties as may from time to time be prescribed by law or by the Board. The Secretary of the Board may designate a staff person to record and transcribe the Board meeting minutes and must then certify their accuracy.

Section 9. Treasurer of the Board

- a) The Treasurer, in accordance with the policies prescribed by the Board, shall (1) oversee custody of the financial records of the YMCA, (2) be responsible for the general supervision and management of all funds and securities of the YMCA, (3) be responsible for the custody of such funds and securities, and (4) perform such other and further duties as the Board may from time to time prescribe. The Treasurer shall make such financial reports as may be required by the Board.
- b) The Treasurer also shall have general supervision of and responsibility for the establishment and maintenance of a satisfactory accounting system that will properly record and reflect all financial transactions of the YMCA.
- c) The Treasurer shall have supervision of such internal fiscal policies as the Board shall establish as are necessary to assure the protection of the YMCA's assets.

Section 10. Chief Executive Officer

The Board shall employ a Chief Executive Officer (CEO) of the YMCA who shall exercise general supervision of all operations and personnel of the YMCA, subject to the direction or approval of the Board. The CEO may execute contracts on behalf of the YMCA pursuant to fiscal policies adopted by the Board. The CEO shall be an ex-officio member of the board and its committees/task forces and have no voting rights.

Section 11. Bonds

The Board of the YMCA may require all principal Officers and administrative Officers to be placed under financial bond of such kinds and in such amounts as may be determined by the Board to be necessary or advisable to safeguard the financial welfare of the YMCA.

ARTICLE VII Committees

Section 1. Appointment and Authority

The Board, by these Bylaws or by resolution, may provide for committees/task forces of the board and persons who are not board members as it may deem desirable for the proper operation of the YMCA and may assign to any such committee/task force such powers and duties as it may determine; provided,

however, such committees/task forces shall not be empowered to exercise the powers of the Board.

Section 2. Finance Committee

The Finance Committee shall be comprised of the Treasurer of the Board, and any other members as may be appointed by the Board. The Treasurer of the Board shall preside over meetings of the Finance Committee. It shall be the duty of the Finance Committee to oversee and recommend annual budgets for the YMCA, to oversee the financial operations of the YMCA, to advise the Board with respect to the financial operations of the YMCA, oversee the Endowment Fund(s) and to perform such other and further duties as may from time to time be required by the Board.

Section 3. Executive Committee

The Executive Committee shall be comprised of the Chairperson of the Board, Vice Chairperson of the Board, Secretary of the Board, Treasurer of the Board, and any other members as may be appointed by the Board. The Chairperson of the Board shall preside over meetings of the Executive Committee. It shall be the duty of the Executive Committee to act as the Personnel Committee, conduct the Chief Executive Officer's annual performance review, other functions related to personnel, and make recommendations to the Board about organization operations and practices and act on the Board of Director's behalf in an emergency situation. All activities of the Executive Committee must be presented to and ratified by the Board at a regular or special meeting.

Section 4. Governance Committee

The Governance Committee shall be comprised of a chairperson appointed by the Chairperson of the Board. The Governance Committee Chairperson shall recruit board members to be members of the Governance Committee. The duties of the Governance Committee shall be to oversee all areas of governance including, but not limited to; ongoing board development, strategic recruitment, board engagement, intentional revitalization, board structure, board and officer succession planning, board assessment, By Laws review and revision, and other governance tasks as assigned.

Section 5. Other Committees & Task Forces

Other committees and task forces may be created by the Board, as outlined in the board member manual, for such tasks as may be deemed necessary. Special committees/task forces shall limit their activities to the accomplishment of the tasks for which they were created. The Chairperson of the Board may, with the approval of the Board, appoint persons who are not

board members to serve as regular members of any standing or special committees/task forces. Members of committees who are not board members may be given full voting privileges on the committee to which they were appointed but shall have no official standing on the Board.

ARTICLE VIII **Indemnification**

Section 1. Right to Indemnification and Payment of Expenses

The YMCA shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Section 2. Purchase of Insurance

The YMCA shall purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a board member, officer, employee, agent, or volunteer of the YMCA, or is or was serving at the request of the YMCA as a board member, officer, employee, agent, or volunteer of another domestic or foreign, nonprofit corporation, or corporation for profit, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status such, whether or not the YMCA would have the power to indemnify him/her against such liability under this Article VIII. Insurance may be so purchased from or maintained with a person in whom the YMCA has a Financial Interest, provided that the material facts of the interest are known or disclosed to the Board, and the Board in good faith authorizes the purchase by the affirmative vote of a majority of disinterested board members.

Section 3. Rights not Exclusive

The indemnification provided in this Article VIII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the YMCA, these Bylaws, any agreement, any insurance purchased by the YMCA, a vote of the Board of the YMCA or otherwise, and shall continue as to a person who has ceased to be a board member, officer, employee, agent, or volunteer of the YMCA and shall inure to the benefit of heirs, executors, and administrators of such person; provided, however, there shall be no duplicative payments by the YMCA on behalf of any person.

ARTICLE IX
Donations and Special Funds

The YMCA shall have authority to receive donations from any source in cash or other property acceptable to the Board, and the Board may accept donations subject to restrictions as the uses and purposes for which the same may be applied or which limit the time, manner, amount, or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of the YMCA and do not violate the Articles of Incorporation, these Bylaws, or any applicable statute or rule of law. To facilitate the making and administration of restricted donations, the Board may establish special trusts or funds, donations to which shall be held for specified uses and purposes or other terms of application, provided that such specific uses and purposes and terms of application are within purposes of the YMCA and do not violate the Articles of Incorporation, these Bylaws, or any applicable statute or rule of law. The authority granted to the Board in this Article IX shall be deemed to be in addition to, and not in limitation of, the authority and powers otherwise granted to each of them.

ARTICLE X
Prohibitions

Section 1. Profit from Operations

No board member, officer, employee, agent, member of a committee/task force, volunteer, or person connected with the YMCA shall receive at any time any of the net earnings or pecuniary profit from the operations of the YMCA, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the YMCA in pursuing any of its purposes as shall be fixed by the Board and no such persons shall be entitled to share in the distribution of any of the YMCA's assets upon its dissolution.

Section 2. Discrimination

The YMCA will not render or deny services based on race, color, creed, religion, ethnicity, national origin, ancestry, gender, marital status, age, handicap, sexual orientation, or gender identity of the client. The YMCA will not discriminate or otherwise base any matter regarding employment, election to the Board, or to an office on the basis of gender, age, race, color, creed, ancestry, marital status, national origin, religion, handicap, sexual orientation, or gender identity.

ARTICLE XI
Conflict of Interest

Section 1. Purpose

The purpose of the conflict-of-interest policy is to protect the YMCA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of the YMCA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a) **Interested Person.** Any board member, Officer, or member of a committee/task force with Board delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

- b) **Financial Interest.** A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the YMCA has a transaction or arrangement,
 - ii. A compensation arrangement with the YMCA or with any entity or individual with which the YMCA has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the YMCA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Article XI, Section 3(b), a person who has a Financial Interest may have a conflict of interest only if the Board or appropriate committee/task force decides that a conflict of interest exists.

Section 3. Procedures

a) Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the board and members of committees/task forces with Board delegated powers considering the proposed transaction or arrangement.

b) Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or committee/task force meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members or committee/task force members shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest

- i.** An Interested Person may make a presentation at the Board or committee/task force meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii.** The Chairperson of the Board or committee/task force shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii.** After exercising due diligence, the Board or committee/task force shall determine whether the YMCA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee/task force shall determine by a majority vote of the disinterested board member or committee/task force members whether the transaction or arrangement is in the YMCA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its

decision as to whether to enter into the transaction or arrangement.

ARTICLE XII
Amendments to Articles and By-Laws

Section 1. Amendment of Articles of Incorporation.

The Board may amend the YMCA Articles of Incorporation. Any recommendation must be approved by a majority of the board members at a meeting at which a quorum is present. Any notification of proposed amendments to the Articles shall be delivered through the U.S. mail or by electronic mail or facsimile to board members at least thirty (30) days prior to the scheduled action.

Section 2. Amendment of Bylaws.

The Board may amend these Bylaws by vote of a majority of the board meeting at which a quorum is present or by an action by written consent as described above. Any notification of proposed amendments to these Bylaws shall be delivered through the U.S. mail or by electronic mail or facsimile to the Directors at least thirty (30) days prior to the scheduled action.

ARTICLE XIII
Merger, Sale, or Dissolution

Except upon the affirmative vote of not less than two-thirds (2/3) of the members of the Board of the YMCA voting in person at an annual meeting or a special meeting of the Corporation called to consider such action at which a quorum is present, the YMCA shall not: (a) merge with or consolidate into another corporation or entity or permit another corporation or entity to merge with or consolidate into it; (b) sell, transfer, or otherwise dispose of substantially all of its assets; or (c) dissolve. In the event of any dissolution of the YMCA, all the remaining property and assets shall be applied, so far as feasible, toward carrying out the purposes of the YMCA as stated in its Articles of Incorporation, and none shall be distributed to its board members, officers, employees, agents, volunteers, or any other private person. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
Parliamentary Procedure

Robert's Rules of Order shall be considered authority and shall govern on all matters involving parliamentary procedure except in cases where the same conflict with these Bylaws or any provisions of law, in which cases these Bylaws and the applicable law shall prevail.

Certification

I hereby certify that the attached is a true and correct copy of the Bylaws of the Young Men's Christian Association (YMCA) of Findlay, Ohio.

Adopted and approved on (date): _____

Signature (Board Secretary): _____

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