

**BYLAWS OF THE  
YOUNG MEN'S CHRISTIAN ASSOCIATION OF ASHTABULA COUNTY**

**Article I. Corporate Name and Offices**

Section 1.

The name of this corporation is the Young Men's Christian Association of Ashtabula County; hereafter known as the Ashtabula County YMCA.

Section 2.

The principal office of this organization is located at 263 W Prospect Rd, Ashtabula, OH 44004.

Section 3.

The registered agent of the YMCA shall be the **Chief Executive Officer (CEO)** located at 263 W Prospect Rd, Ashtabula, OH 44004.

**Article II. Membership in the National Council of Young Men's Christian Associations of the United States of America**

Section 1.

The Ashtabula County YMCA shall be a member association of the National Council of Young Men's Christian Associations of the United States of America ("National Council") and participate in the national and international YMCA movement.

Section 2.

The Ashtabula County 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 Movement.

**Article III. Exempt Purpose**

Section 1.

The Ashtabula County YMCA is a nonprofit, 501(c)(3) charitable organization based on Christian principles that strengthens 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.

Section 2.

The mission of the Ashtabula County YMCA is to put Christian principles into practice through programs that build a healthy spirit, mind, and body for all.

Section 3.

The Ashtabula County 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 non-profit 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 IV. Membership and Voting Rights**

Section 1.

**Who May be Members**

The Ashtabula County YMCA is committed to a culture of diversity and inclusion. All persons are welcome to become members of the Ashtabula County 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 2.

**Member Voting Rights**

**Limited Voting Rights - Election of board members**

Members who are at least eighteen years old and in good standing shall be entitled to exercise one vote for each director up for election at the members' annual meeting, and shall have no other vote in the governance of the organization. Votes may be cast in person or by written proxy.

Section 3.

**Annual Membership Meetings**

An annual meeting of the YMCA membership shall be held no later than March 31<sup>st</sup> of each year. The Board of Directors shall determine the specific date, location, and subject matter of such meeting.

Section 4.

**Notice of Meetings**

Notice of a meeting of the YMCA members shall be posted in all YMCA facilities and published as provided by law. Such notice shall be posted and published at least ten (10) days but not more than fifty (50) days prior to the date scheduled for the meeting.

Section 5.

**Member Meetings Quorum and Vote**

At a meeting of the voting members of the corporation, the voting members present shall constitute a quorum. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

Section 6.

**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. Management by Volunteer Board of Directors**

Section 1.

**Membership by Directors**

Members of the board **are encouraged to be members** of the Ashtabula County YMCA and therefore voting members of the corporation.

Section 2.

**Number of Directors**

The management of the Ashtabula County YMCA shall be vested in a volunteer Board of Directors of not less than eleven (11) nor more than fifteen (15) persons. The YMCA will endeavor to have a board that is diverse, reflective of the community, and that possess the necessary skill sets to assure the YMCA can effectively meet community needs.

Section 3.

**Powers of Directors**

The Board of Directors shall supervise and control the business and affairs of the organization. The board may hold or dispose of property, real or personal, as may be given, devised, or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire, and dispose of such property as may be necessary to carry out the purposes and programs of the corporation. No contract, debt, or obligation shall be binding unless contracted under the authority of and in the name of the Board of Directors or its designated agent(s), on behalf of the YMCA.

Section 3a.

**Powers of Directors - Cooperative Relationships.**

The Board of Directors shall have the power to enter into cooperative relationships with other agencies or organizations when in the judgment of the Board of Directors such a relationship is desirable for achieving the corporation's objectives, so long as it does not violate commitments, geographical or otherwise, of the National Council of YMCAs. In such cases, the Board of Directors or the CEO with the authority from the Board of Directors shall have the power to execute articles of agreement or contracts binding upon the corporation setting forth the rules governing any such cooperative relationships.

Section 4.

**Duties and Compensation**

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 director may speak or act on behalf of the board unless authorized 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 5.

**Branches**

The Board of Directors 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.

Section 6.

**Election of Directors**

Directors shall be chosen annually by majority vote of the voting membership at a time and place fixed by the Board of Directors.

Section 7.

**Nominations**

The board governance committee shall submit names of persons to be voted upon at the next annual election of directors. Five (5) percent of the members can nominate a candidate, in writing to the board governance committee, no later than ten (10) days before the annual election.

Section 8.

**Term of Office**

Directors shall hold office for three years, or until their successors are elected unless, prior to that time, said Directors have resigned or been removed from office. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

Section 9.

**Term Limits**

No director shall serve more than two consecutive three-year terms. Members of the Board of Directors must retire from active membership on the board for at least one year after serving two consecutive three-year terms. Notwithstanding, a board member serving in a role of significant importance to the YMCA, such as Chairperson of a Capital Campaign, may be elected to serve on an annual basis without term limit.

Section 10.

**Removal from Office**

A director or officer may be removed from office, with or without cause, by a vote of a majority of a quorum of the Board of Directors at a properly constituted meeting. Election or appointment of a board member shall not itself create any contractual rights.

Section 11.

**Resignation from Office**

Any director or officer may resign at any time by giving written notice to the President/Chief Volunteer Officer or their designee. Any such resignation shall be effective upon submission or at a time specified in the notice of resignation.

Section 12.

**Vacancies**

The Board of Directors shall have the power to fill any unexpired terms occurring between annual elections upon election by a majority of the Board of Directors who comprise a quorum. Filling an unexpired term will not count toward their first term, and Directors shall serve two, three-year terms in addition to the unexpired term.

Section 13.

**Evaluation of Board**

Directors shall at least every other year evaluate their own performance and the composition of the board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new directors and otherwise.

Section 14.

**Employment and Evaluation of Chief Executive Officer**

The board shall employ a Chief Executive Officer who meets the qualifications required by the National Council of Young Men's Christian Associations of the United States of America (Y-USA). The board shall determine a compensation that satisfies the IRS rebuttable presumption test: 1) review and approval by independent persons; 2) comparability data; and 3) contemporaneous substantiation of its deliberations and decision.

The board shall annually review the performance of the Chief Executive Officer against measurable goals and outcomes.

The Chief Executive Officer shall report to the Board of Directors on all matters affecting the YMCA and shall perform such other duties as are assigned by the Board of Directors. All other employees of the YMCA shall be hired by the Chief Executive Officer in accordance with the policy set by the Board of Directors.

The Board of Directors, by a two-thirds (2/3) vote of the Board, may declare the office of the Chief Executive Officer vacant if misconduct or neglect of duty in office is established after a fair hearing.

**Article VI. Officers of the Board of Directors**

Section 1.

**Officers**

The officers of this YMCA shall be a Chief Volunteer Officer (CVO)/President of the Board, Vice Chief Volunteer Officer/Vice President, Secretary, and Treasurer. The board may appoint such other assistant officers as it deems necessary and such officers shall have the authority prescribed by the board.

Section 2.

**Election and Terms of Office**

All officers shall be elected by the board and shall hold a two (2) year term of office or until their successor is elected and qualified.

Section 3.

**Officer's Duties**

Chief Volunteer Officer (President of the Board). The CVO shall preside at all meetings of the members and Board of Directors, and shall be an ex-officio member of all board committees. They shall generally supervise the business of the YMCA and shall execute documents on its behalf. The CVO

shall appoint all committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Vice Chief Volunteer Officer. The Vice CVO shall act in the absence or disability of the CVO. The Vice CVO shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the CVO.

Secretary - The Secretary, together with the CVO or Vice CVO, shall execute such legal papers, documents, or instruments as authorized by the Board of Directors. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Treasurer -The Treasurer shall oversee the fiscal program of the corporation. **The Treasurer** shall cause all funds of the corporation to be deposited in the name of the YMCA and approved by the Board of Directors. All checks upon bank accounts of the corporation shall be signed as directed by a resolution of the Board of Directors. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

#### Section 4.

##### **Removal from Office – Officers of the Board**

An officer may be removed from office, with or without cause, by a vote of a majority of a quorum of the Board of Directors at a properly constituted meeting. Election or appointment of an officer shall not itself create any contractual rights.

#### Section 5.

##### **Resignation from Office – Officers of the Board**

Any officer may resign at any time by giving written notice to the President/Chief Volunteer Officer or **their** designee. Any such resignation shall take place at the time specified therein.

#### Section 6.

##### **Vacancies – Officers of the Board**

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

### **Article VII. Committees and Advisory Boards**

#### Section 1.

##### **Establishment of Committees**

The CVO/President may establish one or more standing or special committees and may appoint the members and chairs of all committees and task forces. Committees must be chaired by a member of the Board of Directors, however, committee members are not required to be members of the corporation. Unless otherwise determined by the board, all committees shall be approved by the board and report their acts and proceedings to the Board of Directors.

#### Section 2.

##### **Composition and Authority of Committees**

Board committees shall be composed **of a minimum of one (1)** or more members of the board and shall be chaired by a member of the board. Committees shall have such authority as is delegated to them by resolution of the board, but no committee shall have authority to fill or create vacancies on the board, amend these Bylaws, approve mergers, dissolution or other major decisions. Committees have no authority to amend or repeal any board resolution.

#### Section 3.

##### **Advisory Committees and Task Forces**

The board may establish advisory committees and task forces composed of persons who are not directors to advise the board on matters of interest. Such advisory committees and task forces have only such authority as they are given by the board and have no authority to bind the YMCA.

Section 4.

**Standing Committees**

The board may approve standing committees to serve as permanent committees to the board. A list of the standing committees, their commissions, charts of work, and composition, shall be maintained with the records of the organization. Standing committees are as follows:

Finance and Budget

Executive

Board Governance

Section 5.

**Branch Advisory Boards**

The board may establish branches and authorize advisory branch boards. Branch advisory boards or other advisory bodies serve at the discretion of the corporate board and have no authority other than as delegated by the corporate Board of Directors.

Section 6.

**Committee Meetings**

Unless otherwise directed by the board, committees shall set their own meeting schedules and notice provisions as authorized by law. A majority of the committee members shall constitute a quorum.

**Article VIII. Meetings of the Board of Directors**

Section 1.

**Meeting Frequency**

The Board of Directors shall meet monthly, or as agreed to by the Board of Directors.

Section 2.

**Special Meetings**

Special meetings of the board may be called by the CVO/President or by written request of a minimum of four (4) board members at any time. At least three (3) days notice stating the time, place and purpose of any special meeting shall be given to members of the board.

Section 3.

**Notice of Meetings**

Whenever notice is required, it shall be given in writing by first-class mail or courier service, express or overnight delivery with postage prepaid to the recipient, or by facsimile transmission or electronic mail, at his or her address (or by facsimile number or e-mail address) as it appears on the records of the corporation. A director may supply an address for the purpose of notice. Notice shall specify the place, day and hour of the meeting and any other information which may be required, including, in the case of a special meeting, the nature of the business to be transacted. Notice shall be deemed to have been given when deposited in the United States mail or with a courier service, or in the case of facsimile transmission or electronic mail, when dispatched.

Section 4.

**Waiver of Notice**

Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.

**Quorum**

At any meeting of the directors of the corporation, a majority of all directors shall constitute a quorum. Acts of a majority of the directors present at a duly convened meeting at which a quorum is present shall be acts of the board, unless otherwise provided in these Bylaws.

Section 6.

**Vote**

At any meeting of the Board of Directors at which a quorum is present, each member of the Board of Directors shall have one (1) vote. A Director may not designate a proxy to vote or otherwise exercise the Director's fiduciary responsibilities to the YMCA. Votes of Directors attending meetings via virtual/electronic methods will count as being in attendance.

Section 7.

**Attendance Policy**

The Ashtabula County YMCA Board is an active, working board and attendance, except when unexpected, excused absences are accepted by the board, is mandatory. Each member of the Board of Directors shall attend not fewer than seventy-five percent (75%) of the meetings of the Board of Directors during each year. Unexcused absences within twelve (12) months will entitle the board to remove such member or officer from the board.

Section 8.

**Meetings by Teleconference/Virtual Meetings**

Directors may participate in and act at any meeting of the board or its committees through the use of a telephone conference or other similar communications equipment, by means of which all persons participating in the meeting can communicate with each other. Participation by this method shall constitute attendance and presence in person at the meeting of the person(s) so participating.

Section 9.

**Actions without a Meeting**

Any action requiring a vote or permitted to be voted on at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the board or committee vote unanimously in writing to take the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the board or of the committee.

Section 10.

**CEO Attendance at Board Meetings**

By virtue of office, the CEO attends all board meetings. However, the CEO is not a member of the board, has no vote, and does not participate in any matter that might pose a conflict of interest, such as CEO compensation. The CEO does not attend when the board goes into executive session.

**Article IX. Financial Management and Fiscal Controls**

Section 1.

**Internal Controls**

The Board of Directors shall establish such internal fiscal policies and controls as are necessary to assure the protection of the YMCA's assets.

Section 2.

**Check Signing Authority**

All checks over the amount of \$5000 shall require two signatures, one of which shall be the CEO or their delegate and the other shall be the CVO/President, Treasurer, or such other board member authorized by the board.

Section 3.

**Deposits**

All funds of the Ashtabula County YMCA, not otherwise employed, shall be deposited in such depositories as the Board of Directors may determine. Separate accounts that are not under the control of the board are prohibited.

Section 4.

**Financial Reports**

The Board of Directors shall regularly review the financial condition of the Ashtabula County YMCA and shall seek such information from its accountants and auditors as will allow it to have a full understanding of the fiscal health of the organization.

Section 5.

**Fiscal Accountability**

The Board of Directors has the legal and fiduciary responsibility to exercise due care and prudence in the financial affairs of the organization. It shall exercise appropriate stewardship, including the purchase of insurance protection. The Ashtabula County YMCA is a non-profit public charity and its assets must be protected so that it may continue to serve the community into the future.

**Article X. Indemnification**

Unless otherwise prohibited by law, the Ashtabula County YMCA will indemnify any current or former director or officer, and may by resolution, indemnify any employee or volunteer, against any and all expenses and liabilities incurred by them in connection with any claim, action, suit, or proceeding to which they are made a party by reason of being a director, officer, employee, or volunteer acting on behalf of the YMCA. Notwithstanding, there shall be no indemnification for gross negligence or criminal conduct.

The YMCA may advance expenses or may undertake the defense itself, but such expenses shall be repaid if it is ultimately determined that an officer, director, employee, or volunteer was not entitled to such indemnification.

The Board of Directors shall authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or other agent against any liability incurred by them which arises out of the person's status with the YMCA. Director and Officer Liability Insurance is provided.

**Article XI. Mergers**

Decisions on whether this YMCA shall merge with another entity require approval by ninety percent (90%) of the Board of Directors and submitted to the members entitled to vote on it at a meeting of voting members of the corporation held for that purpose. Notice of the meeting shall be given to all members of the corporation entitled to vote at the meeting. The notice shall be accompanied by a copy or summary of the material terms of the agreement. Any such action shall be done in accordance with the law of Ohio governing non-profit, charitable organizations.

In order to be adopted, the agreement, including any amendments or additions to the agreement proposed at each such meeting, shall receive the affirmative vote of a majority of the voting members of the corporation present at that meeting in person, by the use of authorized communications equipment, or by mail.

**Article XII. Dissolution or Bankruptcy**

Decisions on whether this YMCA shall dissolve requires a unanimous vote of the Board of Directors. Any such action shall be done in accordance with the law of Ohio governing non-profit, charitable organizations.

Decisions on whether this YMCA shall file bankruptcy requires a unanimous vote of the Board of Directors. Any such action shall be done in accordance with federal and state law.

**Article XIII. Disposition of Assets**

Should Ashtabula County YMCA opt to dissolve, the remaining assets of the corporation shall be transferred to the Ashtabula County Civic Development Corporation to be used to fund one or more other corporations, societies, or organizations engaged in activities substantially similar to those of this YMCA, serving substantially the same community and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code or Law), and also pursuant to the then applicable state statutes governing not-for-profit corporations.



**Article XIV. Conflict of Interest**

All board members shall enforce the YMCA's conflict of interest policy, shall annually disclose potential conflicts of interest in writing and shall report all potential conflicts that occur during the year for review by an independent body.

**Article XV. Amendment of Bylaws**

The Board of Directors may amend these Bylaws by vote of a majority of the Directors 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 XVI. Force and Effect**

These Bylaws are subject to the provisions of the Ohio corporate laws for non-profit corporations and the Articles of Incorporation of the YMCA as they may be amended from time to time. If any provision in the Bylaws is inconsistent with a provision of the state law or Articles of Incorporation, the provision of the state act or the Articles of Incorporation shall govern to the extent of such inconsistency.

**CERTIFICATION**

I hereby certify that the attached is a true and correct copy of the bylaws of the Young Men’s Christian Association of Ashtabula County.

\_\_\_\_\_

(City) (State) (Zip Code)

Date: \_\_\_\_\_

\_\_\_\_\_

(Name/Secretary of Board)

Board Approved Revision Date: \_\_\_\_\_

Revised: \_\_\_\_\_

Reviewed: \_\_\_\_\_