



YMCA of San Angelo Bylaws

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**BY-LAWS
of the
SAN ANGELO YMCA**

ARTICLE 1

Corporate Name and Offices

**Section 1
Corporate Name**

The name of this corporation shall be the "Young Men's Christian Association of San Angelo, Texas", hereafter referred to as the "YMCA of San Angelo."

ARTICLE II

Location and Agent

**Section 1
Office**

The principal office of this corporation is 353 South Randolph Street, San Angelo, Tom Green County, Texas.

**Section 2
Agent**

The registered agent of the YMCA shall be its CEO, located at the address above.

ARTICLE III

Purpose

**Section 1
Charter**

The YMCA of San Angelo is a non-profit, 501(c)(3) charitable organization, incorporated and chartered under the laws of the state of Texas.

**Section 2
501(c)(3)**

The YMCA of San Angelo shall conform to all rules and regulations regarding a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and compliance to the non-profit requirements of the state of Texas. 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.

**Section 3
Purpose**

The purpose of the YMCA of San Angelo shall be to help all people develop Christian character and aid in being the best version of themselves through its focus on youth development, healthy living and social responsibility. We welcome all members of the public to join, serve and volunteer.

Section 4

Membership in the National Council

The YMCA of San Angelo shall be a member 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.

ARTICLE IV

Membership

Section 1

Criteria

The YMCA of San Angelo is committed to a culture of diversity and inclusion. Any person may become a non-voting member of this association and financial assistance may be 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

Termination of Membership

As a private membership organization, the YMCA of San Angelo reserves the right to remove members whose behavior does not conform to member requirements, including the core values of honesty, caring, respect and responsibility. The termination of membership shall be determined by the staff of the YMCA of San Angelo.

ARTICLE V

Governance

Section 1

Board of Directors

The management of this corporation shall be vested in a Board of Directors, to be known as the same, consisting of not less than fifteen (15) and not more than twenty-four (24), to be elected as provided in Section 3 of this Article plus those additional members to serve as provided in Section 4 of this Article.

To ensure a proper responsiveness to its membership and the inclusion of adequate representativeness, the YMCA of San Angelo will strive to have a Board of Directors that is diverse, reflective of the community, and possess the necessary skill sets to ensure the YMCA of San Angelo can effectively meet its requirements.

Section 2 Authority

The Board of Directors shall have full power and authority to administer, control and manage all of the assets and property of the association and exercise all of the powers necessary and appropriate to control the work and policy of the association in all its details.

Section 3 Duties and Compensation

Members of the Board of Directors owe a legal fiduciary duty to the YMCA of San Angelo and shall act only in the YMCA of San Angelo's best interest. The members of the board shall act as a body; no individual director may speak or act on behalf of the Board of Directors unless authorized by the board. Directors of the board 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, with proper documentation, reasonable expenses shall be reimbursed.

Section 4 Election of Directors

Directors shall be chosen annually by a majority vote of the sitting Board of Directors present, at a time and place fixed by the Board of Directors.

Section 5 Term of Office

The term of a member of the Board shall be three years. A member may be re-elected for one additional three-year term for a maximum consecutive Board tenure of six (6) years, plus any partial term served as a result of election to fill a vacancy under Section 9 of this Article.

A Board member shall not be eligible for re-election to the Board of Directors until the expiration of one (1) year of absence from the Board. The terms of approximately one third of the Board of Directors will expire each year. The members of the Board of Directors shall be elected and shall take office in accordance with Section 3 and 4 of Article VII.

Section 6 Past Chair

Each Past Chair of the YMCA of San Angelo shall be an additional member of this Board of Directors for a period of one (1) year after the expiration of his/her term of office as Chair, or until a succeeding Chair becomes the immediate Past Chair, whichever is the greater period, providing that this

shall not be construed to limit the tenure or eligibility for re-election as a Director under Section 5 of any person who has served as Chair.

Section 7 Removal from Office

Any member of the Board of Directors who may be absent without excuse from three consecutive meetings in a year may be removed from as member of the Board of Directors. He/she may, however, be reinstated by a majority vote of the Board.

A Board Member or officer may be removed from office by the Board of Directors, in accordance with Robert's Rules of Order at a properly constituted meeting. Election or appointment of a Board member does not itself create contractual rights.

Section 8 Resignation from Office

Any member of the Board may resign at any time by giving written notice to the Chair or CEO. Any such resignation will be effective upon submission or at a time specified in the notice of resignation.

Section 9 Vacancy

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

Section 10 Executive Committee

The Board of Directors shall have an Executive Committee composed of the elected officers and the immediate Past Chair which shall act as agents of the Board in carrying out the policies of the Board of Directors between the meetings thereof, and report to the Board of Directors at the next meeting of the Board.

The Executive Committee shall meet each month or more often as necessary, as determined by the Chair or CEO. The Executive Committee can serve as the Finance and Personnel Committees when those are unavailable and shall ensure, working with the CEO, that an annual budget and financial plan will be presented to the Board of Directors for review and adoption.

Section 11

Ex-Officio

From time to time, at the discretion of the Board of Directors, the board may appoint Ex-Officio Members, not to exceed three (3) at any given time, who through their past relationships with the board and the YMCA of San Angelo have shown expertise and abilities that complement the work of the Board.

Ex Officio members shall be appointed to a term not to exceed five (5) years and may, at the discretion of the Board, be reappointed. Ex-Officio members may attend meetings of the Board only at the invitation of the Board, and when attending, have a voice but no vote. Ex Officio members shall not represent the Board of Directors or the YMCA of San Angelo except through the explicit and direct authorization of the Board. These members must comply with the terms and conditions of the Ethics policy in place.

Section 12

Employment and Evaluation of the Chief Executive Officer (CEO)

The Board shall appoint a Chief Executive Officer (CEO) who meets the qualifications required by the National Council of YMCAs of the USA (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 deliberations and decisions.

The Board shall annually review the performance of the CEO against measurable goals and outcomes.

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

Section 13

Appeal Authority

In the event that a conflict occurs between member(s) of the staff and the CEO or members of the YMCA of San Angelo and the staff which cannot be resolved by the CEO, appeal may be made to the Board of Directors for resolution.

ARTICLE VI

Meetings

Section 1 **Meeting Frequency**

There shall be no more than 10 nor less than 4 Board of Directors meetings annually.

Section 2 **Special Meetings**

Special meetings may be called by the Chair or CEO. Notice of such meetings shall be communicated by phone, mail or electronic means.

Section 3 **Quorum Rules**

The meetings of the Board of Directors and the Executive Committee shall be conducted according to the latest revision of Robert's Rules of Order. But it shall be necessary in any event for a quorum to be present for the Board of Directors to act, including the Executive Committee. A quorum is defined to be a one-third of the members of the Board or Committee.

Section 4 **Presiding**

At the monthly and all other meetings of the Board and Executive Committee, the Chair shall preside, and in the absence of the Chair, the Vice Chair will preside. Any action required to be taken at a meeting of the Board or Executive Committee, or any action which may be taken at such a meeting, may be taken without a meeting is a consent in writing setting forth the action so taken shall be signed by all the Directors or Executive Committee.

Section 5 **Remote Meetings**

Directors may attend meetings remotely via video conferencing, the internet, or other suitable technology. Directors attending the meeting remotely shall arrange for such technology system at their cost and responsibility. Any Director attending a meeting remotely shall be counted as present for purposes of quorum and voting.

ARTICLE VII

Officers

Section 1 Officers

The officers of this association shall consist of a Chair of the Board, Vice-Chair of the Board, Secretary and Treasurer, each of whom shall be elected for a term of three years or until his/her successor is installed by the Board of Directors as provided hereinafter.

Section 2 Limits

No officer shall be eligible for re-election to the same position after having served two (2) consecutive terms in office until at least one year shall have expired after his/her last term of office.

Section 3 Nomination

At the October meeting of the Board, the Chair shall appoint a nominating committee consisting of three (3) members of the Board for one full year. This committee will then elect its own chair. This committee shall investigate the qualifications and availability of persons who might serve as officers and directors, and shall report its recommendations to the Board.

Section 4 Report of Nominating Committee

The report of the nominating committee shall be made in writing by the Committee Chair thereof or by a member acting in his/her behalf at his/her request at the times specified above in Section 3. Additional nominations may be made by any member of the Board of Directors, provided the consent of the nominee has been received. At the close of nominations, the officers and directors shall be elected by a majority vote of the Board of Directors at the monthly meeting in January. The officers and directors so elected shall take office at the February monthly meeting.

Section 5 Duties of Officers

Chair of the Board: The Chair of the Board shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair shall appoint standing committees and shall be, ex-officio, a member of each a member of each committee.

Vice Chair of the Board: In the event of the absence of the Chair of the Board, the Vice Chair of the Board shall assume the duties of the Chair with such particular assignments, if any, as shall be made by the Chair.

Secretary: The Secretary shall keep an accurate record of all proceedings of the Association, including the meetings of the Board of Directors and the Executive Committee, and shall have the responsibility for all official papers and record pertaining to that office, which shall be kept, however, on file at the main office of the YMCA of San Angelo. At the expiration of the term of office, the Secretary shall turn over to the successor all books, records, and other property of the Association in the Secretary's custody. The Secretary shall attend to such correspondence as may be necessary or desirable in connection with the office.

Treasurer: The Treasurer shall keep an accurate record of all monies received and disbursed by the Association, which records, however, shall be kept on file at the main office of the YMCA of San Angelo. The Treasurer shall make monthly financial reports at the Board of Directors meetings and shall make a report of the annual audit to the Board of Directors.

Secretary/Treasurer: If in the opinion of the Board of Directors the best interests of the Association would be served by combining the responsibilities of the Secretary and Treasurer and with the consent of the officer designated to fulfill that role, the combination of those roles in one individual may be made.

Section 6 Removal

Any Officer of the Board may be removed by the Board of Directors as provided in Section 7 of Article V. Any vacancy created by resignation or removal of an officer of the Board of Directors may be filled by the Board for the un-expired term of that officer.

ARTICLE VIII Committees

Section 1 Establishment of Committees

Except as otherwise provided herein, the Chair shall have the authority and duty to appoint members to the committees. Unless otherwise provided herein, the membership of said committees may be constituted by persons other than members of the Board of Directors.

Section 2 Composition

Standing Committees to be appointed by and (with the exception of the Executive Committee) with at least two (2) members of the Board of Directors shall be:

Executive Committee: Shall be constituted and have such duties as provided in Article V, Section 8.

Long Range Planning Committee: Shall be responsible for establishing the long range goals of the Association and developing the resources to achieve those goals. The CEO of the YMCA of San Angelo will be a member of that committee.

Finance Committee: Shall undertake, and working with the CEO and staff, be responsible for seeking and obtaining funds for the operation and expansion of the Association. The CEO and Treasurer will be members of this committee. In addition, if the Treasurer so requests, this committee can assist him/her in the fulfillment of duties.

Building and Grounds Committee: Shall undertake an annual review of all buildings, grounds, and major capital assets of the Association together with the CEO and Facilities Manager to ensure the proper safety, maintenance, security, and environmental conditions are maintained and make recommendations as needed.

In the event that expansion of the physical plant or major modifications of the existing plant are contemplated or in progress, this committee shall monitor, with the CEO and appropriate staff, shall provide continuing oversight and report to the Board their findings at each meeting for the duration of the project(s).

Nominating Committee: Shall be constituted and act in accordance with Section 3 of Article VII of these Bylaws.

Section 3 Other Committees

Ad hoc committees shall be appointed as needed by the Chair of the Board, CEO or the chairs of standing committees.

Section 4 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 IX
Financial Matters

Section 1
Deposits and Debt

No funds of the YMCA of San Angelo shall be deposited in any name except that of the association, and no funds of the association shall be invested without the authority of the Board of Directors. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness at or over \$5000 of an unbudgeted expense, issued in the name of the association shall have two (2) signatures of any of the following individuals: Treasurer, Chair, Vice-Chair or CEO. Amounts of less than \$5000 will require only one signature of the above named individuals.

Section 2
Fiscal Year

The fiscal year of the Association shall begin on the first of January and end on the thirty-first of December of each year. The books of the YMCA of San Angelo shall be balanced and audited as of December 31 of each year by a Certified Public Accountant (CPA).

Section 3
Income Distribution

No part of the income of the Association shall ever be distributable to its Directors or officers.

Section 4
Gifts Bequest

The Board of Directors may accept on behalf of the YMCA of San Angelo any contribution, gift, bequest or device for the general purposes of the association or for any special purpose. However, no gift to the YMCA of San Angelo which restricts its disposition by the association may be accepted without the approval of the Board of Directors, and, as a statement of general policy, no gifts shall be accepted by the YMCA of San Angelo which limit their subsequent disposition, sale or liquidation by the association.

Section 5
No Profit Payment

The YMCA of San Angelo shall never pay any dividends or profits to anyone, and no part of the net earnings or assets of this organization shall inure to the benefit of any private individual, but all funds derived from same shall be used for charitable, literary or educational purposes.

Section 6
Invested Funds

The YMCA of San Angelo *may* establish a permanent Endowment Fund to be administered and invested by and at the direction of the Board of Directors. Only income from the Endowment Fund may be expended by the association, and it shall be used as directed by the Board of Directors. The disposition, management, spending guidelines and any alterations to the Endowment Fund will comply with the UNIFORM PRUDENT MANAGEMENT OF INVESTMENT FUNDS ACT, as adopted by the state of Texas on September 1, 2007. The YMCA of San Angelo will continue to comply with this act and any subsequent amendments or replacement, and should the latter occur, we will make appropriate changes guided by legal counsel to ensure that we remain in compliance with state and federal law.

Section 7

Budget and Reserve

The proposed annual budget for the Association shall contain a provision for a reserve budget of three (3) month's operating expenses based on the average monthly operating expense for the immediately preceding year. Such reserve shall be maintained at such level, and if it should fall below the required amount, it shall be restored at at least \$10,000 per year. No part of the reserve fund may be expended without the approval in advance of a majority of the Board of Directors.

Each annual budget shall be a balanced budget, so that there are no budgeted deficits, unless approved by a two-thirds majority vote of the Board of Directors. The proposed annual budget and the past year's budget and a financial history of the last five years shall be given to each Director of the Association at the February Board meeting, at which meeting the budget will be reviewed and an annual budget shall be adopted by the Board of Directors.

ARTICLE X

Indemnification

Section 1

Insurance

The Board of Directors shall authorize the purchase of insurance on behalf of any director, officer, employee, volunteer or other agent against liability incurred by him or her which arises out of the person's connection with the YMCA of San Angelo.

Section 2

Indemnity

Unless otherwise prohibited by law, the YMCA of San Angelo will indemnify any former or current director or officer and may indemnify any employee or volunteer against expenses and liabilities incurred by him/her in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being a director, officer, employee, or volunteer

with and acting on behalf of the YMCA of San Angelo. Notwithstanding, there shall be NO indemnification for gross negligence or criminal misconduct.

ARTICLE XI

Conflict of Interest

Section 1 Purpose

All Board members shall enforce and comply with the YMCA of San Angelo'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 XII

YMCA Change of Status

Section 1 Merger

Decisions on whether the YMCA of San Angelo shall merge with other entities requires a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the laws of the state of Texas governing non-profit, charitable organizations.

Section 2 Bankruptcy

Decisions on whether the YMCA of San Angelo shall dissolve require a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the laws of the state of Texas governing non-profit, charitable organizations.

Section 3 Asset Distribution

Should the YMCA of San Angelo dissolve, the Board of Directors shall, after payment of corporate liabilities, ensure that all of the remaining property and assets 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 Directors, Officers, employees, agents, volunteers, or any other private person. The recipient(s) should serve substantially the same community and qualify as exempt organizations under Section 501 (c)(3) of the IRS Code (or the corresponding provision of any future IRS Code or law) and also pursuant to the then applicable state of Texas statutes governing not-for-profit organizations. Any such assets not so disposed of shall be disposed of by the proper court 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 XIII

Parliamentary Authority and Amendments

Section 1 Refer

The rules contained in Robert's Rules of Order Revised shall govern this association in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and constitution of this association.

Section 2 To Amend

These Bylaws and the Constitution of the YMCA of San Angelo may be amended by a two-thirds vote of the Board of Directors at which a quorum is present.

ARTICLE XIV

Force and Effect

Section 1 Definition

These Bylaws are subject to the provisions of the state of Texas corporate laws for non-profit organizations and the articles of incorporation of the YMCA of San Angelo as they may be amended from time to time.