

*BY LAWS  
OF THE  
YOUNG MEN'S CHRISTIAN ASSOCIATION of KOKOMO*

Article I  
Name

The name of the Association shall be the Young Men's Christian Association of Kokomo, Indiana (hereinafter "Association").

Article II  
Mission

The Association's Mission is to put Christian principles into practice through programs that build healthy spirit, mind, and body for all.

Article III  
Purpose

**Section 1.** The Association is a nonprofit, 501(c)(3) charitable organization chartered under the non-profit corporation laws of Indiana on a directorship basis for the purpose of strengthening community through its focus on youth development, healthy living, and social responsibility.

**Section 2.** The Association 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 corporation requirements of the State of Indiana. The Association shall ensure that its earnings inure to the benefit of the Association and do not inure to the benefit of any other entity or individual. The Association shall refrain from participating in political campaigns or partisan politics.

**Section 3.** The Association shall be affiliated with other Associations through membership in the Indiana State Association and in the National Council of the Young Men's Christian Associations of the United States of America (hereinafter "National Council").

**Section 4.** The Association hereby accepts the Constitution and Bylaws of the National Council and shall report annually to the National Council and the State or Area Organization concerning such matters as the National Council may specify.

Article IV  
Membership

**Section 1.** Nonvoting membership in the Association is open to all individuals or families regardless of race, creed, sex, age or national origin. Directors of the Board of Directors of the Association shall constitute the only voting membership of the Association and hereby are authorized with the power to vote for directors of the Board of Directors of the Association in accordance with the provisions of Article VI of these Bylaws and state law governing directorship basis nonprofit corporations. The Association welcomes all members of the public to join, support, and volunteer at the Association.

**Section 2.** Membership conditions, classifications, and fees will be established with the approval of the Board of Directors. Fees will be established on principles that take into consideration the community needs for sound services and ability to support the cost of those services.

**Section 3.** Membership of this Association is deemed to be a privilege and not a right, and all members are required to adhere to the principles and policies of this Association. The Association reserves the right to conduct a background check on any member applicant or member and refuse or revoke membership if the individual is found to be a registered sex offender or otherwise has engaged in activities inconsistent with the standards, principles, policies, or purposes of the Association. Any individual's nonvoting membership or access to Association facilities or programs can be denied or revoked when the executive director, in his or her sole discretion, concludes that a member has failed to live up to the standards, principles, policies, or purposes of this Association or has failed to pay all required fees as established by board policy.

Article V  
Fiscal Year

The fiscal year of the Association will be on a calendar year basis, from January 1st through December 31st.

Article VI  
Management by Volunteer Board of Directors

**Section 1. Board of Directors.** The Association will be governed by the Board of Directors as established under this Article VI of these Bylaws.

**A. Number of Directors.** The management of the Association shall be vested in a volunteer Board of Directors of not less than twelve (12) nor more than eighteen (18) persons. The Association will endeavor to have a board that is

diverse, reflective of the community, and that possess the necessary skill sets to assure that the Association can effectively meet community needs.

**B. Powers of Directors.** The affairs of the Association shall be governed by the Board of Directors, which may exercise all of the powers of the Association and do all such lawful acts as are not in conflict with relevant law, the Articles of Incorporation, or these Bylaws (i) by a majority vote of the directors present in person or by telephone or other similar means at a meeting of the Board of Directors duly convened and at which there is a quorum present, except as otherwise set forth in this paragraph regarding the sale or mortgage of real property or the repeal or amendment of these Bylaws under Article XIV, or (ii) by unanimous written consent of the Board of Directors. The powers of the Board of Directors include the power to acquire for and on behalf of the Association such real and personal property as the Association may need for its purpose, and the Association may, by and through its Board of Directors, sell the same, and may borrow money and issue its promissory notes or bonds for the repayment thereof, with interest, and may mortgage its real and/or personal property as security for its debts or other lawful engagements; provided, however, that no real estate of the Association will be sold or mortgaged unless the same will have first been authorized by resolution approved by two-thirds (2/3) of all of the Board of Directors at a meeting of the board, provided each director shall have been notified by written notice of such proposed action at least ten (10) days prior to the day of such meeting.

**C. Duties and Compensation.** Members of the Board of Directors owe a legal fiduciary duty to the Association and shall act only in the Association's best interests. 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. No board member shall accept, directly or indirectly, compensation for duties performed as a Board Member. However, reasonable expenses incurred pursuant to board direction shall be reimbursed if authorized by the board.

**D. Election of Directors.** Directors shall be chosen annually by majority vote of the sitting Board of Directors at the annual meeting of the board at a time and place fixed by the Board of Directors consistent with these Bylaws.

**E. Nominations.** The Governance Committee established by the Board of Directors shall submit names to the Board of Directors of persons to be voted upon not less than ten (10) days before the annual meeting.

**F. Term of Office.** Directors shall hold office for three years, or until their successors are elected unless, prior to that time, they 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.

**G. Term Limits.** No director shall serve more than four (4) 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 four consecutive three-year terms. Notwithstanding the foregoing, a board member serving in a role of significant importance to the Association, such as chairperson of a capital campaign, may be elected to serve on an annual basis without term limit; provided, however, that there can be no more than one director serving an annual term at any one time.

**H. Removal from Office.** A director may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors at a properly constituted meeting. Election or appointment of a board member shall not itself create any contractual rights as a director.

**I. Resignation from Office.** A director may resign at any time by giving written notice to the president or his/her designee. Any such resignation shall be effective upon submission or at a time specified in the notice of resignation.

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

**K. 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 2. Meetings.**

**A. Regular and Special Meetings.** The Board of Directors shall hold a minimum of ten regular meetings per year at times to be fixed by it. The Board of Directors may hold its meetings in such place or places as the directors may determine by resolution, provided each director is provided with at least three (3) days prior written notice of the time and place of the meeting. Individuals who are not directors of the board shall attend board meetings by permission of the board only. A majority of the directors shall constitute a quorum of the board and may be established by personal presence or participation in the meeting via telephone. Special meetings of the board may be called by the president or by any five (5) directors of the board. Notice of any special meeting of the board shall be provided to each director of the board at least five (5) days prior to the date of such meeting. At each meeting of the board, time shall be reserved for an executive session of the directors of the board that does not include the executive director, staff, or public.

**B. Annual Meeting.** The annual meeting of the Board of Directors of the Association shall be held on a date within 120 days after the close of the fiscal

year of the Association as determined by the board. Written notice of the time, place, and purpose of the annual meeting shall be given not less than ten (10), nor more than sixty (60), days before the date of the meeting to each director.

**C. 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 the individual's address (or by facsimile number or e-mail address) as it appears on the records of the Association. 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 that 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.

**D. 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.

**E. Quorum.** At any meeting of the directors of the Association, 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.

**F. Vote.** Every director shall be entitled to one vote. Voting by proxy is not permissible. Unless otherwise provided in these Bylaws, a vote of the majority of the board at a duly convened meeting where a quorum is present shall be binding.

**G. Attendance Policy.** The Board of Directors is an active, working board and attendance, absent an excuse accepted by the board, is mandatory. Three unexcused absences from board meetings and/or committee meetings within six months will entitle the board to remove such director or officer from the board and/or committee.

**H. Meetings by Teleconference.** 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.

**I. 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 of the board may be taken without a meeting if, before or after the action, all members of the board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

**J. Executive Director Attendance at Board Meetings.** The executive director shall attend all board meetings, but be excused from the executive session portion of the board meeting. However, the executive director 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 executive director compensation.

## Article VII.

### Officers of the Board of Directors

**Section 1. Officers.** The officers of the Association shall be the chief volunteer officer (hereinafter “president”), vice president, recording secretary, and treasurer. The board may appoint such other assistant officers as it deems necessary, and such officers shall serve at the pleasure of the board and have the authority prescribed by the board.

**Section 2. Election, Progression, and Terms of Office.** For purposes of continuity and succession planning, officers shall progress through the aforementioned officer positions in the following order: Secretary, Treasurer, Vice President, and President. A new Secretary shall be elected by the Board every two years and officers progressing to the next position shall be confirmed by the Board. Officers shall hold a two-year term of office in their respective position or until his/her successor is elected and qualified. Should an officer be removed or resign from their position prior to the expiration of the two-year term pursuant to Article VI, Sections 4 and 5 below, the Board shall elect an interim officer to hold said position for the duration of the two-year term pursuant to Article VI, Section 6 below. The interim officer should have prior knowledge and experience as an Association officer.

### **Section 3. Duties of Officers and Executive Director.**

**A. President of the Board.** The president shall preside at all meetings of the Board of Directors and Executive Committee and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**B. Vice President.** Upon approval of the board, a vice president shall act in the absence or disability of the president. Vice presidents shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the president.

**C. Secretary.** The secretary, together with the president or vice president, 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 Board of Directors. The secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**D. Treasurer.** The treasurer shall oversee the fiscal affairs of the Association. The treasurer shall cause all funds of the Association to be deposited in the name of the Association. All checks upon bank accounts of the Association 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.

**E. Executive Director.** The board shall employ a chief executive officer with the title of “executive director” 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 executive director shall manage the day to day activities of the Association, including but not limited to (i) establishing procedures to carry out all board policies, (ii) supervising directly or indirectly all employees and volunteers of the Association staff, (iii) employing staff members in accordance with board policy, (iv) reporting to the Board of Directors on all matters affecting the Association, and (v) performing such other duties as are assigned by the Board of Directors. The executive director will be an ex-officio member of all committees of the board and of the Association and will attend board and committee meetings and make monthly reports to the Board of Directors. The board shall annually review the performance of the executive director against measurable goals and outcomes.

**Section 4. Removal from Office.** An officer may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors at a properly constituted meeting. An assistant officer may be removed from office, with or without cause, by a majority vote of the Board of Directors. Election or appointment of an officer shall not itself create any contractual rights.

**Section 5. Resignation from Office.** Any officer or assistant officer may resign at any time by giving written notice to the president or the president’s designee. Any such resignation shall take place at the time specified therein.

**Section 6. Vacancies.** The Board of Directors shall have the power to fill any unexpired officer or assistant officer terms occurring between annual elections.

Article VII  
Committees of the Board of Directors

**Section 1. Committees.**

**A. Executive Committee.** The Executive Committee shall consist of the Board Officers and Immediate Past President. The committee shall consider and make recommendations to the executive director and the Board of Directors regarding the Association's operations and shall perform such additional duties as may be prescribed from time to time by the Board of Directors.

**B. Governance/Human Resources Committee.** The Governance/Human Resources Committee shall consist of at least three directors of the board, one of whom shall be the vice-president. The board shall appoint the remaining members of the committee. The committee shall (i) consider and make recommendations to the Board of Directors concerning the number and accountability of board committees, committee assignments, committee charters, and committee membership rotation practices; (ii) establish qualifications, desired backgrounds and selection criteria for nominees to the Board of Directors consistent with the purposes of the Association; (iii) recommend nominees for board membership; (iv) recommend continuing education activities for directors; (v) on an annual basis, conduct an evaluation of the effectiveness of the Board of Directors and the effectiveness of overall governance practices and guidelines; and (vi) perform such additional duties as may be prescribed from time to time by the Board of Directors.

**C. Finance Committee.** The Finance Committee shall consist of at least three directors of the board, one of whom shall be the treasurer. The board shall appoint the remaining members of the committee. The committee shall (i) provide oversight and guidance for all financial areas of the Association; (ii) monitor and suggest answers to financial issues and maintain financial controls; (iii) provide structure to the Association's accounts including mission reserves, bond, money markets, savings and operating accounts; and (iv) monitor monthly financials.

**D. Mission Advancement Committee.** The Mission Advancement Committee shall consist of at least three directors of the board, one of whom shall be the secretary. The board shall appoint the remaining members of the committee. The committee shall (i) identify leadership and provide direction for the Association's Annual Support Campaign; (ii) lead all local stewardship efforts, ensuring that active, localized, and personalized efforts are underway to thank donors for their contributions; and (iii) lead the board section of the annual campaign.

**E. Camp/Property Committee.** The Camp/Property Committee shall consist of at least three directors of the board. The committee shall (i) identify leadership

and provide direction for camp through needs assessment; (ii) lead needs assessment and planning for camp property; and (iii) provide guidance to staff for property maintenance and future needs.

**D. Other Committees and Task Forces.** In addition to the aforementioned Committees, the Board of Directors may establish one or more standing or special committees or advisory committees and may appoint the members and chairs of all committees and task forces. A list of all committees created by these Bylaws or the Board of Directors, their commissions, charts of work, and composition, shall be maintained with the records of the Association.

**Section 2. Authority of Committees.** Committees shall have such authority as is delegated to them by resolution of the Board of Directors, but no committee shall have authority to fill or create vacancies on the board, amend these Bylaws, approve mergers, dissolution, or make other material decisions on behalf of the Association. No committee has authority to amend or repeal any board resolution. No advisory committee and no task force shall have any authority to represent the Association, bind the Association, or otherwise manage any aspect of the affairs of the Association.

**Section 3. 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. Attendance is mandatory under Article VI, Section 2, Paragraph G (supra).

## Article VIII Limitation of Liability

**Section 1.** A volunteer director or an officer of the Association will not be personally liable to the Association or its members for monetary damages for a breach of the director's or officer's fiduciary duty arising under applicable law. This Article will limit the liability of any director or volunteer officer for action or failure to act to the fullest extent provided under state law, other than liability arising out of:

- (a) Financial benefits received by a director or volunteer officer to which he or she is not entitled; or
- (b) Intentional infliction of harm on the Association or members; or
- (c) Improper dividends or distributions to members or improper loans to a director, officer, or employee; or
- (d) Intentional criminal acts; or
- (e) The payment of court ordered expenses related to a derivative proceeding brought in bad faith.

**Section 2.** A volunteer director or officer of the Association will only be personally liable for monetary damages for a breach of fiduciary duty as a director or officer to the Association, or its members to the extent set forth in this Article VIII or under state law. Any repeal or modification of this Article VIII by the Association will not adversely affect

any right or protection of any volunteer director or officer of the Association existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

**Section 3.** The Association assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer if all of the following are met:

- (a) The volunteer was acting or reasonably believed he or she was acting within the scope of her or his authority; and
- (b) The volunteer was acting in good faith; and
- (c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct; and
- (d) The volunteer's conduct was not an intentional tort; and
- (e) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under state law.

## Article IX Indemnification

Unless otherwise prohibited by law, the Association 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 her or him in connection with any claim, action, suit, or proceeding to which she or he is made a party by reason of being a director, officer, employee, or volunteer acting on behalf of the Association.

Notwithstanding the foregoing, there shall be no indemnification for gross negligence or criminal conduct. The Association 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 him or her that arises out of the person's status with the YMCA.

## Article X Mergers

A decision on whether this Association shall merge with another entity requires a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the law of Indiana governing non-profit, charitable organizations.

Article XI  
Dissolution or Bankruptcy

A two-thirds vote of the Board of Directors shall be required to dissolve the Association or file for bankruptcy. Any such action shall be done in accordance with federal and state law.

Article XII  
Disposition of Assets

**Section 1.** Should the Association opt to dissolve, the remaining assets of the Association shall be transferred to the National Council of Young Men's Christian Associations of the United States of America (or other organization) to be used to fund one or more other corporations, societies, or organizations engaged in activities substantially similar to those of this Association, 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.

**Section 2.** Pursuant to state law, when a compromise or arrangement or a plan of reorganization of this Association is proposed between this Association and its creditors or any class of them, a court of equity jurisdiction within the state, on application of this Association or of a creditor of the Association, or an application of a receiver appointed for the Association, may order a meeting of the creditors or class of creditors to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this Association as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors and also on this Association.

Article XIII  
Conflict of Interest

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

Article XIV  
Amendment or Repeal of Bylaws

These Bylaws may be altered, amended, added to or repealed by a two-thirds vote of all the directors of the board, at any meeting of directors, provided that a written notice of the proposed change will have been given to each director at least ten (10) days prior to such meeting.

Article XV  
Force and Effect

These Bylaws are subject to the provisions of the Indiana Nonprofit Corporation law, as amended, and the Articles of Incorporation of the Association 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.

Article XVI  
Rules of Procedure

The Association shall use *Roberts Rules of Order* as its parliamentary guide and shall govern in accordance with these rules of order so long as they do not conflict with the provisions of these Bylaws or governing legal authority.