

Association Bylaws



For the sole use of the
YWCA Great Lakes Bay Region.

*Unauthorized reproduction is strictly
prohibited.*

Revised December 2019

Table of Contents

Article 1:	Name, Mission, Function
Article 2:	Voting Delegates to National Meetings
Article 3:	Non-member Participants
Article 4:	Qualifications for Directors, Officers, Association Nominating Committee and Standing Committees
Article 5:	Board of Directors
Article 6:	Directors' Meetings
Article 7:	Officers of the Associations
Article 8:	Nomination and Election Procedures
Article 9:	Committees of the Association
Article 10:	Staff of the Association
Article 11:	Contracts, Loans, Checks, and Deposits: Special Corporate Acts
Article 12:	Offsite Locations
Article 13:	Indemnification
Article 14:	Fiscal year
Article 15:	Rules of Order
Article 16:	General Amendments
Article 17:	Amendments Affecting Membership in the YWCA USA
Article 18:	Miscellaneous Provisions

Revisions

Amended December 2019

Amended November 2016 - 8.2 Duties

Amended September 2016 – 7.5 Quorum & 6.5 Removal

Amended October 8, 2015

Amended September 19, 2010

Effective February 27, 2008

ARTICLE 1 - Name, Mission, and Function

1.1 Name.

The YWCA Great Lakes Bay Region (hereinafter referred to as “the Association”), is a member of the Young Women’s Christian Association of the United States of America, Inc. (“YWCA USA”) and maintains that membership in accordance with the bylaws of the YWCA USA.

1.2 Mission.

The Association unites in the following statement of Mission (“the Mission”): The YWCA Great Lakes Bay Region is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom and dignity for all.

1.3 Organization.

- A. The Association is a charitable organization and at all times and within such purposes shall operate exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. The Association is a non-profit, Directorship Corporation. The Association may not take any action prohibited by the laws of Michigan. The Association may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Incorporation and these Bylaws. The Association may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and the related regulations, rulings, and procedures.

ARTICLE 2 – Voting Delegates to National Meetings

2.1 Qualification.

Voting delegates to meetings of the YWCA USA shall be Members who have consented to individual acceptance of responsibility to further the achievement of the Mission of the Association.

2.2 Selection.

The Board of Directors shall appoint two voting delegates to meeting of the YWCA USA in accordance with the provisions of the Bylaws of the YWCA USA, as applicable. At least one (1) of the voting delegates to the YWCA USA must be a volunteer.

2.3 Salaries and Expenses.

The voting delegates to the meetings for the YWCA USA shall not receive a salary or other compensation, but shall be entitled to reimbursement of reasonable expenses for travel.

ARTICLE 3 - Non-Member Participants

3.1 Participants.

Girls aged less than 12 years and all men and boys may participate in YWCA programs as YWCA associates, in which case they are not considered members of the YWCA. They may pay registration fees as determined by the YWCA Board of Directors.

ARTICLE 4 – Qualifications for Directors, Officers, Association Nominating Committee and Standing Committees

4.1 Qualifications.

Directors, Officers and individuals serving on the standing committees shall accept responsibility to further the achievement of the Mission of the Association. Directors must provide meaningful service (meeting attendance, participation and/or financial support.) Special consideration will be given to an individual who has volunteered for the YWCA GLBR before applying to the Board of Directors.

ARTICLE 5 - Board of Directors

5.1 Number.

There shall be no fewer than 5 and not more than 20 Directors of the Association.

5.2 Responsibilities.

As the leaders of the Association, the Board of Directors is responsible for:

- A. Determining and approving the Association's overall direction, key aims, and policies that ensure alignment with and the ability to forward the YWCA Mission.
- B. Monitoring the organization's overall fiscal, programmatic operations, and public relations status to ensure alignment with and the ability to forward the YWCA Mission.
- C. Sustaining membership in the YWCA USA by ensuring ongoing compliance with current membership affiliation requirements.

5.3 Nominations.

Procedures for nomination of Directors, as established in Articles 10 of these Bylaws, shall assure a Board of Directors that is representative of the community.

5.4 Election, Term of Office, Vacancies.

One-third (1/3) of the entire number of the Board of Directors may be elected annually by the Board of Directors from candidates nominated by the Board Governance Committee according to provisions in Article 8 of these bylaws.

- A. Term of Office. Each Director's term of office shall be three (3) years. Each Director shall serve until her term expires and her successor is elected and qualified, or until her earlier resignation or removal. The date of the Board meeting subsequent to the election shall be the date on which the term of office begins and expires.
- B. No Director may serve more than three (3) full terms in succession unless exception is made according to the following provisions:
 - a. When a re-nomination to the Board of Directors is requested by the Board Governance Committee in order that the Director serving three (3) full terms previously may be nominated as Chair of the Association;
 - b. To extend the term of a Chair by nominating her to fill a vacancy for not more than three (3) years of an unexpired term when unusual circumstances require continuity in the office of Board Chair.

- C. Vacancies. The Board will fill any vacancies occurring in the interim between annual elections from nominations made by the Association Board Governance Committee. The person appointed to fill such a vacancy shall serve the remainder of the term and then be eligible for nomination and election for three (3) succeeding full terms.

5.5 Removal.

Any Director may be removed by the act of a majority vote of the Directors present at a meeting at which a quorum is present, with or without cause. In addition, the Board of Directors may remove a Director who is absent from two (2) consecutive Directors meetings by majority vote of the Directors present at a Directors meeting when a quorum exists. A Director may also be removed who has three unexcused absences within one year. When a Director is removed, her successor shall be elected or appointed according to Section 5.4 above to complete the term of her predecessor.

5.6 Conflict of Interest.

No Director will vote on any matter in which, to her knowledge, the Director, a member of the Director's immediate family or life partner, or an organization in which the Director is serving as an officer, trustee, partner, employee, or independent contractor has a direct or indirect conflict of interest as defined by the policies of the Association. A Director will disclose fully to the Board the nature of any potential conflict of interest. Her failure to do so will be cause for immediate removal from the Board of Directors. A Conflict of Interest policy is signed by all Board members during the first meeting each year.

5.7 Salaries and Expenses.

No Director shall receive a salary or other compensation by reason of the fact that she is a Director, but shall be entitled to reimbursement of reasonable expenses for travel.

5.8 Resignations.

A Director may resign at any time through formal notice to the Board Chair. The Board Chair will notify the Board of the resignation. The resignation is effective upon its receipt by the Board Chair or a subsequent time as set forth in the notice of resignation.

5.9 Committees of the Board of Directors.

There shall be such standing and special committees of the Board of Directors as are required to carry on its work. All standing committees are established by the Board of Directors. The Board Chair of each standing committee of the Board of Directors shall be a Director.

ARTICLE 6 – Directors Meetings

6.1 Meetings.

- A. Annual Meeting. The annual meeting of the Directors may be held at such place, at such time as the Board of Directors may determine. The annual meeting may be for the purpose of

- a. receiving annual reports of the Board of Directors, Officers, and various committees;
 - b. receiving and approving financial statements showing the financial position of the Association as of the close of its most recent complete fiscal year and the results of operations during such year; and
 - c. transacting such other business as may come before the meeting.
- B. Other Regular Meetings. In addition to the annual meeting, the Directors may have such other regular meetings as may be established by resolution of the Board of Directors. Each regular meeting shall be held at such place as the Chair or the Board of Directors may specify.
- C. Special Meetings. Special meetings of the Board may be called by the Chair or Board of Directors at any time and place and shall be called within five (5) days of a request in writing from the Chair or one-third of the Directors, such request specifying the object of the special meeting. No other business shall be transacted.

6.2 Methods of Conducting a Meeting.

Directors may participate in a meeting via conference call or electronic meeting services, as long as the participating Directors can understand each other's communications.

6.3 Notice.

Notice by email of any Board meeting, regular or special, shall be sent to each Director at least five (5) business days in advance. Notice for a special meeting shall also include the purpose of such meeting. The Board of Directors shall direct the manner by which notice will be given.

6.4 Waiver of Notice.

Any Director may waive notice of any meeting by email by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.5 Quorum.

A majority of the Directors of the Association shall constitute a quorum at the meetings, but if less than a majority of the Directors present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.6 Voting Procedures.

All Directors shall be entitled to attend any meeting and shall be entitled to vote on such matters pertinent to the Association and subject to a vote of the Directors.

- A. Voting by proxy shall not be permitted. Other persons may be invited to attend such meetings, but such persons shall have no vote.
- B. Board of Director elections will be conducted via electronic ballot unless otherwise determined by the Directors who are eligible to vote.

- C. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any question presented to a meeting of the Directors at which a quorum is present shall be determined by a majority of those actually voting.

6.7 Manner of Action.

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE 7 - Officers of the Association

7.1 Officers.

The Officers of the Association shall be a Chair, Chair Elect, Secretary, and Treasurer. Additional Officers may be added if approved by a vote from the Board of Directors.

- A. The Board of Directors shall elect the Officers.
- B. The Board of Directors may elect one (1) or more additional Vice Chairs, Assistant Secretaries, and Assistant Treasurers, each of whom may be a Director, and may also appoint such other Officers, employees, and agents as they may deem necessary for the transaction of the business of the Association.

7.2 Duties.

- A. Chair: The Board Chair shall preside at all business meetings of the membership. She may appoint other Officers to preside over Board or other meetings as needed. The Board Chair runs the Governance committee.
- B. Chair Elect: The Chair Elect shall be responsible for major areas of the Association as determined by the organization's structure that is approved by the Board of Directors. The Chair Elect shall have all the powers, as designated, and perform all the duties of the Board Chair in her absence.
- C. Secretary: The Secretary of the Association shall serve as the Secretary of the board of directors' meetings. She shall see that members are properly notified according to procedures approved by the Board of Directors. She shall be responsible for keeping accurate minutes of such meetings, including a record of all actions taken. She may be assisted by recorders appointed by the Chair.
- D. Treasurer: The Treasurer shall ensure that the financial operations of the Association are managed effectively and efficiently, and that the funds of the Association are deposited in a bank designated by the Board of Directors. She shall see that an audit is conducted by a qualified auditor at the end of the fiscal year. She shall assure that a complete financial statement is presented at the Annual meeting of the Association. The Treasurer shall ensure that an annual audit is sent to the YWCA USA as required by the Bylaws of the YWCA USA. She shall provide all requested financial and statistical information requested by the YWCA of the USA. The Treasurer shall see that all financial obligations to the YWCA of the USA are paid at the time designated by the Board of Directors or the Finance Committee. The treasurer will serve on the finance committee.

7.3 Election.

The Board Governance Committee will present a slate of Officers for election by the Board. The Officers shall be elected by the Board of Directors at a last quarter board meeting. They shall serve for one (1) year or until their successors are elected, provided that they are still Directors. They may be re-elected for additional terms at the discretion of the Board.

7.4 Removal.

Any Officer elected or appointed by the Board of Directors may be removed by the act of a majority vote of the Directors present at a meeting at which a quorum is present, with or without cause.

7.5 Vacancies.

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

7.6 Salaries.

No Officer shall receive a salary from the Association by reason of the fact that she is an Officer of the Association.

7.7 Service in More Than One Office.

Any two (2) offices of the Association may be held by the same person but no Officer shall sign, acknowledge, or verify any instrument in more than one capacity.

ARTICLE 8 - Nomination and Election Procedures

8.1 Nomination.

The Board Governance Committee, in accordance with Section 9.1, shall present to the Board of Directors a roster, including nominees for Board of Directors, Officers, and the Board Governance Committee, in advance of the last regular meeting prior to the new fiscal year.
Election Methods.

- A. The Board of Directors shall be responsible for the voting and documentation of the election of the Board of Director roster, officers and Board Governance committee and meeting quorum requirement.

ARTICLE 9 - Committees of the Association

9.1 Board Standing Committees. Directors must serve on one committee.

- A. Board Governance Committee: The Board Governance Committee consists of the executive officers of the Board: The Chair, Chair Elect, Past Chair, Secretary, and Treasurer.
 - a. The Governance Committee plays several critical roles: making recommendations to the board in emergency situations, and serving as a communication link with other members of the board, especially the committee chairs.

- b. The Board Governance Committee is commissioned by and responsible to the Board of Directors to assume the primary responsibility for matters pertaining to Board of Directors recruitment, nominations, orientation, training, and evaluation in accordance with the by-laws of the organization as well as established policies and practices approved by the Board of Directors.
 - c. The Board Governance Committee monitors Board member attendance, and may make nominations for the Lorraine Patterson Award and other community sources of recognition.
- B. Program Committees: Program Committees are responsible for delivering programs that promote the YWCA's mission.
 - a. Advocacy Committee: The Advocacy Committee educates members and the community on critical issues affecting women and people of color and focuses its collective power in public policy and legislative forums. The Advocacy Committee, in consultation with the Board of Directors and Executive Director, will determine goals to increase awareness and understanding of the YWCA's mission, relevance in our community, and strategies for improving visibility of the association to maintain a leadership position in advancing the issues. The Advocacy Committee also advocates for the mission-related work to eliminate racism. The Advocacy Committee, in consultation with the Board of Directors and Executive Director, will determine goals to increase awareness and understanding of the YWCA's mission.
 - b. Fund Development Committee: The Fund Development Committee is commissioned by and responsible to the Board of Directors to assume two primary responsibilities. The first responsibility is to expand the regional understanding of the mission, programs and the organizational image of the YWCA Great Lakes Bay Region. The second is to set strategy, budget goals and raise non-grant funds to meet the needs of the organization. The Development Committee, in consultation with the Board of Directors, Finance Committee, Executive Director and Marketing Coordinator, will determine the fund development goals for the Development Committee.
 - c. Finance Committee: The Finance Committee is charged with the responsibility of overall financial management, oversight of the Corporation's auditing, accounting and financial reporting processes and shall be charged with the duty of reviewing the annual budget and presenting it to the Board of Directors for approval. The Committee shall make periodic reports to the Board of Directors concerning budget matters during each fiscal year. The Board of Directors, in consultation with the Finance Committee, Executive Director insure, (i) the integrity of the Corporation's financial statements, (ii) the Corporation's compliance with legal and regulatory requirements, (iii) the Corporation's systems of internal controls regarding finance, accounting, legal compliance and ethics.
 - d. Appointed Committees: The Chair shall have the authority to appoint special committees of the Association for specific studies, concerns, or events related to

the work of the Association when such responsibilities are not delegated to standing or special committees of the Board of Directors.

ARTICLE 10 - Staff of the Association

10.1 Employment.

All staff shall be employed according to personnel policies established by the Board of Directors.

10.2 Management.

The management of the Association shall be entrusted by the Board of Directors to the Executive Director and such other management staff as may be required. The Executive Director serves as an ex officio, non-voting member of the board.

ARTICLE 11 - Contracts, Loans, Checks, and Deposits; Special Corporate Acts

11.1 Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contracts, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Association. Such authority may be general or confined to specific instances but the appointment of any person other than an Officer to acknowledge an instrument required by law to be acknowledged should be made by an instrument in writing. When the Board of Directors authorizes the execution of a contract or any other instrument in the name of and on behalf of the Association, without specifying the executing Officers, the Chair or the Secretary may execute the same.

11.2 Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

11.3 Checks, Drafts, Etc.

All checks or other orders for the payment of money, issued in the name of the Association, shall be signed by the Executive Director or an Officer of the Association. Checks over \$2000 need two signatures: the signature of the Executive Director and the signature of an officer of the Association.

11.4 Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

11.5 Voting of Securities Owned by the Association.

Subject to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by the Association may be voted at any meeting or security holders of such other corporation by the Chair of the Association, or, in the

absence of the Chair, by the Treasurer of the Association; or in the absence of the Chair and Treasurer, by the Secretary of the Association. Such consent with respect to any shares or other securities issued by any other corporation and owned by the Association shall be executed in the name of the Association by the Chair, Treasurer, or Secretary of the Association without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature, or attestation by another Officer.

11.6 Contracts Between the Association and Related Persons.

Any contract or other transaction between the Association and one or more of its Directors, or between the Association and any firm or entity of which one (1) or more of the Association's Directors are Directors, Officers, partners, shareholders, or employees, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors participation in such action, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This section shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 12 - Off Site locations

12.1 Organization.

The Association may organize such branches as may be expedient for the development of the Association in certain geographic areas within the total community served by the Association.

12.2 Discontinuance.

The Association may discontinue any of the branches, provided the proposal has been referred to a Board of Directors meeting for discussion and consideration. Final decision and action shall be the responsibility of the Board of Directors.

ARTICLE 13 - Indemnification

13.1 Indemnification.

The Corporation shall indemnify its Directors and officers against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person served as a Director or officer of the Corporation, to the fullest extent provided by law.

- A. Authorization of Indemnification: Indemnification shall be made unless there is a determination that such officer or Director did not act in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation. Such determination shall be made:

- a. By a majority vote of a quorum of Directors who were not parties to such action or suit.
- b. If a quorum of disinterested Directors direct, by written opinion of legal counsel for the Corporation, or by other independent counsel.
- c.

13.2 Indemnification of Other Employees

Other employees, agents, or other non-Director or non-officer volunteers may be indemnified by the Corporation in accordance with the statutes and laws applicable to Michigan nonprofit corporations.

13.3 Liability Insurance.

The Association will maintain Director insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against her and incurred by her in any such capacity or arising out of her status as such, whether or not the Association would have the power to indemnify her against such liability under this Bylaw.

ARTICLE 14 - Fiscal Year

14.1 Fiscal Year.

The Fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE 15 - Rules of Order

15.1 Rules.

The proceedings of the Association shall be governed by Robert's Rules of Order, Newly Revised, except where these rules conflict with provisions of applicable law, these Bylaws, or any special rules of order the Association may adopt.

ARTICLE 16 - General Amendments

16.1 Bylaw Amendments. These Bylaws may be amended at any regular or special meeting of the membership, by the act of an affirmative majority vote of the Directors present at a meeting at which a quorum is present, that:

- A. The amendment does not relate to membership in the YWCA USA; and
- B. Notice of the meeting stating that a proposed Bylaw amendment will be considered and voted upon has been given to the Directors at least five (5) days prior to the meeting.

ARTICLE 17 - Amendments Affecting Membership in the YWCA USA

17.1 Transfer of Membership in the YWCA USA or Change in Form of Organization.

For any Bylaw amendment which would alter these Bylaws in such a way as to affect the Association's affiliation with the YWCA USA, the required procedures for general amendments must be met and, in addition, the amendment must be passed by the act of an affirmative majority of the Directors present at a meeting at which a quorum is present, at two (2) subsequent meetings of the membership.

17.2 Dissolution or Reorganization.

Any action to dissolve the Association or to reorganize it in a form which would not qualify for continued membership in the YWCA USA must be passed by the affirmative vote of the majority of the Directors present at a meeting at which a quorum is present, at two (2) successive membership meetings after the following requirements have been met:

- A. The proposal was approved by the Board of Directors after consultation with the YWCA USA staff;
- B. Written notice of the proposed action was sent to the voting Members at least two (2) weeks prior to each meeting at which such action was to be considered; and
- C. The notice of these meetings stated that the proposed action would be considered and voted upon.
- D. Disposition of Assets upon Dissolution.
 - a. Upon the dissolution of the YWCA Great Lakes Bay Region, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of its assets exclusively to fulfill the stated purposes of the Association.
 - b. Distribution shall create a designated fund at a local Community Foundation to continue to progress the YWCA mission in the local communities that the YWCA GLBR serves.
 - c. The Board of Directors, by the act of an affirmative majority of the Directors present at a meeting at which a quorum is present, will determine which, or all, Community Foundations at the time of dissolution.
 - d. Local Community Foundations must be qualified as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue law and qualified to receive.
 - e. Any assets not so disposed of shall be disposed of by the district court of the county in which the registered office of the Association is then located exclusively to fulfill the stated purposes of the Association as said court shall determine.
 - f. In no event shall any portion of the Association's assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the Association or any private person or individual.

ARTICLE 18 - Miscellaneous Provisions

18.1 Construction of Bylaws.

If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.