

Revised July 8, 2008

Board Chair Signature



**RESTATED BYLAWS OF
Battle Creek Family YMCA, INC.**

ARTICLE I

Name

The name of this Corporation shall be **Battle Creek Family YMCA Inc.**

ARTICLE II

Purpose/Mission

To put Christian Principles into practice through programs that build healthy spirit mind and body for all. The purpose of this Corporation shall be consistent with exemption from federal income tax under Section 501©3 of the Internal Revenue Code.

ARTICLE III

Source of Funds

The Corporation is to be financed by contributions from the community, program grants and sponsorships as well as fees paid by its members.

ARTICLE IV

Members

Any person of good moral character 16 years of age and older who respects the Corporation's purpose may become a member of this Corporation in accordance with such provisions as may be established by the Board of Directors.

ARTICLE V

SECTION 1 Organization

The Corporation is organized on a directorship basis and shall be administered by a Volunteer (non paid) Board of Directors.

SECTION 2 Directors & Meetings

- A) The Board of Directors shall be composed of a minimum of 9 persons and a maximum of 19 persons who are elected for a term of three years by the Board of Directors.
- B) No elected member of the Board of Directors shall serve more than two full terms in succession. A term consists of three years.
- C) A Director may resign by giving written notice of their resignation to the Board Chair or CEO. Removal will become effective after a majority vote of the Board of Directors.
- D) Any vacancy occurring in the interim shall be filled by the Board of Directors. A person elected to fill such a vacancy shall serve the remainder of the unexpired term and shall be eligible to serve two full terms thereafter.
- E) The Board Development Committee, in consultation with the Board Chair/CVO and Chief Executive Officer (CEO), shall annually nominate individuals to serve as Directors of the Corporation. The Board of Directors shall annually elect new Directors for those Directors whose terms have expired.
- F) The Board Development Committee, in consultation with the Board Chair/CVO and CEO, shall also prepare a single slate of officers for the Board of Directors. The outgoing Board Chair shall call to order the first meeting of the Board of Directors following the annual meeting and shall preside until the new officers are elected.
- G) The day and place of an annual meeting of the Board of Directors shall be designated by YMCA staff with consultation with the Board of Directors.
- H) The Board of Directors shall meet at least ten times (10) during the year; the dates to be designated by the Board of Directors and notice and participation thereof shall be by mail, e-mail, or telephone.
- I) Special meeting of the Board of Directors shall be called upon the request of the CEO and the Board Chair/CVO and/or two other Board of Directors members or upon the request of any five Board members. The notice of the meeting shall state the matters to be considered. Business other than specifically mentioned in the notice may be considered by unanimous consent of those present.
- J) The Board of Directors, upon recommendation of the Board Development Committee, may remove any Director who has been absent from at least three consecutive regularly scheduled meetings of the Board of Directors. Removal or assumed resignation of a Director may occur with absence from three consecutive Board meetings without a sufficient reason acceptable to the Board of Directors and/or there is consistent lack of participation in fulfilling the duties of a Board member.
- K) One Half plus one of the members of the Board of Directors shall constitute a quorum.
- L) The Board of Directors shall consist of a minimum of two thirds YMCA members in good standing of which not less than one third are males and one third females.

- A) The officers of the Corporation shall be elected annually by the Board of Directors from within its own membership.
- B) The officers and their respective duties shall be as follows
- a. Chief Volunteer Officer/Board Chair (CVO): The CVO shall preside at all meetings of the Board of Directors and of the Officer's Committee of the Board. The CVO shall appoint, in consultation with the CEO and subject to the approval of the Board of Directors, chairpersons for all appointed committees. The CVO may serve a maximum term of two one year terms.
 - b. Board Vice Chair: The Vice Chair shall have all the powers and perform all of the duties of the Board Chair in the Board Chair's absence. The Vice Chair shall perform such additional duties as are delegated by the CVO and/or the Board of Directors. The expectation is that the Vice Chair will replace the CVO position when position is vacant.
2nd Vice Chair: The 2nd Vice Chair serves in the same capacity as the Vice Chair in the absence of the CVO and the Vice Chair. The expectation is that the 2nd Vice Chair will replace the Vice Chair when position is vacant. The Board Vice-Chair shall serve on the Board Development committee.
 - c. Secretary: The Secretary or appointee shall keep minutes of all meeting and keep a record of attendance.
 - d. Treasurer: The Treasurer shall have the charge of the funds of the Corporation. The Treasurer shall present to the Board of Directors a monthly report at each regular meeting and an annual report at the Annual meeting each year. At the close of the fiscal year, the Treasurer shall submit the books to a specified auditor approved by the Board of Directors for auditing.
 - e. Past Chief Volunteer Officer (Past CVO) – The Past CVO shall act in an advisory role to the CVO and the Board Officers.
 - f. Chief Executive Officer (CEO): The CEO, as the chief operations officer of the Corporation, shall be responsible for the execution and administration of the policies approved by the Board of Directors. The CEO shall attend and may participate in discussion at all meetings of the Board of Directors and of the Executive Committee, except when matters concerning the CEO's employment are under consideration. The CEO may attend and participate in all meetings of standing and special committees. As head of staff, the CEO is responsible for the leadership, supervision, and direction of the staff and for the YMCA operation. The employment and supervision of staff shall be the responsibility of the CEO.

ARTICLE VI

Committees

SECTION 1 Officer's Committee

The Officer's Committee shall consist of officers from the Board of Directors, the immediate past Board Chair/CVO, or an at large member appointed by the CEO from the Board of Directors, and the CEO as an ex-officio member. The Officer's Committee shall hold meetings at the call of the Board Chair/CVO or the CEO and two-thirds of the members of the Officer's Committee shall constitute a quorum.

The Officers as a leadership team shall meet monthly, or as specified within the leadership team, and have the specific duties of:

- Board development and governance,
- monitoring of Corporation financials,
- monitoring of Corporation strategic plan and direction,
- assigning of special ad-hoc committee work, and
- monitoring of CEO performance.

Any member of the Board of Directors may attend an Officer's meeting with notification made to the CEO.

In times of urgency or unanticipated and/or justifiable situations, the Officers shall have all of the powers of the Board of Directors only if all attempts (through general meeting, telephone, electronic mail, fax, etc.) to make contact with the full Board of Directors has repeatedly failed. Actions of the Officer's Committee must be reported to the Board of Directors at its next regular meeting.

SECTION 2 Board Development Committee

The Board Development Committee shall consist of at least four members of the Board of Directors and shall also include the CEO. The Board Development Committee shall be responsible:

- for nominating individuals to serve as Directors of the Corporation or recommending removal of Directors.
- annually presenting a slate of proposed officers to the Board of Directors.
- Board orientation and training
- Monitoring and upkeep of Board Bylaws.

SECTION 1 Special Ad-hoc Committees

Special Ad-hoc Committees shall be determined by the Board Officers and the CEO. Committees will meet on an as needed basis.

- A) The Chairperson of all committees shall be appointed from within the committee by the Board Chair/CVO in consultation with the CEO.
- B) Members of the committees established from within the Board of Directors, the YMCA membership or the greater community shall be appointed by the CVO from a list prepared by the established committee in consultation with the CEO, subject to the approval of the Officers.
- C) A committee shall meet as often as necessary to carry out its functions at the time and place set by the committee. A quorum shall comprise a majority (minimum 51%) of the members of the committee exclusive of ex officio members.

ARTICLE VII

Functions of Professional Staff

SECTION 1 Chief Executive Officer (CEO)

The CEO shall have the duties and responsibilities as set forth in Article V, Section 3, Paragraph B, Subparagraph g.

SECTION 2 Management Staff

Members of the management staff, under the direction of the CEO, shall be responsible for carrying out the objectives of the corporation through the specific functions assigned to them by the CEO and for relating their specialized work to the total program of the Corporation. They shall attend and may participate, without vote, in the meetings of all committees for which they carry professional responsibility and to which they are invited to attend.

SECTION 3 Limitation of Function

No staff member shall be eligible for election to membership on the Board of Directors or to any office or for any appointment to any of the committees provided for in the bylaws.

ARTICLE VIII Amendments

The Board of Directors may alter, amend, repeal or make additions to the Bylaws. YMCA Members (see article IV) may also alter, amend, repeal or make additions to the Bylaws through support (written signatures) of a minimum of 2% of the current membership.

ARTICLE IX Rules of Order

The proceedings of the Battle Creek Family YMCA shall be governed by Robert's Rules of Order, Revised; except where the same conflict with any provision of the bylaws.

ARTICLE X Non-discrimination

The Corporation accepts individuals of any race, color, national or ethnic origins for all the rights, privileges, programs and activities generally accorded or made available to individuals in the various programs. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its policies, programs, or employment practices.

ARTICLE XI Indemnification of Directors and Officers

This Corporation shall indemnify each person who at any time serves as a Director and/or Officer of the Corporation, and each such person shall be entitled to such indemnification without further action on his or her part, against all expenses, liability and loss, arising in any manner by reason of the fact that such person is or was a Director and/or Officer of the Corporation, or by reason of any acts of such person, or omissions of such person to act, as a Director and/or Officer of the Corporation, to the fullest extent permitted by any present or future provision of law, except indemnification shall not be made

for any such expense, liability or loss which is covered by or through collectible policies of insurance carried by or for the benefit of such person, or this Corporation or any other corporation or organization.

ARTICLE XII Dissolution

A vote on dissolution can only occur after special notice is generated to (all members) prior to any such vote, that a vote of dissolution will be entertained at a duly noticed meeting.

Following proper notice as above provided, this Corporation may be dissolved by the affirmative 90% vote of the membership at a regular or special Membership Meeting.

In the event of dissolution, all assets remaining after payment of all claims against the Corporation shall be distributed to such organizations as are qualified tax exempt under Section 501 (c) (3) of the Internal Revenue Code, as amended, as determined by the Board of Directors. The principle of the Endowment Fund at the Battle Creek Community Foundation shall remain with the Foundation in accordance with the initial agreement at the time of establishment or as amended.