

**By-Laws of the
Chapel Hill - Carrboro YMCA**
Revised October, 2010

Article I. Preamble

Section 1. The YMCA is universally regarded as being a worldwide fellowship of persons united by a common loyalty to the following purpose: to strengthen the spirit, mind and body of all people in this community through effective programs, strong leadership and healthy practices, based on Judeo-Christian principles. The YMCA shall be nondenominational and shall not discriminate on the basis of race, age, gender, color, religion, national origin, disability, marital status or affectional preference.

Article II. Name

Section 1. The name of this corporation shall be the Chapel Hill-Carrboro Young Men's Christian Association (YMCA).

Article III. Membership in National Council

Section 1. This corporation shall continuously maintain a membership in the National Council of Young Men's Christian Associations of the United States of America.

Article IV. Service Area

Section 1. The primary service area of this corporation shall include Chapel Hill, Carrboro and Orange County, North Carolina, and may encompass satellite locations in Chatham County, NC. The corporation shall work cooperatively with special constituency YMCAs in its service area.

Section 2. The service area shall not overlap with other YMCA service areas.

Article V. Membership

Section 1. MEMBERS. Any person who supports the purpose of the corporation may become a member, upon payment of appropriate fees, and shall be entitled to all benefits of membership as established by the Board of Directors. The following categories of membership are established:

- (a) Family Member. Any person within any one of the following definitions shall be a family member:
 - (1) One or two parents and all children whether or not living within the same household. The term "parent" is defined as a natural or adoptive parent or legal guardian. The term "children" is defined as any person under the age of 18, or a fulltime student up to age 22) who is a natural or legally adopted child or ward of a parent or any other person who may be claimed as a dependent of a parent under federal or state income tax laws.
 - (2) Two persons living within the same household in a marital relationship, and all children designated above in section 1 (a) (1).
 - (3) Two persons filing joint federal or state tax returns.

- (4) Domestic Partners: Two individuals who:
- a. Have reached the age of majority, and;
 - b. Live together in a long-term relationship of indefinite duration, with an exclusive mutual commitment in which the partners share the necessities of life, and;
 - c. Are financially interdependent, and;
 - d. Are not married to anyone else, and do not have another domestic partner, and;
 - e. Are not related by blood more closely than would bar their marriage in this state.
- (b) Adult Member. Any person 18 years of age or over, other than a family member.
- (c) Youth Member. Any person under the age of 18, other than a family member.
- (d) Sustaining member. Any person who makes a monetary contribution to the work of the corporation.

Section 2. VOTING MEMBERS. Any member 18 years of age or older shall be a voting member of this corporation and shall be entitled to cast one vote on any item of business that is brought before the members for consideration.

Section 3. MEMBERSHIP FEES. The Board of Directors may from time to time establish fees for membership in this corporation. Membership fees may be different for different categories of membership.

Section 4. CERTIFICATE OF MEMBERSHIP. Upon payment of required fees the Executive Director or designee shall issue to a new member a membership card, identifying and certifying them as a member of this corporation. The Executive Director shall maintain a listing of all members of the YMCA, including date of membership expiration. The Board of Directors may establish or delegate to the Executive Director the authority to establish standards of member conduct, as well as procedures to be followed regarding termination of membership and member rights of appeal.

Section 5. ANNUAL MEETING. An annual meeting of the voting members of the corporation shall be held on call of the Board of Directors. The date of such meeting shall be determined by the Board of Directors, provided that it must not be later than November 30 of any year.

Section 6. NOTICE OF MEETINGS. Notice of a meeting of the voting members of the corporation shall be posted in the corporation buildings and published as provided by law. Such notice shall be posted and published at least ten but not more than fifty days prior to the date scheduled for the meeting of the voting members.

Section 7. QUORUM. At a properly called meeting of the voting members of the corporation, the voting members present shall constitute a quorum.

Article VI. Management

Section 1. BOARD OF DIRECTORS AND POWERS. That Article VI, Section 1 of the Bylaws of the Chapel Hill-Carrboro YMCA be amended to reduce the minimum number of Board members from twenty (20) to fifteen (15), effective with the adoption of this amendment.

Section 2. EXECUTIVE COMMITTEE. The officers (as well as the immediate past President, if she or he so desires) and other Board members appointed by the President of the Board of Directors shall serve as the executive committee of the Board of Directors, with full power and authority to supervise and act upon all business requiring immediate attention during intervals

between the regular meetings of the Board of Directors. The President of the Board of Directors of the corporation shall also serve as chair of the executive committee.

Section 3. PROPERTY. The corporation, through its Board of Directors, may hold or dispose of such property, real or personal, as may be given, devised, or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire, and dispose of such property as may be necessary to carry out the purposes and program of the corporation.

Section 4. MEETINGS. The Board of Directors shall meet monthly or as otherwise agreed upon by the Board of Directors on the date determined by the President of the Board of Directors. Special meetings of the Board of Directors may be called by the President and shall be called upon written request of four directors. The call for a special meeting shall specify the purpose or object of the meeting. A quorum for these meetings is established as 50% + 1 of the directors.

Section 5. INFORMAL ACTION. Any action required to or which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (including email correspondence), setting forth the action so taken, shall be signed by 50% + 1 of the directors.

Section 6. COMMITTEES. The President of the Board of Directors shall have the power to appoint standing or special committees with appropriate task descriptions. All committees shall report their acts and proceedings to the Board of Directors.

Section 7. DEPARTMENTS AND BRANCHES. The Board of Directors shall have the power to establish or disband departments, operations, or branches of the corporation and may establish policies for their government and appoint and remove Boards of management for the same.

Section 8. FINANCIAL OPERATIONS. The Board of Directors shall have the authority to control and manage the property of the corporation, with power to borrow money for corporate purposes. The Board of Directors shall maintain fiduciary oversight for the financial operations of the corporation, including but not limited to approval of annual budgets, establishment of a fiscal year, review and revision of membership fees, and oversight of all capital expenditures. No officer or member of the Board has the right to obligate the corporation for any indebtedness not provided for in the budget, without specific authorization from the Board of Directors. The Board shall review the corporation's financial reports as presented to the Board in writing, and shall make annual financial reports to the membership at the annual meeting.

Section 9. COOPERATIVE RELATIONSHIPS. The Board of Directors shall have the power to enter into cooperative relationships with other agencies or organizations when in the judgment of the Board of Directors such a relationship is desirable for achieving the corporation's objectives, so long as it does not violate commitments, geographical or otherwise, of the National Council of YMCAs. In such cases the Board of Directors, or the Executive Director with authority from the Board of Directors, shall have the power to execute articles of agreement or contracts binding upon the corporation setting forth the rules governing any such cooperative relationship.

Section 10. RETIREMENT FROM THE BOARD. Members of the Board of Directors must retire from active membership on the Board for at least one year after serving two consecutive three-year terms.

Section 11. VACANCIES ON BOARD. The Board of Directors shall have the power to fill all vacancies occurring in their number between annual elections.

Section 12. CORPORATION DOCUMENTS. The Board of Directors shall have the responsibility to establish, maintain and review Corporation Bylaws and other corporate documents.

Section 13. TERM OF OFFICE. Members of the Board of Directors shall hold office for three years, starting on January 1 of the year following their election and ending on December 31 of the third year following their election, or until their successors shall have been elected and installed; provided, however, that the first term of any member who was appointed to fill a vacancy (as opposed to being elected) shall end when the three-year term of the person whose departure from the Board created the vacancy would have ended. Any first-term member of the Board (including one appointed to fill a vacancy) is eligible, if he or she so chooses, to serve an additional three-year term without having to be re-nominated and re-elected (or re-appointed, as the case may be). At a time not later than five days after the Board President appoints a Nominating Committee as specified below, each incumbent member of the Board in the last year or his or her first term shall notify the President and the Nominating Committee of his or her choice whether or not to serve an additional three-year term. To the maximum extent possible, the terms of Board members shall be staggered such that one-third of the Board membership will be new members as of January 1 of each year.

Article VII. Officers and Their Duties

Section 1. OFFICERS. The officers of this corporation shall be a President, President-Elect, Secretary, Treasurer, and other officers deemed necessary by the Board. All officers shall be elected by the Board and shall hold a 1-year term of office, beginning immediately upon election, and may be re-elected for a second term, or may serve until his or her successor is elected and installed.

Section 2. BOARD PRESIDENT. The President shall preside at all meetings of the Board of Directors, any Board-called meeting of the corporation, and at any other meeting of the officers, directors or corporate members. With the Secretary or Executive Director, he or she shall execute all legal papers, documents, or other instruments ordered to be executed by the Board of Directors. The President shall appoint all committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors. The President shall be a member ex officio of all committees of the corporation.

Section 3. PRESIDENT-ELECT. The President-Elect shall act in the absence or disability of the President.

Section 4. SECRETARY. The Secretary, together with the President or Executive Director, shall execute such legal papers, documents or instruments as authorized by the Board of Directors. The Secretary shall keep the minutes of all meetings of the members and of the Board of Directors.

Section 5. TREASURER. The Treasurer shall oversee the fiscal program of the corporation. He or she shall cause all funds of the corporation to be deposited in depositories in the name of the YMCA and approved by the Board of Directors. He or she shall see that an accurate record is kept of corporation funds and shall see that adequate monthly reports are made to the Board of Directors. All checks and instruments drawn upon bank accounts of the corporation shall be signed as directed by resolution of the Board of Directors. The Treasurer shall see that appropriate employees of the corporation are bonded and that an annual audit is made of all fiscal transactions by the corporation by a selected public accountant firm. The Treasurer of the corporation shall be the Treasurer of all the branches of the corporation.

Article VIII. Elections, Resignations or Removal

Section 1. WHO SHALL BE ELIGIBLE TO SERVE ON THE BOARD OF DIRECTORS: Members and non-members of the corporation may be nominated and elected to serve on the Board. No employees of the YMCA who are supervised, either directly or indirectly, by the Executive Director, may be nominated or elected to the Board of Directors. The Nominating Committee as set forth in

Section 3 below reserves the right to conduct criminal background checks on any or all applicants, and, on the basis of such findings, decline to present any or all applicants to the membership for election .

Section 2. ANNUAL ELECTION. The annual election of Directors shall be held between October 31st and November 30th of each year, at the annual meeting of the Association, at which time all members who meet the voting member standards will be eligible to cast one vote for each opening; however, each person eligible to vote may cast not more than one vote for any individual nominee, regardless of the total number of openings.

Section 3. NOMINATIONS: At a regular meeting of the Board of Directors, at least forty five days preceding the annual election of Directors, the Board President shall appoint a Nominating Committee of at least three, to nominate officers of the Board for the coming year, as well as to determine the number of openings to be filled on the Board of Directors and to nominate persons for election to the Board of Directors. This committee shall consist of at least two members of the Board of Directors whose terms of office continue into the next calendar year, or who are eligible and have made the choice to serve an additional three-year term without having to stand for election, and at least one additional member of the Association. The Nominating Committee shall include the President-Elect.

Section 4. ELECTIONS AND BOARD APPROVAL: At a regular meeting of the Board of Directors prior to the annual election, the Nominating Committee shall present for approval, a list of nominees for directors and officers of the Board, including the Committee's determination of the number of openings to be filled on the Board at the upcoming election. These officers shall be the President, President-Elect, Secretary and a Treasurer. To be eligible for nomination to serve as an officer, a person must currently be a member of the Board and either (a) have a term on the Board continuing into the next calendar year, or (b) be eligible and have made the choice to serve an additional three-year term without having to stand for election. In the usual course it is expected that the incumbent President-Elect, if willing and able to serve in higher office, will be nominated to the office of President if the incumbent President is not eligible or willing to serve an additional term.

At least twenty days prior to the annual election, the Nominating Committee shall post conspicuously at all branches of the Association, as well as on websites, a copy of this section of the By-laws, and an announcement of the number of openings to be filled on the Board of Directors, along with the names of the approved nominees to the Board of Directors. As an alternative procedure for nomination to the Board of Directors, twenty voting members of the Association may present in writing to the Nominating Committee, not later than ten days prior to the annual elections, the name of any voting member for nomination. Such names will be posted immediately by the Nominating Committee. No person shall be eligible for election as a director unless their name was submitted to or nominated by the Nominating Committee.

At a meeting of the Board of Directors following the annual meeting of the membership and prior to the end of the calendar year, the Board as then constituted shall elect a President, President-Elect, a Secretary, and a Treasurer. In the usual course it is expected that if the incumbent President is not eligible or willing to serve an additional term, the incumbent President-Elect will be elected to the office of President, having previously been so nominated by the Nominating Committee. To be eligible for election as an officer, a person must be a member of the Board of Directors as then constituted and also as it will be constituted after the start of the terms of newly elected Board members on the January 1 following the annual meeting. Officers elected shall be the officers of the Board and of the Association. They shall take office immediately following the adjournment of the meeting at which they are elected and shall have power to perform the duties stated herein.

The immediate past Board President may serve an additional year as a member of the Association Board of Directors and the Executive Committee even if that person's eligible service as a member

of the Board of Directors otherwise would have expired on the December 31 following the end of his Presidency. .

Section 5. RESIGNATIONS: Any officer or director may resign at any time by giving written notice to the President. Any such resignation shall take place at the time specified therein. Any officer or director whose status changes during his or her term of service in office in such a manner as to make him or her ineligible for election to said office shall be considered to have vacated his or her office as of the date that such status change occurs. Replacing any Board member following his/her resignation is left to the discretion of the Executive Committee.

Section 6. REMOVAL: Any officer or director may be removed by the vote of a majority of the members of the Board present at a properly constituted meeting (see Article VI, Section 4). Election or appointment of an officer or Board member shall not of itself create any contract rights.

Section 7. ATTENDANCE: The YMCA Board is an active, working board, and attendance, absent an excuse accepted by the Board, is mandatory. Three unexcused absences may entitle the Board to remove such member or officer from the Board.

Article IX. Conflicts of Interest

Section 1. Except as expressly approved in this document, no officer, director or employee of the corporation shall engage in a self-dealing transaction (one which is a transaction with the YMCA in which an officer, director or employee of the YMCA has a material financial interest, either directly or indirectly). The Board of Directors may approve a self-dealing transaction if the Board first determines that the transaction is in the best interest of, and is fair and reasonable to, the YMCA and, after reasonable investigation of the circumstances, determines that the YMCA could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board of Directors, acting in good faith, with knowledge of the material facts concerning the transaction and the officer, director or employee's interest in the transaction, and by a vote of the majority of the disinterested officers then in office.

Article X. Staff

Section 1. The Executive Director shall be the Chief Executive Officer of the corporation, and shall be employed by the Board of Directors after consultation with the Executive Officer of the YMCA Southeast Region with which this corporation is affiliated. He/she shall be the Executive Director of the corporation, and by virtue of office shall be a member of all committees of the Board and of the corporation.

Section 2. The Executive Director shall select, employ and supervise (directly or indirectly) all other members of the professional staff.

Section 3. The Executive Director shall be responsible for the supervision of the staff, and of the general program of the corporation, operating at all times within the general policies as determined by the Board of Directors. The Executive Director shall make such reports as may be required or requested by the Board, or by its President. .

Section 4: The Board President is responsible for conducting an annual performance evaluation of the Executive Director, and may enlist other members of the Board and/or Executive Committee to assist with this task. All performance evaluations shall be documented appropriately, and relevant paperwork filed in the personnel file of the Executive Director.

Article XI. Committees

Section 1. The President may appoint such committees from time to time as he or she deems appropriate. These committees shall serve for 1 year, or for such period as the President determines necessary.

Section 2. The standing committees of the corporation shall be determined by the Board and appointed by the President of the Board of Directors. Ad hoc committees with short-term or interim status may also be appointed by the President as needed.

Section 3. Committee chairs shall serve a 1 year term, and may be reappointed to a second year, but must retire from service as chair for at least one year after serving two consecutive one-year terms.

Article XII. Amendments

Section 1. WHO MAY AMEND. These by-laws may be amended by majority vote of the Board of Directors or by majority vote of the voting members present at any regularly constituted meeting of the voting members, with 30-day notice of proposed amendments having been given to the President of the Board of Directors. Notwithstanding the foregoing, any amendment enacted by vote of the members may not be amended by vote of the Board of Directors unless authorized by the members.

Section 2. PROCEDURE FOR AMENDMENT BY MEMBERS. Any amendment of these by-laws offered for consideration by the voting members of this corporation shall have been submitted to the Board of Directors, posted conspicuously in the corporation buildings, and the substance of the proposed amendment mailed to the voting members at least 30 days previous to the meeting at which the amendment will be considered.

Article XIII. Indemnification

Section 1. The policy of this association is to indemnify and hold harmless any officer, director, member of a branch Board of Managers, general office, and branch executive or other agent of the association, their personal representatives and heirs, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with actions taken on behalf of the corporation, if such person acted in good faith and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.

Article IX. Disposition of Assets

Section 1. Should this corporation opt to dissolve, the remaining assets of the corporation shall be transferred to National Council of Young Men's Christian Associations of the United States of America or to one or more other corporations, societies, or organizations engaged in activities substantially similar to those of this corporation, and as shall at the time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and also pursuant to the then applicable state statutes governing not-for-profit corporations.

Article X. Corporate Document

Section 1. Bylaws. These bylaws shall be considered to be public documents, and as such shall be made available to members and non-members of the corporation, upon request.

CERTIFICATION

I hereby certify that the attached is a true and correct copy of the by-laws of the
Chapel Hill-Carrboro YMCA.
980 Martin Luther King Jr Blvd, Chapel Hill, NC 27514

Dated this 27th day of October 2010

(Rich Dlesk, Board Chair)

Document History

Amended

August 2008

Election Process:

Amended

October, 2010

Management