

# AMENDED AND RESTATED BY-LAWS

## of the McGaw YMCA

### Article 1 – Name

The name of this Illinois not for profit corporation shall be “McGaw YMCA” referred to herein as the “Association” or the “McGaw YMCA.” The principal office of the Association is presently located in Evanston, Illinois.

### Article II – Mission

The mission of the McGaw YMCA is to cultivate the whole person, strengthen community, and provide equitable access to transformational experiences that uplift the mind, body, and spirit, provided that the McGaw YMCA shall have all powers and authority granted to a not for profit corporation organized pursuant to the Illinois General Not for Profit Corporation Act of 1986, or any successor law or statute (the “Illinois Act”).

### Article III – Membership

#### **Section 1. Eligibility for Membership.**

- A. The McGaw YMCA shall be a member association of the National Council of Young Men's Christian Associations of the United States of America (“National Council”) and participate in the national and international YMCA movement.
- B. The McGaw YMCA is committed to a culture of diversity and inclusion. All persons are welcome to become members of the McGaw YMCA. The Board of Directors may establish categories of membership as well criteria and fees for each category of membership.

#### **Section 2. Voting Rights of Members**

Members who are at least eighteen years old and in good standing shall be entitled to exercise one vote for each director up for election to the McGaw YMCA Board of Directors at the members’ annual meeting and except for voting to remove a director as described in Article IV, shall have no other vote in the governance of the organization. Votes may be cast in person at the members’ annual meeting or by electronic means specified by the Board of Directors.

**Section 3 Fee Assistance.** The Board of Directors may adopt policies to provide fee assistance policies for membership and programs, including waiver or reduction of fees.

**Section 4. Transfer of Membership.** Membership in the Association is not transferable or assignable from one individual to another.

**Section 5. Annual Meeting of Members and Notice Thereof.** There shall be an annual meeting of the voting members of the Association, held prior to the end of the fiscal year, for the purpose of reporting the work and affairs of the Association, for election of members to the Board of Directors, and for any other business as may be properly brought before the meeting. The date and place of the Annual Meeting shall be determined by resolution of the Board of Directors. Notice of the Annual Meeting shall be given to the membership at least thirty days in advance of the meeting by prominently posting on the premises of the McGaw YMCA.

**Section 6. Special Membership Meetings.** Meeting of the members may be called at any time by the Chair, the Board of Directors, or by petition signed by not less than ten percent of the Association's voting members and delivered to the President/CEO at the Association's principal office.

**Section 7. Notice of Special Membership Meetings.** Notice stating the place, day, hour, and purpose of special meetings shall be given to each member entitled to vote no less than five nor more than sixty days before the date of the meeting by prominently posting on the premises of the McGaw YMCA.

**Section 8. Quorum.** Twenty members represented in person or virtually shall constitute a quorum for the annual meeting or a special meeting of the members. A majority vote of members present will prevail unless a greater proportion is required by the Illinois Act, by the Articles of Incorporation of the Association, or by these by-laws. If a quorum is not present at any annual meeting or properly called special meeting of the members, a majority of the members present may adjourn the meeting to another time without further notice.

## **Article IV – Board of Directors**

**Section 1. Powers.** The Board of Directors is the sole governing authority of the Association and of the property of the Association. On behalf of the Association, the Board of Directors shall have the authority to select a Chief Executive Officer 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 board shall annually review the performance of the Chief Executive Officer against measurable goals and outcomes.

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

**Section 2. Composition and Qualifications.** The Board of Directors shall number at least twenty (20) and not more than twenty-five (25) directors. The Directors shall consist of officers elected pursuant to Article VI of these by-laws, and such other Directors as may be elected by the membership in accordance with Article VI. All Directors must be voting members of the Association in good standing within thirty days of their election or appointment to the Board and maintain their voting membership in the Association during their tenure on the Board. No person employed by the Association may serve on the Board of Directors. Directors may not receive salaries for their services. Directors may receive reimbursement for reasonable documented expenses incurred on behalf of the Association.

**Section 3. Term of Service.** No Director shall be elected by the membership to serve for more than two consecutive full three-year terms; provided, however, that upon completion of these two terms, an individual may be elected by the Board of Directors, pursuant to Article VI of these by-laws, to serve as an officer for one year, at a time, for up to four years, and shall, by virtue of such election as an officer, remain a Director.

**Section 4. Re-election to the Board.** A former Director may be re-elected to the Board after an interval of at least one full year following the conclusion of such former Director's most recently ended term as a Director.

**Section 5. Vacancies.** The Board of Directors shall have the power to fill all vacancies occurring in the Board. The person so appointed shall fill the vacancy for the remainder of the unexpired term.

**Section 6. Resignations.** Any Director may resign at any time by giving written notice to the Chair of the Board of Directors. The resignation notice should specify the effective date of the resignation, but acceptance of such resignation shall not be necessary to make it effective.

**Section 7. Regular Meetings.** The Board of Directors shall hold regular meetings at such place and at such time as may be designated by resolution of the Board of Directors.

**Section 8. Special Meetings.** Special meetings may be called by the Chair or, upon written request to the Chair, by five or more Directors. The object of a special meeting must be stated in the call, and no other business may be transacted. Upon a call for a special meeting, the Chair will schedule the time and location. Notice of the special meeting shall be delivered to each Director, either personally, electronically or by first-class mail.

**Section 9. Quorum.** One-half of the total number of Directors then in office shall constitute a quorum for conducting official business on behalf of the Association. Every director shall be entitled to one vote on all matters to be considered by the Board. Voting by proxy is not permissible. Unless otherwise provided in these

Bylaws, a vote of the majority of the Directors present at a duly convened meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by the Illinois Act or other applicable law, the Articles of Incorporation of the Association or these by-laws. If less than a quorum is present, a majority of those present may adjourn the meeting to another time without further notice.

**Section 10. Electronic Meetings.** The Board will allow Directors to participate and act at any meeting of the Board or its Committees through the use of a telephone or video conference, or other similar communications technology 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.

**Section 11. Removal of a Director.** A director may be removed from the Board, with or without cause, upon a two-thirds vote of the Directors present at a properly constituted meeting, and a two-thirds vote of the voting members present at a duly called meeting of the members. Election or appointment of a board member shall not itself create any contractual rights.

## **Article V – Officers**

**Section 1. Number.** The officers of the Board of Directors are the Chair, Vice Chair, Secretary, Treasurer, and such additional officers as the Board of Directors may elect. The officers of the Board also serve as officers of the Association and of the Board.

**Section 2. Terms of Officers.** Officers shall be nominated and elected in accordance with Article VI. Officers shall be elected for a one-year term or until their successors are duly elected and qualified. No person shall be elected to more than three successive terms in the same office.

**Section 3. Duties of the Chair.** The Chair shall have such responsibilities as customarily pertain to the office; shall appoint chairs and members of committees, unless otherwise stipulated in Article VII of these Bylaws; shall be a member ex-officio of all committees of the Board of Directors; shall have the power to sign on behalf of the Association and the Board all leases, contracts, and other legal documents which the Board of Directors has authorized to be executed or may designate another officer or staff member to sign such documents; and shall report regularly to the Board of Directors and to the membership at the Annual Meeting.

**Section 4. Duties of the Vice Chair.** In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and, when so acting, shall have the power of the Chair. The Vice Chair shall

perform such other duties as may be assigned by the Chair or the Board of Directors.

**Section 5. Duties of the Secretary.** The Secretary shall act as Secretary of the Board of Directors; shall give, or cause to be given, electronically or otherwise, notice of all meetings of the Board of Directors, unless notice thereof be waived, shall supervise the custody of all records and reports of the Board of Directors. The Secretary will serve on the Board Development/Nominating Committee. In addition, the Secretary shall be the custodian of the seal of the Association. The Secretary shall perform such other duties as assigned by the Chair or the Board of Directors.

**Section 6. Duties of the Treasurer.** The Treasurer shall have charge of the funds of the Association. The Treasurer shall report regularly to the Board of Directors and to the Association members at the Annual Meeting. The Treasurer shall serve as a member of the Business and Finance Committee and the Investment committee. The Treasurer shall perform such other duties as assigned by the Chair or the Board of Directors.

**Section 7. Resignation.** Any officer may resign at any time by giving written notice to the Chair of the Board of Directors; the acceptance of such resignation shall not be necessary to make it effective.

**Section 8. Removal.** Any officer may be removed by the Board of Directors, whenever, in its judgment, the best interests of the Association will be served thereby, by a two-thirds vote of the Directors present at a properly constituted meeting.

**Section 9. Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired term.

## **Article VI – Nomination and Election**

### **Section 1. Nomination and Election of Members to the Board of Directors.**

- A. The Board Development/Nominating Committee shall seek nominees and interview and secure the consent of each nominee for Board membership. Opportunity shall be given to the Association membership to suggest potential nominees for Board membership to the Board Development/Nominating Committee.
- B. The Board shall prepare a slate of nominees to be considered for election by the Membership at the annual meeting. Notice of their nomination shall be given to the members at least thirty days before the Annual Meeting by prominently posting on the premises of the McGaw YMCA. All Members in good standing and in attendance shall be entitled to vote. Election of the slate of Directors shall be by voice vote.

**Section 2. Nomination and Election of Officers.**

- A. The Board Development/Nominating Committee shall seek the names of nominees who are currently members of the Board of Directors and interview and secure the consent of each nominee for an officer position prior to presentation for election. The Committee shall present a slate of officers to the Board Chair who shall have the slate of nominations delivered personally, electronically, or by first class mail to the members of the Board at least forty-five days before the Annual Meeting.
- B. Election of officers shall be held at least 30 days prior to the close of the fiscal year at a regular or special meeting of the Board of Directors. The slate of officers shall be elected by the affirmative vote of a simple majority of those Directors in attendance when a quorum is present. In the event the slate is rejected, the nominee for each office shall be voted on separately and may be elected by affirmative vote of a simple majority of those Directors in attendance. Offices not so filled will be referred to the Board Development/Nominating Committee which shall report a new nomination and notice thereof shall be delivered to the members of the Board personally, electronically or by first class mail at least five (5) days prior to the next regularly scheduled meeting of the Board of Directors. No person may hold more than one office at one time. Newly elected officers will take office at the beginning of the following fiscal year, or if elected after the beginning of a fiscal year, upon their election.

**Section 3. Vacancies.** The Board Chair, with the assistance of the Board Development/Nominating Committee and the Executive Committee, may recommend an individual to the Board of Directors to fill any vacancy in the Board or in an officer position.

**Article VII – Committees**

**Section 1. Permanent Standing Committees**

The Board shall have the following permanent Standing Committees: Executive Committee; Board Development/Nominating Committee; Audit Committee; Business and Finance Committee. Terms for each of the committee members currently serving as of July 1, 2022, will start anew at the beginning of the first fiscal year in which these bylaws are adopted.

**A. Executive Committee**

- 1. Membership. The Executive Committee shall consist of the elected officers of the Association. The Chair may appoint up to 4 additional Directors to serve on the Executive Committee as Executive Members at large, who are subject to the approval of the Board of Directors.
- 2. Duties. Subject to such restrictions imposed by the Illinois Act, the Executive Committee has all the powers of the Board of Directors during intervals between meetings of the Board of Directors. The Executive Committee shall also conduct an annual Performance Review of the Chief Executive. The Executive Committee must report all actions taken,

including the results of its Performance review and salary recommendations, at the next meeting of the Board of Directors.

3. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Executive Committee, and any action taken by the Committee shall be by vote of a majority of the Committee members present and voting at a meeting at which a quorum is present.

## **B. Board Development/Nominating Committee**

1. Membership. The Board Development/Nominating Committee shall consist of 5 members, each serving a three-year term, and can be composed of Board members and non-Board members. The committee shall select a chair from among the current committee members. The Committee may have a chair or co-chair structure, but 1 of the Committee leads must be a Board member. The Secretary of the Board will automatically serve on the committee. By the end of each fiscal year, the Board Development/Nominating Chair shall propose a slate of new Board members, to be approved by the Association at the Annual Meeting.

Committee membership and Chairs/Co-chairs will be presented by the Board Chair and voted on at the beginning of each fiscal year by the Board of Directors, and Vacancies within a term shall be filled by the Board Chair. No member may serve more than two consecutive terms, unless that person has been named Chair of the committee in which case that person may serve for a seventh year and would become the sixth member (or more) of the committee for that year. A former Committee member may be re-elected to the Board after an interval of at least one full year following the conclusion of such former Committee member's most recently ended term as a Committee member.

2. Duties. The committee will annually seek nominees for Board membership, including (if requested by the Executive Committee) any vacancy that may occur during the year, and will present a slate of nominee directors for election by the membership and a slate of nominee officers for election by the Board of Directors. In addition, the committee will focus on board development and effectiveness.

## **C. Audit Committee**

1. Membership. The Audit Committee shall be formed annually at the beginning of the fiscal year. The Committee may have a chair or co-chair structure, but 1 of the Committee leads must be a Board member. The Audit Committee shall consist of at least 3 members, each serving a three-year term, and can be composed of Board members and non-Board members. No member may serve more than two consecutive terms, unless that person has been named Chair of the committee in which case that person may serve for a seventh

year and would become the fourth (or more) member of the committee for that year. A former Committee member may be re-elected to the Board after an interval of at least one full year following the conclusion of such former Committee member's most recently ended term as a Committee member.

Committee membership and Chairs/Co-chairs will be presented by the Board Chair and voted on at the beginning of each fiscal year by the Board of Directors, and Vacancies within a term shall be filled by the Board Chair.

2. Duties. The Audit Committee shall provide assistance to the Board of Directors in fulfilling its fiduciary responsibilities relating to accounting and reporting practices, and to maintain, by way of regularly scheduled meetings, a direct line of communication between the directors and independent accountants to provide for exchanges of view and information, and to oversee and review the annual finance audit.

#### D. **Business/Finance Committee.**

1. Membership. The Business/Finance Committee shall be formed annually at the beginning of the fiscal year. The Committee may have a chair or co-chair structure, but 1 of the Committee leads must be a Board member. The Treasurer of the Board will automatically serve on the committee. The Business/Finance Committee shall consist of at least 3 members, each serving a three-year term, and can be composed of Board members and non-Board members. Committee membership and Chairs/Co-chairs will be presented by the Board Chair and voted on at the beginning of each fiscal year by the Board of Directors, and Vacancies within a term shall be filled by the Board Chair. No member may serve two consecutive terms, unless that person has been named Chair of the committee in which case that person may serve for a seventh year and would become the fourth (or more) member of the committee for that year. A former Committee member may be re-elected to the Board after an interval of at least one full year following the conclusion of such former Committee member's most recently ended term as a Committee member.
2. Duties. The Business/Finance Committee shall provide assistance to the Board of Directors in fulfilling its fiduciary responsibilities by reviewing finances, including the annual budget, report, and make recommendations to the Board on status and actions.

#### **Section 2. Establishment of Other Committees**

The Board of Directors may form additional standing committees in addition to the permanent committees described in these Bylaws. The chair and Board members of the committee shall be appointed by the Chair pursuant to Article V, Section 3, each committee chair may appoint additional committee members, but a majority of members on all committees must be Directors of the Board.



### **Section 3. Committee Membership and Authority**

All Committee Chairs, Co-Chairs, and all members of the Executive Committee must be Directors. Membership on other Board committees is not limited to Directors. A Committee chair/co-chair may appoint members in addition to those Director's names to the committee by the Board Chair in Article V Section 3. A majority of all committees must be Directors and all committee members must be members of the Association. No person employed by the Association for more than forty hours within a fiscal year may serve as a voting member on a committee of the Board, notwithstanding, the President/CEO will serve on all standing committees as an ex-officio member. Unless otherwise defined in these Bylaws, Committees shall have only such authority delegated to them by resolution of the Board. Committees have no authority to repeal or amend any Board resolution or any provision of these Bylaws. All committees shall report their acts and proceedings to the Board of Directors.

### **Section 4. Advisory Committees and Task Forces**

The Board Chair may establish advisory committees and task forces to advise the Board on matters of interest. Such advisory committees and task forces have only that authority given explicitly by the Board and have no authority to bind the McGaw YMCA. Such organizations shall report regularly to the Board of Directors.

### **Section 5. Meetings**

Unless otherwise directed by the Board, committees, advisory committees and task forces shall set their own meeting schedules, procedures and notice provisions. A simple majority of the committee members shall constitute a quorum.

## **Article VIII – Indemnification**

### **Section 1. Indemnification**

The McGaw YMCA shall 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 in connection with any claim, action, suit or proceeding to which the officer, director, employee or volunteer is made a party by reason of action on behalf of the McGaw YMCA, provided that the indemnified person acted in good faith and the reasonable belief that his or her conduct was in (or not opposed to) the best interests of the Association. Notwithstanding the foregoing, there shall be no indemnification for gross negligence or criminal conduct.

### **Section 2. Support for Legal Costs**

The McGaw YMCA may advance expenses or undertake the defense itself, provided that the indemnified person agrees that any such expenses shall be repaid if it is ultimately determined that the indemnified person was not entitled to indemnification.

### **Section 3. Insurance**

The Board of Directors may authorize the purchase of insurance on behalf of any officer, director, employee, volunteer or other agent against any liability which arises out of the person's work for McGaw YMCA.

## **Article IX – Financial Management and Fiscal Controls**

### **Section 1. Internal Controls**

The Board of Directors shall establish internal fiscal policies and controls necessary to assure the protection of McGaw YMCA's assets. The Board of Directors approves an annual budget and gives staff authority to spend in accordance with existing policies and procedures.

### **Section 2. Deposits**

All funds of the McGaw YMCA not otherwise employed shall be deposited in accounts in the name of the Association held at such depositories as the Board of Directors may determine. Separate accounts that are not under the control of the Board are prohibited.

### **Section 3. Financial Reports**

The Board of Directors shall regularly review the financial condition of the McGaw YMCA and shall seek information from its accountants and auditors to allow it to have a full understanding of the fiscal health of the organization.

## **Article X – Mergers**

Decisions on whether the McGaw YMCA shall merge with or acquire another entity requires a two-thirds vote of the Board of Directors.

## **Article XI – Bankruptcy**

A decision on whether the McGaw YMCA shall file for bankruptcy requires a two-thirds vote of the Board of Directors. Any such action shall be taken in accordance with federal and state law.

## **Article XII – Dissolution of Assets**

The voluntary dissolution of the Association shall be undertaken only with the affirmative vote of a majority of all Directors then serving on the Board of Directors. Upon such approval of the voluntary dissolution of the McGaw YMCA, the remaining assets of the Association, after payment or satisfaction of all debts, shall be transferred to the National Council of the Young Men's Christian Association of the United States of America or to such other organization(s) exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of future tax laws) as determined by the Board of Directors, to be used to fund activities substantially similar to those of the McGaw YMCA and serving substantially the same community as served by the McGaw YMCA pursuant to the Illinois Act and other applicable statutes governing not-for-profit corporations. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which

the principal office of the association is located exclusively for the purposes of the Association or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes

#### **Article XIII – Conflicts of Interest**

All members of the Board of Directors shall enforce the McGaw YMCA's conflict of interest policy, shall disclose annually in writing potential conflicts of interest, and shall report for review all potential conflicts that occur during the year.

#### **Article XIV – Amendments**

These Bylaws have been adopted by the Board of Directors and shall become effective immediately upon approval of the voting members. Upon their approval by the voting members, these Bylaws shall supersede and replace all previously adopted versions of the Association's Bylaws. The Board of Directors shall review these Bylaws biennially at the beginning of odd-numbered fiscal years. The Board may amend these Bylaws at any time by the affirmative vote of at least two-thirds of the then serving Directors, with proper notice of proposed amendments having been given.

#### **Article XV – Force and Effect**

These Bylaws are subject to the Illinois Act and other applicable laws of the State of Illinois and the United States governing non-profit corporations, as well as to the Articles of Incorporation of the McGaw YMCA as they may be amended from time to time. Applicable State and federal law, and the Articles of Incorporation, shall govern to the extent of any inconsistency with these Bylaws.

#### **Article XVI – Rules of Procedure**

McGaw YMCA's Board of Directors shall use Robert's Rules of Order as its parliamentary guide and shall govern in accordance with its procedures so long as they do not conflict with the provisions of these Bylaws, the Articles of Incorporation, the Illinois Act, or other governing legal authority.