



**By-laws of the**

The Sparta-White County Family Young Men's Christian Association (YMCA)

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## **Article I. Preamble**

The mission of the Sparta-White County Family YMCA is to glorify God by empowering our community to reach its fullest potential in mind, body and spirit.

The YMCA shall be nondenominational and shall not discriminate on the basis of race, sex, color, religion, national origin or disability.

## **Article II. Corporate Name and Office**

### **Section 1.**

The name of this corporation shall be The Sparta-White County Family Young Men's Christian Association (YMCA).

### **Section 2.**

The principal office of this organization is located at 123 Moore Street, Sparta, TN 38583.

### **Section 3.**

The registered agent of the YMCA is Kyle D. Goff, located at 123 Moore Street, Sparta, TN.

## **Article III. Membership in National Council**

### **Section 1.**

The Sparta-White County Family YMCA shall be a member association of the National Council of Young Men's Christian Associations of the United States of America.

### **Section 2.**

The Sparta-White County Family YMCA shall adhere to the requirements for membership in the National Council.

## **Article IV. Exempt Purpose**

### **Section 1.**

The Sparta-White County Family YMCA is a nonprofit, 501(c)(3) charitable organization that strengthens community through its focus on youth development, healthy living, and social responsibility.

### **Section 2.**

The Sparta-White County Family shall conform to all rules and requirements of a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to the non-profit requirements of the State of Tennessee. It shall ensure that its earnings do not inure to the benefit of any private shareholder or individual and shall refrain from participating in political campaigns or partisan politics.

## **Article V. Management**

### **Section 1. Board of Directors Overview**

The management of the corporation shall be vested in a volunteer Governing Board of Directors of not less than eight (8) nor more than fifteen (15) members of the corporation who are persons at least Twenty-One (21) years of age and who possess the qualifications for membership with the Sparta-White County Family YMCA.

### **Section 2. Power of Directors**

The Board of Directors shall supervise and control the business and affairs of the organization. The board may hold or dispose of 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 programs of the corporation.

Members of the Board of Directors owe a legal fiduciary duty to the YMCA and shall act only in the YMCA's best interest. The board shall act as a body; no individual member of the Board of Directors may speak or act on behalf of the board unless authorized by the board. Board members shall respect the confidentiality of board deliberations and shall support decisions voted by the board even when the board member dissented in the vote.

### **Section 3. Election of Directors**

Members of the Board of Directors shall be chosen annually by majority vote of the sitting Board of Directors at a time and place fixed by the Board of Directors.

### **Section 4. Nominations**

The Board Governance committee shall submit names of persons to be voted upon at the annual election of directors, a minimum of 30 days before. Directors can also nominate a candidate to the board governance committee, no later than 30 days before the annual election. All nominations must be recorded within the minutes of the meeting.

### **Section 5. Term of Office**

No member of the Board of Directors shall serve more than two consecutive three-year terms (6 years total). Directors must retire from active membership on the board for at least one year after serving two consecutive three-year terms. Terms shall be staggered so that, as nearly as possible, an equal number of terms shall expire each year.

### **Section 6. Removal from Office**

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

### **Section 7. Resignation from Office**

Any member of the Board of Directors may resign at any time by giving written notice to the Chief Volunteer Officer. Any such resignation shall be effective upon submission or at a time specified in the notice of resignation.

### **Section 8. Vacancies**

The Board of Directors shall have the power to fill any unexpired terms occurring between annual elections, by a majority vote.

### **Section 9. Employment and Evaluation of Chief Executive Officer**

The board shall employ 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 Executive Committee 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.

## **Article VI. Officers of the Board of Directors**

### **Section 1. Officers.**

The officers of this corporation shall be:

1. Chief Volunteer Officer (CVO)
2. Vice Chief Volunteer Officer/Vice CVO-Elect
3. Secretary
4. Treasurer

### **Section 2. Election and Terms of Office**

All officers shall be elected by majority vote of Board of Directors and shall hold the office for two years.

### **Section 3. Officer's Duties**

**Chief Volunteer Officer.** The CVO shall preside at all meetings of the members and Board of Directors, and he or she shall be an ex-officio member of all board committees. He or she shall generally supervise the business of the Sparta-White County Family YMCA and shall execute documents on its behalf. The CVO shall appoint all committees and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**Vice Chief Volunteer Officer/Vice CVO-Elect.** The Vice CVO shall act in the absence or disability of the CVO. The Vice CVO shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the CVO. With the exception of unforeseen circumstances, the Vice CVO will be the successor to the CVO after such term has expired.

**Secretary.** The secretary, together with the CVO and/or CEO, shall execute such legal papers, documents or instruments as authorized by the Board of Directors. The secretary shall keep the minutes of all meetings of the board of directors. The secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or delegated by the CVO.

**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 the name of the YMCA and approved by the Board of Directors. All checks upon bank accounts of the corporation shall be signed as directed by a resolution of the Board of Directors. The treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

#### **Section 4. Removal from Office**

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

#### **Section 5. Resignation from Office**

Any officer may resign at any time by giving written notice to the Chief Volunteer Officer or his or her designee. Any such resignation shall take place at the time specified therein.

#### **Section 6. Vacancies of Officers**

The Board of Directors shall have the power to fill any unexpired terms occurring between annual elections, with a majority vote.

## **Article VII. Committees and Advisory Boards**

### **Section 1. Establishment of Committees**

The CVO may establish standing or special committees and may appoint the members and chairs of all committees and task forces. Unless otherwise determined by the board, all committees shall be approved by the board and report their acts and proceedings to the Board of Directors.

The secretary should also keep a list of standing committees and their charts of work.

### **Section 2. Executive Committee**

The Executive Committee shall be comprised of the CVO, the Vice CVO, the Secretary, and Treasurer. The purpose of the Executive Committee is to superintend and act upon all business requiring immediate attention during intervals between regular meetings of the Board of Directors. Meetings may be held without notice by consent of all members of the committee. The Chairman of the committee shall be the CVO.

### **Section 3. Governance Committee**

The Governance Committee shall be comprised of the CVO, the Vice CVO, the immediate past CVO and one member of the Board of Directors at large. The purpose of the Governance Committee is to assess the board's current composition and identify needs, develop board member and officer job descriptions, create a recruitment plan and timeline, identify and cultivate prospective members, and coordinate officer elections. In addition, the governance committee may be responsible for broader board management issues, such as reviewing board policies, board self-assessment, and a board action plan.

### **Section 4. Composition and Authority of Committees**

Board committees shall be composed of two or more members of the board and shall be chaired by a member of the board. Committees shall have such authority as is delegated to

them by resolution of the board, but no committee shall have authority to fill or create vacancies on the board, amend these by-laws, approve mergers, dissolution or other major decisions. Committees have no authority to amend or repeal any board resolution.

Each committee shall establish a commission outlining specific roles, responsibilities, duties, and boundaries that shall be approved by the Board of Directors.

#### **Section 5. Advisory Committees and Task Forces**

The Board of Directors may establish advisory committees and task forces composed of persons who are not directors to advise the board on specific matters of interest. Such advisory committees and task forces have only such authority as they are given by the board and have no authority to bind the Sparta-White County Family YMCA.

#### **Section 6. Committee Meetings**

Unless otherwise directed by the Board of Directors, committees shall set their own meeting schedules and notice provisions as authorized by law. A majority of the committee members shall constitute a quorum\*.

## **Article VIII. Procedures of the Board of Directors**

### **Section 1. Meetings.**

The Board of Directors shall meet monthly or as agreed by the Board of Directors on the date determined by the CVO of the corporation. The CVO, Secretary, or designated person assigned by the CVO will send out the meeting agenda and any relevant information to be reviewed at least three (3) days in advance of the meeting.

Special meetings of the board may be called by the CVO or by a majority vote after a motion and proper second. At least three (3) days notice stating the time, place and purpose of any special meeting shall be given to members of the board.

### **Section 2. Rules of Procedure.**

The Sparta-White County Family YMCA shall use Roberts 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 by-laws or governing legal authority.

### **Section 3. Quorum.**

Defined as half (50%) of serving board members.

### **Section 4. Voting Power.**

The Board of Directors is elected to vote on major financial and strategic matters, including the annual budget and strategic plan. In addition, the Board of Directors is elected to vote on all fundamental changes to the organization, including but not limited to, sale of all of substantially all assets of the corporation, mergers, consolidations, dissolutions, and joint ventures.

### **Section 5. Votes Required.**

Acts of a majority of the Board of Directors present at a duly convened meeting at which a quorum is present shall be binding, unless otherwise provided in these by-laws. To make changes or amend the organization's by-laws two-thirds (66%) of the Board of Directors present will constitute a quorum.

Every member of the Board of Directors shall be entitled to one vote. Voting by proxy is not permissible.

**Section 6. Attendance.**

The Sparta-White County Family YMCA Board of Directors is an active, working board and attendance at all regularly scheduled meetings is appropriate and expected. Three unexcused absences within 12 months shall entitle the Executive Committee to remove such member or officer from the Board if deemed appropriate.

**Section 7. Informal Action**

Any action required which may be taken at a meeting of the Board of Directors may also be taken without a meeting if a consent setting forth the action in writing, shall be signed on paper or digitally by 100% of the Board of Directors.

**Section 8. Participation by Teleconference.**

Members of the Board of Directors may participate in and act at any meeting of the board or its committees through the use of a telephone conference or similar communication methods, by means of which all persons participating in the meeting can communicate with one another. Participation by this method shall constitute attendance of the person(s) participating.

**Section 9. Staff Attendance at Board Meetings**

By virtue of office, the CEO attends all board meetings. However, the CEO is not a member of the board, has no vote, and does not participate in any matter that might pose a conflict of interest, such as CEO compensation. The CEO does not attend when the board goes into executive session.

Other staff members may be present at a meeting of the Board of Directors via request of the CEO or CVO.

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

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

The Board of Directors shall establish such internal fiscal policies and controls as are necessary to assure the protection of the Sparta-White County Family YMCA's assets.

### **Section 2. Deposits.**

All funds in the name of the Sparta-White County Family YMCA, not otherwise employed, shall be deposited in 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 Accountability**

The Board of Directors has the legal and fiduciary responsibility to exercise due care and prudence in the financial affairs of the organization. It shall exercise appropriate stewardship, including the purchase of insurance protection and passing of fiscal policy provisions.

The Board of Directors shall regularly review the financial condition of the YMCA and shall seek additional resources when needed to have a full understanding of the fiscal health of the organization.



## **Article X. Indemnification**

The policy of the Sparta-White County Family YMCA is to indemnify and hold harmless any current or former officer, directors, employee, volunteer, or other agent of the YMCA, 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.

The YMCA may advance expenses or may undertake the defense itself, but such expenses shall be repaid if it is ultimately determined that an officer, director, employee, or volunteer was not entitled to such indemnification.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, volunteer, or other agent against any liability incurred by him or her which arises out of the person's status with the YMCA.

## **Article XI. Dissolution and Disposition of Assets**

### **Section 1. Dissolution or Bankruptcy**

Decisions on whether the Sparta-White County Family YMCA shall dissolve require a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the law of the State of Tennessee governing non-profit, charitable organizations.

Decisions on whether this YMCA shall file bankruptcy require a two-thirds vote of the Board of Directors. Any such action shall be done in accordance with federal and state law.

### **Section 2. Disposition of Assets**

Should this corporation opt to dissolve, or discontinue doing business, the remaining assets of the corporation shall be transferred to the City of Sparta. Any such action shall be done in accordance with the law of the State of Tennessee governing non-profit, charitable organizations.

## **Article XII. Conflict of Interest**

All members of the Board of Directors shall enforce the Sparta-White County Family YMCA's conflict of interest policy, shall annually disclose potential conflicts of interest in writing, and shall report all potential conflicts that occur during the year for review by an independent body.

No board member shall accept, directly or indirectly, compensation for duties performed as a board member. However, reasonable expenses shall be reimbursed.

## **Article XII. Force and Effect**

These by-laws are subject to the provisions of the State of Tennessee corporate laws for non-profit corporations and the Articles of Incorporation of the Sparta-White County Family YMCA as they may be amended from time to time. If any provision in the by-laws is inconsistent with a provision of the state law or Articles of Incorporation, the provision of the state act or the Articles of Incorporation shall govern to the extent of such inconsistency.

Adopted on: \_\_\_\_\_

CVO Signature: \_\_\_\_\_

Secretary Signature: \_\_\_\_\_