



**FOR YOUTH DEVELOPMENT®  
FOR HEALTHY LIVING  
FOR SOCIAL RESPONSIBILITY**

# **CONSTITUTION AND BYLAWS**

## **OF THE SAN ANGELO YMCA**

## **ARTICLE I: NAME**

The name of the corporation is the "Young Men's Christian Association of San Angelo, Texas".

## **ARTICLE II: PURPOSE**

Section 1: The purpose of this association shall be to help persons develop Christian character and to aid them in building a society based on Christian ideals through the improvement of the physical, mental social, moral, and spiritual condition of persons and communities served by this association.

Section 2: This association shall establish and maintain membership in the National Council of Young Men's Christian Association of the United States of American, the Constitution in which accepts; it shall be organized in conformity with standards established by the National Council, and it shall endorse the statement of purpose of the National Council, being:

The Young Men's Christian Association we regard as being in its essential genius, a world-wide fellowship united by common loyalty to Jesus Christ for the purpose of developing Christian personality and building a Christian society,

Section 3: In accomplishing its objectives, the Association may establish and provide for the conduct and maintenance of Young Men's Christian Association work in one or more sessions of the geographical area to be served by the group of persons, all branches or subdivisions established by the Association shall be under the control and direction of the Board of Directors unless otherwise agreed.

Section 4: The association 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; may purchase, acquire, and dispose of such property as may be necessary to carry out the purpose of the association; and may manage, control, and utilize the same in accordance with the provisions of Article IV.

## **ARTICLE III: MEMBERSHIP**

Section 1: Any person of good moral character who is in sympathy with its purpose may become a non-voting member of this association in accordance with such provisions as may be established by the Board of Directors.

Section 2: Any member, eighteen (18) years of age or older, who signifies that he/she is in sympathy with the purpose of the association as defined herein and indicates his willingness to cooperate actively in achieving this purpose, who share financially each year in forwarding the work of the association, and is certified by the Board of Directors, shall be a voting member of this association.

Section 3: At least once each year, and at least thirty (30) days prior to the annual meeting of the association, the roll of the voting members shall be constituted and adopted by the Board of Directors as the official roll of the voting members until such roll shall be re-constituted and adopted by the Board of Directors.

Section 4: If a voting member fails to share financially in forwarding the work of the association during any calendar year, his voting membership shall terminate at the end of the calendar year.

Section 5: The voting members of this association shall be the members having the control of the corporate functions of the association with the sole voting rights and powers on all matters which, under the laws of the State of Texas under which this corporation is organized, require a vote of the members of the corporation, and, in addition, the responsibilities of the voting members of the association shall be:

- a. To maintain the corporate status of the association in good standing.
- b. To adopt and amend bylaws.
- c. To nominate and elects the Board of Directors.
- d. To vote and, if eligible and elected, to hold office.
- e. To represent the association in Regional Assembly of National Council of Young Men's Christian Associations, if and when duty authorized under the stated requirements of such representations.
- f. To cooperate actively in achieving the purposes and program of the association through service on committees or in other ways.

#### **ARTICLE IV: MANAGEMENT**

Section 1: The management of the association shall be vested in a Board of Directors of at least fifteen (15) persons who are not less than eighteen (18) years of age and who possess the qualifications for voting membership in the association, and in an Executive Director employed by the Board of Directors. The Board of Directors may set the number of directors of the association at more than fifteen (15), but not in excess of twenty-four (24).

Section 2: To insure a proper responsiveness to membership and the inclusion of adequate representativeness, as a guideline, at least 20 percent of the members of the Board of Directors, or Committees of Management, should be persons under 30 years of age or females or persons from minority racial groups of all of these with as much balanced distribution as possible among these categories of members.

Section 3: The Board of Directors shall have full power and authority to administer, control and manage all of the assets and property of the association and exercise all of the powers necessary and appropriate to control the work and policy of the association in all its details. The Board of Directors shall have the power to borrow money and encumber the assets and property of the association for corporate purposes. No contract, debt, or obligation shall be binding unless contracted under the authority of the Board of Directors or its designated agent or agents or by majority vote of the Executive Committee.

Section 4: The Board of Directors may appoint a maximum of five of their own number who, with the officers and Branch Committees of Management Chairmen, shall constitute and Executive Committee. This committee is commissioned to act upon all business requiring attention between Board meetings and shall, in addition, plan, coordinate, direct and evaluate the overall fiscal program of the association. Committee actions shall not require the approval of the Board of

Directors, but are, in all cases, subject to review and revisions by the Board of Directors. The President of the Board of Directors shall serve as Chairman of the Executive Committee.

Section 5: The Board of Directors shall meet a minimum of four times each year, at such time and place as they shall determine. Having one-third of the board members in attendance, after all members have been notified, shall constitute a quorum at any meeting of the Board.

Special meetings of the Board of Directors may be called by the President or upon written request of the other officers. The call for a special meeting shall be in writing, specifying the purpose or object of the meeting giving at least one days' notice prior to such special meeting. Weekends shall not be considered in the days' notice.

Section 6: The Board of Directors shall have the power to appoint standing or special committees as it from time deems necessary, and to define the duties of such committees. The chairman of any such committee shall be directly accountable to the President of the Board of Directors.

Section 7: At least once a year the chairmen of committees of the association shall meet with the Board of Directors at a meeting called for that purpose; which meeting shall be devoted to discussion and planning around general affairs, programs, and policies of the association and its various departments, operations and branches.

Section 8: The Board of Directors shall employ an Executive Director who, with the consent of the Board, shall be responsible for the general administration of the association and employment of additional employees.

Section 9: The Board of Directors shall have the power to establish or disband departments, operations, or branches of the Association and may establish policies for their government and appoint and remove Committees of Management for the same reason.

Section 10: The Board of Directors shall have the power to enter into cooperative relationships with other agencies or organizations when, in its judgement, such a relationship is desirable toward achieving the association's objectives in the area concerned; in which case the Board shall have the power, on behalf of the association, to enter into articles of agreement setting forth the rules of the government of the cooperative operation; which articles shall contain provisions for serving relationships any time when , in the judgement of the Board of Directors, it is in the best interest of the association to do so.

Section 11: The Board of Directors may honor one or more if its members from time to time for long and effective service by electing him an Honorary Member. Honorary Members may attend all board meetings, participate in the discussions, but shall not vote nor hold office.

Section 12: The Board of Directors shall have the power to fill, for the unexpired terms, all vacancies occurring in their number between annual elections.

Section 13: The President of the Board of Directors shall appoint, after considerations of nominations from each Branch, and with the approval of the Board of Directors, a Committee of Management for each Branch. The President of the Board of Directors, the Treasurer, and the

Executive Director shall be member's ex-officio of all such committees and shall receive regular notice of such meetings and copies of minutes thereof.

Section 14: Members of the Board of Directors (except the President of the Board or a person nominated for such office) must retire from active membership on the Board for at least one year after serving three (3) consecutive three-year terms.

#### **ARTICLE V: OFFICERS AND THEIR DUTIES**

Section 1: The officers of this association shall be a President, a President-Elect, two (2) Vice-Presidents, a Secretary-Treasurer and Executive Director, each of who shall hold office until his successor is elected or qualified. The Executive Director shall serve until he resigns or is released by action of the Board of Directors. The officers, Executive Director and immediate Past-President shall constitute the Executive Committee.

Section 2: The President shall preside at all meetings of the Board of Directors and of the association. With the Secretary-Treasurer or the Executive Director, he/she shall execute legal papers, documents and instruments ordered to be executed by the Board of Directors. He/she shall chair the Executive Committee. He/she shall be a voting member of the Board of Directors for the year immediately following his/her term of office of President.

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

Section 4: The Vice-President(s) shall act in the absence or disability of the President and President-Elect.

Section 5: The Secretary-Treasurer together with the President of Executive Director shall execute such legal papers, documents or instruments as authorized by the Board of Directors. He/she shall keep the minutes of all meetings of the association and of the Board of Directors. He/she shall oversee the fiscal program of the association. He/she shall cause all funds of the association to be deposited in depositories approved by the Board of Directors. He/she shall see that an accurate record is kept of association funds and shall see that adequate monthly reports are made to the Board of Directors. All check upon bank accounts are made to the Board of Directors. All checks upon bank accounts of the association shall be signed as directed by resolution of the Board of Directors. The Secretary-Treasurer shall see that appropriate employees of the association are bonded and that an annual audit is made by a selected public accountant firm of all fiscal transactions by the association. The Secretary-Treasurer of the association shall be the Secretary-Treasurer of all of the branches of the association, should there be any.

#### **ARTICLE VI: ANNUAL MEETING AND ELECTION OF OFFICERS**

Section 1: An Annual Meeting of the voting members of the association shall be held, in conjunction with a regular Board of Directors meeting, for the purpose of electing Directors of the Association at a time fixed by the Board of Directors within the first 90 days following the close of

the fiscal year; or such election of Directors shall be conducted within the same period by mail ballot of the Voting Members of the Association, under the supervision of the Board of Directors.

Section 2: Voting at all meetings of the association may be done either in person or by proxy and any member may revoke any proxy given by such member at any time prior to the exercise of the proxy.

Section 3: Special meetings of the voting members may be held at any time of the call of the President of Board of Directors or upon written request of not less than five percent of the voting members.

Section 4: Special meetings of the voting members of the association shall be posted in the association buildings and written or printed notice of the time, place, and purpose for such meeting shall be mailed to each voting member at his/her last known address at least 14 days prior to the fixed time for the meeting.

Section 5: A quorum for any meeting of the voting members of the association shall be constituted by ten percent of the voting members of the association either present or by proxy or both.

Section 6: The President shall appoint a Nominating Committee to be ratified by the Board of Directors, at least 60 days before the date of election of Directors. The Nominating Committee shall be composed of three members of the Board of Directors and three qualified voting members representing a cross-section of the membership of the association. The said committee shall nominate that number of qualified members for the association. Five percent of the voting members may present in writing to the Nominating Committee, not later than 10 days before the annual election, the name of any voting member for nomination, and such name shall be posed immediately by the Nominating Committee. No person shall be eligible for election of Director unless the name of such person shall be submitted to or nominated by the Nominating Committee.

Section 7: Members of the Board of Directors shall hold office for three years or until their successor shall have been elected and qualified. At least one-third of the total membership of the Board of Directors shall be elected annually.

Section 8: Mail ballots may be used for the election of members of the Board of Directors, and, if used, such ballot shall be mailed 14 days before the annual meeting to all qualified voting members at the last known address of such matter.

Section 9: At the first regular meeting of the Board of Directors after the annual election of the association, the Board shall elect from its own number a President, President-Elect, two Vice-Presidents and a Secretary-Treasurer. The Nominating Committee may be appointed by the President from the Board to recommend a slate of officers. The officers elected shall be the officers of the association and of the Board of Directors and shall hold office until their successors have been elected and qualified.

## **ARTICLE VII: DISSOLUTION OR BANKRUPTCY**

Section 1: Decisions on whether this YMCA shall dissolve requires two-thirds vote of the Board of Directors. Any such action shall be done in accordance with the laws of Texas governing non-profit, charitable organizations.

Section 2: Should the San Angelo YMCA dissolve, the Board of Directors shall, after payment of corporate liabilities, transfer the remaining assets to the National Council of Young Men's Christian Association of the United States of America to be used to fund one or more other corporations, societies or organization engaged in activities substantially similar to those of this YMCA, serving substantially the same community and that qualify as exempt organizations under Section 201 ©(3) of the internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code or Law), and also pursuant to the then applicable state statutes governing not-for-profit corporations.

## **ARTICLE VIII: Parliamentary Authority and Amendments**

Section 1: The rules contained in Robert's Rules of Order Revised shall govern this association in all cases in which they are applicable and in which they are not inconsistent with the Constitution and Bylaws of this association.

Section 2: The Constitution and Bylaws of the Association may be amended by a vote of two-thirds of the voting members present in person or by proxy or both at any meeting or special meeting of the association, provided the substance of such amendment or amendments being submitted by the Board of Directors by mail to the voting members with the notice of the meeting called for such a purpose.