

**BYLAWS OF THE
YOUNG WOMEN'S CHRISTIAN ASSOCIATION
NORTHEAST TENNESSEE AND SOUTHWEST VIRGINIA**

Bristol, Tennessee-Virginia

ARTICLE 1. NAME, MISSION, FUNCTION

The YWCA is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom, and dignity for all.

Section 1. The YWCA NETN & SWVA (hereinafter referred to as "the Association"), is a member of the Young Women's Christian Association of the United States of America, Inc. ("YWCA USA") and maintains that membership in accordance with the bylaws of the YWCA USA.

Section 2. **Mission.** The Association unites in the following statement of Mission ("the Mission"): The YWCA NETN & SWVA is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom, and dignity for all.

ARTICLE 2. MEMBERSHIP

Section 1. **Qualifications and Requirements**

- (a) **Qualifications for all members.** Any woman or girl twelve years of age or over who is committed to the furtherance of the mission of the YWCA, may become a member of the YWCA.
- (b) ~~Requirements for all members:~~ **Membership Dues.** Payment of dues is required. Membership dues are determined by the Board of Directors.
- (c) **Qualifications for voting members.** All members fifteen years of age and over shall have the privilege of casting one (1) vote.

Section 2. **Membership of Individuals in the National Association**

Membership in a member Association carries with it membership in the Young Women's Christian Association of the United States of America.

Section 3. **Membership Transfer**

Members will be received in transfer from any other member Association of the Young Women's Christian Association of the United States of America.

ARTICLE 3. MEMBERSHIP MEETINGS

Section 1. **Membership Meetings**

- (a) **Annual membership.** An annual membership/business meeting shall be held each year on a date determined by the Board of Directors.
- (b) **Special membership meetings.** Membership meetings shall be called by the president upon action of the Board of Directors or upon the written request of thirty (30) voting members. Notice of such meeting is given at least two weeks in advance of the meeting and states the matters to be considered, and no other business shall be transacted.

Section 2. **Quorum**

Twenty (20) voting members of the Association in attendance shall constitute a quorum at membership meetings.

ARTICLE 4. VOTING DELEGATES TO NATIONAL MEETINGS

Section 1. **Qualification**. Voting delegates to meetings of the YWCA USA must be voting members. (for membership organizations).

Section 2. **Selection**. The Board of Directors shall appoint two voting delegates to meetings of the YWCA USA in accordance with the provisions of the Bylaws of the YWCA USA , as applicable. As least one (1) of the voting delegates to the YWCA USA must be a volunteer.

ARTICLE 5. NON-MEMBER PARTICIPANTS

Section 1. **YWCA Associates**

Girls aged less than 12 years and all men and boys may participate in YWCA programs as YWCA associates, in which case they are not considered members of the YWCA. They may pay registration fees as determined by the YWCA Board of Directors.

ARTICLE 6. OFFICERS OF THE ASSOCIATION

The officers of the Board of Directors serve as officers of the Association and are elected by the Board of Directors.

ARTICLE 7. BOARD OF DIRECTORS

Section 1. **Number**

The Board of Directors consists of not more than ~~thirty (30)~~ **twenty-five (25)** nor less than ~~twenty-five (25)~~ **fifteen (15)** members, one-third of whom shall be elected annually for a term of three years.

Section 2. **Responsibilities**. As leaders of the Association, the Board of Directors is responsible for:

- (a) Determining and approving the Association's overall direction, key aims, and policies that ensure alignment with and the ability to forward the YWCA Mission.
- (b) Monitoring the organization's overall fiscal, programmatic, operations, and public relations status to ensure alignment with and the ability to forward the YWCA Mission.
- (c) Sustaining membership in the YWCA USA by ensuring ongoing compliance with current membership affiliation requirements.

Section 3. **Election, Term of Office, Vacancies, ~~Absence~~**

- (a) **Election**. The Board of Directors shall be elected from candidates nominated by the Association Board of Governance Committee and shall be voting members of the Association.
- (b) **Term of Office**. The term of office is three years. No member of the Board of Directors may serve more than two consecutive full terms. However, this two-term limitation shall not apply to a Board member who is nominated by the Nominating Committee of the Board for President of the Board of Directors. This Board member so elected to the presidency may serve one additional year.
- (c) **Vacancies**. Vacancies occurring in the interim between annual elections may be filled by the Board of Directors from nominations made by the Nominating Committee of the Association. In filling a vacancy on the Board of Directors, the nominee of the Nominating Committee of the Association shall be elected by the Board of Directors

to complete the term of the person being replaced.

- (d) ~~**Absence:** Absence of a Board member from three successive regular meetings of the Board of Directors for which no sufficient reason is presented shall be considered equivalent to resignation. Board shall be advised the member, after 3 unexcused absences, is no longer on the Board.~~

Section 4. **Meetings**

- (a) **Regular Meetings:** The Board of Directors shall hold a regular meeting on the fourth Thursday of each month unless otherwise determined by the Board. **Board Members are expected to attend Board Meetings. Three unexcused absences in a 12-month period may constitute Board Member removal by a majority vote of the Board of Directors. If, however, due to illness, family emergency, work conflict, or out of town and unable to attend remotely, the Board Member shall notify the Board Secretary of their inability to attend and the reason prior to the meeting.**
- (b) **Special Meetings:** Special meetings of the Board of Directors shall be called upon request of the president and two other members of the Board, or upon request of any five members of the Board. The notice of the meeting shall state the matters to be considered, and no other business shall be transacted.
- (c) **Quorum:** A majority of the members of the Board of Directors shall constitute a quorum.

Section 5. **Officers and Their Election**

- (a) **Officers.** The officers of the Board of Directors, who also serve as officers of the Association, are a president, one or more vice-presidents, a recording secretary, an assistant recording secretary, a treasurer, and an assistant treasurer.
- (b) **Election.** The officers are chosen by **ballot** by the Board of Directors from among its elected members at the Board meeting preceding the Annual Meeting. If there is only one nominee for the office, then voice vote is acceptable. They serve for **two years** ~~one year~~ or until their successors are elected.
- (c) **Duties**
- (1) President. The president of the Association presides at all business meetings of the membership. She may appoint other presiding officers for other parts of membership meetings provided no action is taken by the membership at such times.
 - (2) Vice-President (or Vice-Presidents). The vice-president (or vice-presidents, in order) shall have all the powers and perform all the duties of the president in her absence.
 - (3) Recording Secretary. The recording secretary of the Association serves as the secretary of membership meetings. She is responsible for members being properly notified according to procedures approved by the Board of Directors, and for keeping a record of attendance and all actions taken at membership meetings. She may be assisted by recorders appointed by the president.
 - (4) Assistant Recording Secretary. In the absence of the recording secretary, the assistant recording secretary assumes her duties.
 - (5) Treasurer. The treasurer has charge of the funds of the Association and secures the deposit of the funds in the name of the Association in a bank designated by the Board of Directors. She sees that a complete financial statement is presented at the annual business meeting of the Association.
 - (6) Assistant Treasurer. In the absence of the treasurer, the assistant treasurer assumes her duties.

Section 6. **Committee of the Board of Directors**

- (a) **Executive Committee.** The Executive Committee consists of the officers of the Board of Directors. It holds meetings in the interim between regular meetings of the Board of Directors and has all the powers of the Board except that it does not reverse any action of the Board. A majority of the members of the committee constitutes a quorum. Actions of the Executive Committee must be ratified by the Board of Directors at its next regular meeting except where advance authority for such action has been granted. This committee selects the Nominating Committee for Officers of the Board of Directors.

Section 1. **Elected Committees**

~~The voting members of the Association elect Association at the annual business meeting. All members of elected committees must be voting members.~~

(a) **Nominating Committee**

(1) **Number.** The Nominating Committee of the Association is an elected committee. It consists of nine members, the majority of whom are from the membership at large and the minority from the Board of Directors. ~~The Executive Director~~ **CEO** is an ex-officio member of the committee without the right to vote.

(2) **Election.** All members of the Nominating Committee of the Association are elected annually according to provisions in Section 1(b) and serve until the next annual election. Two members of this committee, one of whom may be a Board member, may serve for two consecutive years. No member serves more than two consecutive years. The chairman is chosen by the committee from its elected members. Vacancies occurring in the committee in the interim between annual elections are filled by the committee with the approval of the president.

(b) **Nomination and Election Procedures**

(1) **Nomination.** The Nominating Committee of the Association shall present to the Association voting members a ballot including nominees for members of the Board of Directors and the Nominating Committee of the Association two weeks in advance of the annual business meeting.

(2) **Elections.** Election polls shall open immediately following the distribution of ballots and are closed at least 24 hours before the meeting on the day of the election. Three tellers appointed by the president shall open and count the ballots on the day of election and report the results of the election to the members at the annual business meeting.

Section 2. **Appointed Committees**

The President of the Association shall appoint all committees of the Association except the Nominating Committee of the Association. All members of appointed committees must be voting members.

Section 3. **Standing Committees of the Board of Directors**

(a) **Chairmen.** The chairmen of all standing committees shall be members of the Board of Directors. They are appointed by the president, after conferring with the Executive Director, to serve for one year or until their successors are appointed.

(b) **Members of Committees.** Members of standing committees are appointed by the chairmen in consultation with the president and serve for one year or until their successors are appointed.

(c) **Absence.** Absence of a committee member from three regular meetings in succession, for which no sufficient reason is provided, is considered equivalent to resignation. The chairman, in consultation with the president, fills the vacancy.

(d) **Quorum.** A majority of a standing committee constitutes a quorum.

ARTICLE 9. NOMINATING COMMITTEE FOR OFFICERS OF THE BOARD OF DIRECTORS AND FOR MEMBERS OF THE ADVISORY PANEL

A Nominating Committee for Officers of the Board of Directors is selected by the Executive Committee Board. This Nominating Committee nominates officers for the Board of Directors to be elected at the meeting of the Board preceding the annual election of Board members.

This committee also nominates members for the Advisory Panel to be elected at the meeting of the Board preceding the annual election of Board members.

ARTICLE 10. ADVISORY PANEL

Section 1. **Membership, Election, and Term of Office**

There shall be an Advisory Panel of not more than twelve members who shall advise the Board of Directors on matters related to property, investment, trust funds, and other business transactions of the Association involving the care and use of capital funds and on other matters at the request of the Board of Directors. Members of the Advisory Panel shall be men and women who are recognized leaders in the community, who ~~are aligned in sympathy~~ with the purpose of the Association, and who are experienced in these special areas of responsibility. A member of the Board of Directors may not serve concurrently on the Advisory Panel inasmuch as this constitutes a conflict of interest. Members of the Advisory Panel are elected by the Board of Directors from nominations made by the Nominating Committee of the Board ~~or the Executive Committee~~ for a term of three years and are eligible for re-election for another three-year term. No member of the Advisory Panel may serve more than two consecutive three-year terms.

Section 2. Vacancy

In filling a vacancy on the Advisory Panel, the nominee of the Nominating Committee of the Association shall be elected by the Board of Directors to complete the term of the person being replaced.

ARTICLE 11. STAFF OF THE ASSOCIATION

Section 1. Employment

Professional, clerical and maintenance staff are employed according to policies established by the Board of Directors.

Section 2. CEO

The CEO, as the executive officer of the Board of Directors, is responsible for the execution and administration of policies and programs approved by the Board. She/he attends and participates in discussion in all meetings of the Board of Directors, and of the Executive Committee, except when matters concerning her/his own employment are under consideration. She/he may attend and participate in all meetings of standing and special committees.

She/he acts as the agent of the Board of Directors in the employment and release of staff according to the policies and procedures established by the Board of Directors.

The CEO has final responsibility for employment and release of staff under policies established by the Board of Directors, but may delegate responsibility for such employment and release to other staff members.

As head of staff, she/he is responsible for the supervision and direction of staff and for the implementation of approved personnel policies.

ARTICLE 12. PROPERTY AND CAPITAL FUNDS

Real property of the Association is held and managed by the Board of Directors, and only by its authority shall mortgages or other obligations be made chargeable to the real property of the Association. The Board shall hold all trust funds of the Association, administering them with legal advice, in accordance with the requirements of state law, and for the purposes indicated by the donor.

ARTICLE 13. DECENTRALIZED UNITS

Section 1. Organization. The Association may organize such branches as may be expedient for the development of the Association in certain geographic areas within the total community served by the Association.

Section 2. Discontinuance. The Association may discontinue any of the branches, provided the proposal has been referred to a Board of Directors meeting for discussion and consideration. Final decision and action shall be the responsibility of the Board of Directors.

ARTICLE 14. INDEMNIFICATION

~~The Officers and Directors shall be indemnified against expenses and liabilities incurred as a result of legal action.~~

Section 1. **Indemnification.** The Corporation shall indemnify its Directors and officers against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person served as a Director or officer of the Corporation, to the fullest extent provided by law.

Section 2. **Authorization of Indemnification.** Indemnification shall be made unless there is a determination that such officer or Director did not act in good faith and in a manner, he/she reasonably believed to be in or not opposed to the best interests of the Corporation. Such determination shall be made:

- (a) By majority vote of a quorum of Directors who were not parties to such action or suit.
- (b) If a quorum of disinterested Directors direct, by written opinion of legal counsel for the Corporation, or by other independent counsel.

ARTICLE 15. Fiscal Year

The Fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE 16. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE 17. GENERAL AMENDMENTS

This constitution may be amended by a two-thirds affirmative vote of the voting members present and voting at a regular or adjourned regular membership meeting, provided the following requirements have been met:

- (a) The amendment does not relate to membership in the National Association.
- (b) The amendment was approved by the Board of Directors at least two weeks in advance.
- (c) Copies of the proposed amendment, or amendments, were made available to the voting members at least two weeks in advance of meeting.
- (d) The notice of the membership meeting stated that amendments to the bylaws would be considered and voted.

ARTICLE 18. AMENDMENTS AFFECTING MEMBERSHIP IN THE NATIONAL ASSOCIATION

Section 1. **Transfer of Membership in the National Association or Change in Form of Organization.**

Amendment of these Bylaws to effect transfer of the Association's membership in the National Association, or to enable the Association to become another form of the YWCA directly related to the YWCA of the U.S.A., may be accomplished by a two-thirds affirmative vote of the voting members present at two consecutive membership meetings, provided the following requirements have been met:

- (a) The proposal was approved by the Board of Directors after consultation with the National Board.
- (b) The two meetings at which action was taken were at least six months apart and one of these was an annual business meeting of the membership.
- (c) Copies of the amendments were made available to the voting members at least two weeks in advance of each meeting.

Section 2. Dissolution or Reorganization

Any action to dissolve this Association or to reorganize it in a form which will not qualify for continued membership in the YWCA of the U.S.A. must be passed by a two-thirds affirmative vote of the voting members present at two consecutive annual business meetings after the following requirements have been met:

- (a) The proposal was approved by the Board of Directors after consultation with the National Board.
- (b) Written notice of the proposed action was sent to the voting members at least two weeks prior to each meeting at which such action was to be considered.
- (c) The notice of these meetings stated that the proposed action would be considered and voted.

THE REVISED BYLAWS ADOPTED AT YWCA MEMBERSHIP MEETING ON

_____ PRESIDENT _____
 (date)

_____ CEO _____

AMENDED AT MEMBERSHIP MEETING AS FOLLOWS:

ARTICLE _____ DATE _____

PRESIDENT _____ CEO _____