

Mount Desert Island YMCA
BYLAWS
approved May 28, 2019

ARTICLE I.

Name and Object

Section 1.

The name of this organization shall be "The Mount Desert Island YMCA.

Section 2.

The mission of the Mount Desert Island YMCA is to develop community, character, personal growth and wellness in spirit, mind, and body for the greater MDI community

Section 3.

This Association shall be a member in good standing of the National Council of the Young Men's Christian Association of the United States of America and accepts the Constitution of the National Council as the basis of affiliated relationships with all other Associations.

ARTICLE II.

Membership

Section 1.

Any person, regardless of race or color, sex, sexual orientation, physical or mental disability, religion, age, ancestry or national origin who is in sympathy with its purpose may become a member of this Association, in accordance with such provisions as may be established by the Board of Directors.

Section 2.

Any member in good standing at the MDI YMCA -fifteen (15) years of age or over shall be considered a voting member of this Association.

Section 3.

The responsibilities of voting members shall be:

- a) To help actively in achieving the purpose of the organization;
- b) To comply with the financial and other membership requirements;
- c) To vote and, if eligible and elected, to hold office;
- d) To represent the Association in National-, State and Regional meetings, if and when duly authorized under the stated requirements of such representation.

ARTICLE III. Management

Section 1.

The Management of this Association other than those herein delegated to the Trustees shall be vested in a Board of Directors of not less than ~~sixteen-twelve~~ (12) and not more than twenty-four (24) adults who are at least fifteen (15) years of age, and who possess the qualifications for voting membership in the Association.

The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the Association in all its details, including the appointment of standing and special committees.

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Section 2.

The officers of the Board of Directors shall be a President, Vice-President, Secretary and Treasurer, chosen from their own number, as provided for in the Bylaws, plus the Immediate Past-President. These shall also be the officers of the Association. The election of Directors shall be by vote of the voting members annually as provided for in the Bylaws.

Section 3.

The Board of Trustees of not less than six (6) and not more than twelve (12) adults who possess the qualifications for voting membership shall hold title to the property of the Association, and shall have the custody of, and manage all the endowment and special permanent funds of the Association, and the securities and other properties in which they may be invested.

Section 4.

The Board of Directors shall ensure that a Strategic Plan for the Association is developed at least every five years and reviewed annually.

ARTICLE IV. Meetings

Section 1.

There shall be an annual meeting of the Association in the second calendar quarter of the year (April-June), at which time the Board of Directors shall report to the membership upon the status of the Association. The purpose of this meeting shall be to review the work of the Association, to develop fellowship among the members, to ascertain their viewpoints on matters of Association policy, and to develop their united action in planning and carrying forward the program of the Association. Notice of this meeting shall be given to all voting members in electronic format (i.e. website, email, etc.) and by posting conspicuously in the Association at least two (2) weeks in advance.

Section 2.

The Association may hold such other meetings of the Association or of member groups as may be provided for in its Bylaws.

Section 3.

Special meetings of the Association may be called by the President or by order of the Board of Directors. Or, upon the written request of four percent of the voting membership of the Association, the President or the Secretary shall call a meeting, specifying the object, which shall be incorporated in the notice, and which shall be posted conspicuously in the Association building for at least ten (10) days preceding the meeting. A notice of such meeting shall also be sent in electronic format (i.e. website, email, etc.). No business shall be transacted at such meeting except that for which the call is issued.

Section 4.

Four percent of the voting members shall constitute a quorum at any meeting of the members of this Association.

**ARTICLE V.
Amendments**

Section 1.

These Bylaws may be altered and amended by vote of two-thirds of the voting members present at any regular constituted meeting of the Association, provided such alteration or amendment shall have been approved by the Board of Directors and posted conspicuously in the Association for at least ten (10) days previous.

**ARTICLE VI.
Elections**

Section 1.

The annual election of Directors and Trustees shall be held at the annual meeting of the Association, at which time there shall be chosen sufficient Directors and Trustees to fill required vacancies, as required by the Bylaws, who possess the qualifications for voting membership. Directors shall hold office for three (3) years, or until their successors shall have been elected. ~~These Directors shall not be eligible for re-election after they shall have served two (2) full successive terms, until at least one (1) year shall have intervened from the time when their term of office expired. Officers of the Board may serve an extended term in order to fulfill the requirements of their term as an officer. If a board member chairs a timely committee (i.e. Strategic Planning, Capital Campaign) and their term expires they will remain on the board for the duration of the committee's work.~~ The duties of office shall immediately follow the election.

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Section 2.

At a regular meeting of the Board of Directors, at least thirty (30) days preceding the annual election, the Governance committee shall nominate a sufficient number of qualified persons to fill required Directors ~~or Trustees~~ vacancies as required by the Bylaws and make their report at the annual meeting. This provision shall not be construed to deprive any member of the right to make nominations for any elective office at the annual meeting. The Board of Trustees shall nominate persons to fill vacancies and renewal of terms on their board.

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Section 3.

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, a Vice President, a Secretary and a Treasurer. In addition, the Immediate Past-President will be an officer of the association. The said officers shall be the officers of the association and of the Board of Directors and shall be elected annually ~~for a maximum of three (3) one year terms~~. They shall have the power to perform the duties incumbent upon the officers of like name in similar Associations, subject to these Bylaws and such regulations as may be provided.

ARTICLE VII.

Board of Directors

Section 1.

The regular meetings of the Board of Directors shall meet a minimum of six (6) times a year on such dates as determined by vote of the Board. Seven (7) members of the Board shall constitute a quorum for the transaction of business.

Section 2.

Special meetings of the Directors may be called by the Secretary at the request of the President, or upon written request of three (3) Directors. The object of such meetings shall be stated in the call, and no other business shall be transacted.

Section 3.

A written record of the attendance and business transacted at all regular and special meetings of the Board shall be maintained.

Section 4.

The Board of Directors shall employ the executive director, who shall employ all other staff in accordance with the Association's personnel manual. The Board shall review and approve the personnel manual.

Section 5.

The Board of Directors shall have authority to deal with all cases of misconduct or violation of rules and regulations of the Association on the part of any member, employee, or other persons.

Section 6.

The Board of Directors shall have authority to establish special membership.

Section 7.

Vacancies in the board of Directors may be filled by the majority vote of the Board of Directors to fill the vacancy until the next annual meeting following the occurrence of a vacancy or vacancies.

Section 8.

The Board of Directors shall ensure that the Association protects the Directors, Trustees, and staff through appropriate insurance.

Section 9.

Each Director and Trustee will complete an annual Conflict of Interest Questionnaire.

ARTICLE VIII**Board of Trustees****Section 1.**

Meetings of the Board of Trustees shall be called by the President or the Secretary on reasonable notice. Five (5) members of the Board shall constitute a quorum. The Trustees shall meet at least quarterly throughout the year.

Section 2.

All real property of the Association shall be vested in the Trustees, who shall have full control and management of the same. All purchases, contracts, conveyances, mortgages, or leases relative to the same shall be authorized by two-thirds vote of the Trustees and executed by the President and the Treasurer of the Trustees.

Section 3.

All securities, trust, capital, and permanent funds of the Association from whatever source derived, whether by gift, devise, or bequest heretofore or hereafter made to the Association shall be vested in and managed by the Trustees who shall have full power to invest and reinvest said funds in accordance with the provisions of the instrument of gift, devise or bequest if therein to trust investments. All income from real property or trust funds not

restricted by the instrument of trust or not designated for a specific purpose shall be used by said Trustees to maintain the real property including buildings thereon, in a reasonable state of repair and to pay taxes, insurance, and such other expenses and maintenance that they shall deem expedient. All income not so used shall be paid to the Treasurer of the Association in accordance with the vote of the Trustees.

Section 4. Working with the Executive Director, the Trustees shall have responsibility to increase the size of the endowment through planned gifts and other fundraising efforts.

Section 5.

The officers of the Trustees shall be President, Secretary and Treasurer chosen by them from their own number at the first meeting after the annual meeting. The Treasurer shall be bonded in an amount and form acceptable to the Board of Trustees.

Section 6.

Vacancies in the Board of Trustees may be filled by the majority vote of the Board of Trustees to fill the vacancy until the next annual meeting following the occurrence of a vacancy or vacancies.

Section 7.

The Trustees shall make an annual report of their activities at the annual meeting of the Association; such report shall include a financial statement and an inventory of real property, securities, trust, capital and permanent funds of the Association as held by them.

ARTICLE IX.

Duties of Elected Officers

Section 1.

The President shall preside at all business meetings of the Association and of the Board of Directors; he/she shall make to the annual meeting of the Association a full report of the year's work; he/she shall appoint all standing committees of the Board and of the Association, and shall designate the chairman thereof, subject to the approval of the Board of Directors; he/she shall sign all legal papers of the Association authorized by the Board of Directors.

Section 2.

The Vice-President in the absence or disability of the President, have power and perform all the duties of the President.

Section 3.

The Treasurer shall ensure that all financial transactions of the Association are carried out in accordance with generally accepted practices for non-profit corporations and that financial records are accurate and up to date. He/she shall ensure that an accurate and up to date report shall be reviewed at the monthly meetings of the Directors, Trustee meetings and

the annual meeting of the Association. The Treasurer shall be bonded in an amount and form acceptable to the Board of Directors.

Section 4

The Secretary shall keep or cause to be kept the minutes of all Board of Directors, Executive Committee and Association meetings.

ARTICLE X.

Employed Officials and Staff

Section 1.

The Board of Directors shall employ the Executive Director. (S)he shall be the Executive officer for the Board and for the Association; (s)he shall be an ex officio member of all committees of the Board, Trustees and of the Association; (s)he shall be responsible for the employment of all other members of the Association staff, in accordance with the policies of the Board of Directors, and shall designate their duties and have general supervision of their work; and (s)he shall attend all meetings of the Board of Directors and shall make monthly reports to the Board of Directors. The Executive Director shall be bonded in an amount and form acceptable to the Board of Directors.

Section 2.

The Executive Director, in accordance with the personnel manual of the Association, shall employ all other members of the Association staff. The Executive Director as approved by the Human Resource and Finance Committees of the Board of Directors shall designate full-time staff. The Executive Director shall have the power to employ part-time staff in accordance with the Association's personnel manual and approved operating budget.

Section 3.

Employees shall be classified in accordance with the official Classification Plan of the National Council. Professional workers shall be required to meet the qualifications for listing on the Official Roster of Employed Officers published by the National Council. All employment shall meet with the requirements set forth in the Association's personnel manual, by the state and the federal government.

ARTICLE XI.

Committee Organization

Section 1.

There shall be such standing committees, and of such number, as the Board of Directors may determine. They shall be appointed by the President and approved by the Board of Directors. These committees may include voting members of the Association, community members, except as the Bylaws specifically indicate otherwise, and must include at least one

Board member that shall be the Committee Chair. The President and Executive Director shall be members ex officio of all committees. A written statement of the responsibilities of each committee shall be prepared, approved by the Board of Directors, and filed with the minutes of the Board.

Section 2.

Each standing committee shall provide a report to the Board of Directors at its regular meetings. Subject to the approval of the Board of Directors, each committee shall have power to adopt such rules as may be necessary for the conduct of the work entrusted to it.