

BYLAWS

**THE MISSOURI VALLEY FAMILY
YOUNG MEN'S CHRISTIAN ASSOCIATION**

**OF
BISMARCK, NORTH DAKOTA**

REVISED OCTOBER 22, 2019



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Article I - Name & Objective

Section 1. The name of this Corporation shall be "The Missouri Valley Family Young Men's Christian Association" [Corporation] of Bismarck, North Dakota.

Section 2. The purposes of this Corporation are to develop, establish and administer a Young Men's Christian Association for the City of Bismarck, County of Burleigh, State of North Dakota, and surrounding geographic regions to serve individuals with a program based on Christian values which will develop more effective relationships within the family unit and within the community. This Corporation shall be nondenominational and shall not discriminate on the basis of race, sex, color, religion, marital status, disability, age, veteran status, sexual orientation or national origin.

Section 3. This Corporation shall be affiliated with other Young Men's Christian Associations through membership in the National YMCA of the United States of America ["YMCA"]. To maintain its affiliation in good standing, in accordance with the provisions of the National YMCA of the U.S.A.:

- A) This Corporation accepts the Constitution of the National Young Men's Christian Association of the U.S.A. and certifies that in spirit and in practice it is in accord with the purpose of the Young Men's Christian Association of the United States of America as stated in the Constitution and Bylaws of the National Council.
- B) This Corporation may, in its discretion, carry its share of the expense of these cooperative agencies in so far as this Corporation is financially able.
- C) This Corporation shall report annually to the YMCA of the USA concerning such matters as the Council may specify from time to time.

Section 4. In accomplishing its objectives this Corporation may provide the necessary means by which to establish and maintain the work of the YMCA in any section of this Corporation's service area. Any branches or subdivisions established by this Corporation shall be under the control and direction of the board of directors and board of trustees in relationship to the responsibilities of each Board as described herein.

Section 5. This Corporation 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 property as may be necessary to carry out and utilize the same in accordance with the provisions of these Bylaws.

Article II - Membership

Section 1. Any person who supports the purpose of the Corporation may become a member and shall be entitled to all benefits of membership as established by the board of directors. Subject to payment of fees as established in Section 3 of this article, any person within one or more of the categories of members established by the Corporation shall be a member of this Corporation. The board of directors, in conjunction with the staff of the Corporation, may decide categories of membership as it sees fit.

Section 2. Any member 18 years of age or older shall be a voting member of this Corporation and shall be entitled to cast one vote on any item of business properly before the members for consideration.

Section 3. The board of directors may from time to time establish fees for membership in this

Corporation. Membership fees may be different for different categories of membership defined in Section 1 of this article and the board of directors may establish more than one schedule of fees for any given category of membership.

Section 4. An annual meeting of the voting members of the Corporation shall be held on call of the board of directors.

Section 5. Notice of a meeting of the voting members of the Corporation shall be posted in the Corporation's buildings and published if required by law. Such notice shall be posted and published at least ten (10) days, but not more than fifty (50) days prior to the date scheduled for the meeting of the voting members.

Section 6. At a meeting of the voting members of the Corporation, the voting members present shall constitute a quorum.

Section 7. Any person who is a member other than a person who is a voting member shall be entitled to enjoy the benefits of membership in the Corporation except he or she shall not be entitled to cast a vote on Corporation business.

Article III - Board of Directors and Board of Trustees

Section 1. The management of this Corporation shall be vested in a board of directors ["board of directors"] of not less than twenty (20) nor more than thirty (30) voting members of this Corporation. Board members shall possess the qualifications of membership as described in Article II, Section 2 of these Bylaws.

Section 2. The board of trustees will consist of twenty (20) but not more than thirty (30) members. The Corporation, through its board of trustees, 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 property as may be necessary to carry out the purposes and programs of the Corporation. The board of trustees chair shall execute all documents concerning this property. Members on the board of trustees shall be at least 21 years of age.

Section 3. Each board will have the power to fill, for the unexpired terms, all vacancies occurring in their numbers between annual elections. A person appointed to fill a vacancy shall serve for the remainder of the vacated term and then shall be eligible to serve the regular term limits of the position.

Section 4. Each board will have officers consisting of a chair, one or more vice-chairs, treasurer, and a secretary chosen from their own number.

Section 5. The chair of the board of directors shall be the President of the Corporation, and shall preside at meetings of the Corporation.

Section 6. The board of directors shall have and exercise all powers as provided by law, including, but not limited to:

- A) Set policies of the Corporation in matters of personnel, program, operating budgets and funds, and membership.
- B) Appoint standing committees to consist of an executive committee, a finance committee,

and such other committees deemed necessary from time to time.

- C) Deal with all cases of misconduct or violation of rules or regulations of the Corporation on the part of any member, employee or other persons.
- D) Control the work and policies of the Corporation in all its details.
- E) Have the power, in its discretion, to transmit funds from the operation to the board of trustees for the work of the Corporation.

Section 7. The board of trustees shall have and exercise all powers to:

- A) Control title to all real property owned by the Corporation and execute any deeds therefore.
- B) Have the power to enter into leases for real property and to enter into contracts to buy or sell real property for the Corporation.
- C) Have control of all capital funds, including endowment funds, bequests, and securities; and have the power to invest or administer the same on behalf of the Corporation.
- D) Have the power, in its discretion, to transmit funds from capital funds to the board of directors for the work of the Corporation.

Section 8. The board of directors in consultation with the Executive Director shall designate the various areas or departments into which the program and administrative work of the Corporation shall be divided; shall determine the divisions of responsibility and the relationship between such departments; and shall authorize the chair of the board to appoint the necessary committees.

Section 9. The officers of the board of directors and other members of the board of directors appointed by the President shall serve as the executive committee of the board of directors with full power and authority to supervise and act upon all business requiring immediate attention during intervals between the regular meetings of the board of directors. The President of the Corporation shall also serve as chair of the executive committee.

Section 10. The board of directors shall have the power to enter into cooperative relationships with other agencies, organizations or individuals when in the judgment of the board of directors such a relationship is desirable for achieving the Corporation's objectives, so long as it does not violate commitments, geographical or otherwise, of the YMCA of the USA. In such cases the board of directors or the Executive Director with authority from the board of directors shall have the power to execute articles of agreement or contracts binding upon the Corporation setting forth the rules governing any such cooperative relationship.

Article IV - Elections

Section 1. The annual election of directors and trustees of each board shall be held at the annual meeting, at which time there shall be chosen by the voting members a maximum of 1/3 of the legal number of members on each board, who shall hold office for three years. Directors shall be limited to two consecutive three year terms plus any years accumulated because of appointment to fill a vacancy

pursuant to Article III, Section 3.

Section 2. The chair of each board, at least two months before the annual meeting, shall appoint a three-member nominating committee from their respective boards to nominate members for election to their respective boards at the annual meeting. These committees shall consist of persons whose terms do not expire at the upcoming election. The corporation president shall notify corporation members of the nominees at least fifteen days prior to the annual meeting.

Section 3. At the first regular meeting of each board after the annual election of the Corporation, the boards shall elect from their own numbers an Executive Committee consisting of a chair, one or more vice chairs, a treasurer, and a secretary. The term of office for each Executive Committee officer of each board shall be a minimum of one year.

Section 4. Any officer, director, or trustee may resign at any time by giving written or electronic notice to the Executive Director. Vacancies on the board of directors or board of trustees shall be filled as set out in Article IV, Section 2. Vacancies on an Executive Committee shall be filled by appointment of a board member by majority vote of the Executive Committee.

Section 5. Any officer, director or trustee may be removed by the vote of a majority of the members of the respective board members present at a properly constituted meeting of each board.

Article V - Meetings

Section 1. There shall be an annual meeting of the Corporation within 90 days after the close of the fiscal year, at which time the board of directors shall report to the membership upon the status of the Corporation. The board of trustees shall report to the membership at the annual meeting of the Corporation on the status of property and funds managed by the board of trustees. Notice of the meeting shall be given to all voting members as provided for in these Bylaws.

Section 2. Regular meetings of the board of trustees will be held the last Wednesday of May and September, with a joint meeting of the board of directors and board of trustees in November. Special meetings of the board of trustees may be called by written or electronic request of the Chair of the board of trustees, or President of the Corporation.

Section 3. Regular meetings of the board of directors will be held every other month. Special meetings may be called by written or electronic request of the President.

Section 4. Special meetings of the Corporation may be called by order of either board or upon written or electronic request of five percent (5%) of the voting membership of the Corporation. The President of the Corporation shall call the meeting, specifying the agenda which shall be incorporated into the notice which shall be sent to the membership at least 10 days preceding the meeting.

Section 5. Special meetings by either board may be called by written or electronic request of five (5) of such board members.

Section 6. A majority of the membership of each board shall constitute a quorum for transaction of business of that board.

Section 7. Members of the board of directors and members of the board of trustees may participate in and act in any meeting of their respective boards or of the respective committees of such boards through

the use of a telephonic conference or similar communication equipment, 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 persons so participating.

Article VI - Duties of Elected Officers of Each Board

Section 1. The chair of each board shall preside at all business meetings of their respective boards; they shall make at the annual meeting of the Corporation a full report of the year's work; they shall appoint all standing committees of their boards and shall designate the chair thereof subject to the approval of their board; they shall sign, with or without the secretary, all legal papers of the Corporation under the authority of their board.

The chair of the board of directors will serve as a non-voting ex-officio member of the board of trustees and shall make a report to the board of trustees of business carried out by the board of directors.

The chair of the board of trustees will serve as a non-voting ex-officio member of the board of directors and shall make a report to the board of directors of business carried out by the board of trustees.

Section 2. The vice chairs of each board, in order of their election, shall, in the absence or disability of their respective chair, have the power and perform all the duties of the respective chair.

Section 3. The treasurer of the board of directors shall oversee the fiscal program of the Corporation. The treasurer shall cause all funds of the Corporation to be deposited in depositories in the name of the Corporation and approved by the board of directors. The treasurer shall see that an accurate record is kept of Corporation funds and shall see that adequate periodic reports are made to the board of directors. All checks upon bank accounts of the Corporation shall be signed as directed by resolution of the board of directors. The treasurer shall see that appropriate employees of the Corporation are bonded and that an annual audit, review or compilation, is made by a selected public accountant firm of all fiscal transactions by the Corporation.

The treasurer of the board of trustees shall oversee the endowment funds and capital funds of the Corporation. The treasurer of the board of trustees shall cause all endowment funds and capital funds of the Corporation to be invested and deposited in the name of the Corporation. The board of trustees shall see that investment advisors are consulted as may be appropriate in investing, managing and protecting all endowment funds and capital funds of the Corporation.

Section 4. The secretaries, or their designees, of each board shall keep a record of the minutes of all meetings called or held by their boards, and the meetings of the members.

Article VII - Employees

Section 1. The employment of an Executive Director shall be approved by the board of directors. The Executive Director, or designee, shall be an ex-officio non-voting member of the board of directors and the board of trustees, and of the respective committees of each board. The Executive Director shall sign all orders of the treasurer for the disbursement of funds, subject to the approval of the finance committee, and further subject to these Bylaws and instructions of the respective boards.

Section 2. All employees of the Corporation shall be employed by the Corporation upon recommendation of the Executive Director. Their duties and job descriptions shall be designated to them by the Executive Director.

Article VIII -Amendments

Section 1. Amendments must be approved by the respective boards prior to the annual meeting and notice of the proposed amendments must be posted on the YMCA's web page and included in any electronic communications to its members, including the notice of the annual meeting, at least 15 days prior to the annual meeting. These Bylaws may only be amended by the majority vote of the members at the annual meeting.

Section 2. Any amendment of these Bylaws offered for consideration by the voting members of this Corporation shall have been submitted to the board of directors, and posted conspicuously in the Corporation's buildings.

Article IX - Indemnification

The policy of this Corporation, to the extent there is no available insurance coverage, is to indemnify and hold harmless any officer, director, member of its board of directors, board of trustees, employee, Executive Director, or other agent of the Corporation, 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.

Article X - Disposition of Assets

Should this Corporation dissolve, the remaining assets of the Corporation shall be disposed of as provided for in the Corporation's Articles of Incorporation.

CERTIFICATION

I hereby certify that the attached is a true and correct copy of the Bylaws of The Missouri Valley Family Young Men's Christian Association of Bismarck, North Dakota 58501.

Dated: October 22, 2019.

A handwritten signature in black ink, appearing to read "Tanya Holm", written over a horizontal line.

Secretary of Board of Directors