

BYLAWS OF  
THE YOUNG MEN'S CHRISTIAN ASSOCIATION  
OF  
FREDERICK COUNTY, MARYLAND, INCORPORATED

**ARTICLE I -- PREAMBLE**

The Frederick County YMCA is a non-profit, charitable organization that was founded in 1858 and incorporated as a non-profit, charitable organization under the laws of the state of Maryland in 1906. It is an association of persons of all ages, ethnic groups, and religious affiliations who are united in a common effort to put Judeo Christian principles into practice through programs that promote healthy lifestyles, strengthen the family, develop leadership skills in youth, build international understanding, and assist in community development. It is the purpose of the association to aid its members by precept and example and by moral and spiritual education to develop in its members a desirable set of values, a sense of purpose, leadership qualities, and adherence to a personal regimen that is conducive to good mental and physical health.

To realize its purpose, this non-stock corporation will provide appropriate staff, facilities, and equipment without monetary gain or profit to its members or directors.

**ARTICLE II -- NAME**

The incorporated name of the association is The Young Men's Christian Association of Frederick County, Maryland, Incorporated (hereinafter called the "Association"). In the regular transaction of business in the Frederick community, the abbreviated name the YMCA of Frederick County or, more simply, the Y of Frederick County shall be used.

**ARTICLE III -- MEMBERSHIP**

Section 1. -- Any person of good moral character who supports the purposes of this Association may, upon meeting the criteria for membership established by the governing board, become a member regardless of age, color, national origin, religious affiliation, or political persuasion.

Section 2. – Application – All applications for membership shall be submitted in writing and shall constitute an agreement on the part of the applicant to adhere to the Bylaws, rules and regulations of the Association.

Section 3. -- The right to vote and right to hold office are reserved for members eighteen years of age or older.

Section 4. – Membership dues and programs or other fees shall be at such rate or rates, schedule or formula as approved by the Board of Directors, in consultation with the Executive Officers of the Association.

## **ARTICLE IV -- BOARD OF DIRECTORS**

### Section 1. -- General Powers

The business and affairs of the Association shall be governed by a Board of Directors of not more than twenty- four (24) nor fewer than twelve (12) directors, who shall be responsible for formulating the governing policies of the organization. The directors shall be at least 18 years of age.

### Section 2. -- Election

The Board of Directors shall be classified with respect to the time during which each shall hold office by dividing them into three classes, each class consisting of one-third (1/3) of the whole number of directors. Directors shall be elected by the Association to hold office for the term of three years so that the term of office of one class shall expire in each year. A director may be re-elected for a second three-year term. After the second three-year term, a director is required to go off the Board for at least one year. If a director is filling the position of officer and is in line for succession to Chair of the Board, then that director will be allowed to continue on a holdover status until successors are duly elected. Members of the Board shall be elected and take office at the Annual Meeting of the Association. The Board of Directors shall determine the date of the Annual Meeting.

### Section 3. -- Candidates

The Board Development Committee must nominate candidates for membership on the Board of Directors. Efforts shall be made to assure broad representation from as many business, religious, and community entities as possible.

Additional nominations may be presented providing that a minimum of 100 members petition, in writing, requesting the inclusion of such nominee and submit the name to the Secretary three weeks prior to the Annual Meeting.

### Section 4. -- Vacancies

The Board, at any meeting, may elect directors to fill vacancies created by the death, ineligibility, or resignation of any director. Any director so elected shall hold office for the unexpired term of his or her predecessor and until a successor has been elected.

### Section 5. -- Meetings

The Board of Directors may hold meetings, both regular and special, either within or outside the state of Maryland. Regular meetings of the Board shall be held not less frequently than eight times a year. The time and place of the meeting are to be determined by the Chair of the Board except that one regular meeting of the Board may be the Annual Meeting of the Association during which directors shall be elected to fill the terms of those directors whose terms expire.

## Section 6. – Attendance

The YMCA Board is an active, working board and attendance is extremely important.

Any Board member absent from three meetings in succession or more than three meetings in any twelve-month period is automatically terminated. Within a two-month period, a terminated director may, in writing to the Chair of the Board, request reinstatement. The Board of Directors, by a vote of a majority of its members, may reinstate the terminated director. Reinstatement shall be voted upon by written, private ballot.

## Section 7. -- Quorum

At all meetings of the Board, a majority of the voting members of the whole Board shall constitute a quorum for the transaction of business. Since the President/CEO is not a voting member, his/her presence does not count toward the quorum.

## Section 8. – Action of Board by Electronic Vote

Any action required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if consent in writing or by electronic means is obtained from a majority of the voting members of the Board and such actions shall be filed with the minutes of these proceedings of the Board. Such consent shall have the same force and effect as a majority vote of the Board at a meeting thereof.

# **ARTICLE V -- OFFICERS OF THE ASSOCIATION**

## Section 1. -- Number and Titles

The officers of the Association shall be the Chair of the Board; two Vice Chairs of the Board, one of whom shall be the Chair elect, and the other of whom shall be the Compliance Officer; Secretary/Treasurer; a President/CEO; Chief Operating Officer (COO), and Chief Financial Officer (CFO). The President/CEO may also serve as the Secretary/Treasurer.

The President/CEO shall be a non-voting member of the Board of Directors and committees of the Association. The Chief Operating Officer and Chief Financial Officer are not members of the Board of Directors and may be non-voting members of committees of the Association.

## Section 2. -- Election and Term of Office

The Chair will be elected annually for up to two consecutive one-year terms. Except as may be specifically provided otherwise herein, the other Officers shall be elected annually. If the election of Officers is not held at the Annual Meeting, such election shall be held as soon thereafter as possible. Vacancies may be filled by electing new officers at any meeting of the Board. Each Officer, with the exception of the Chair, shall hold office for a period of one year or until his or her successor shall be qualified.

### Section 3. -- Removal

Any officer, director, agent, or committee members of the Board of Directors may be removed at any time, with or without cause, by the Board of Directors whenever in its judgment the best interest of the Association will be served thereby. An affirmative vote of a two thirds (2/3) majority of the Board present is required for removal.

## **ARTICLE VI -- MEETINGS**

### Section 1. -- Regular Meetings

The Board shall meet a minimum of eight (8) times a year on days and at places the Chair of the Board may determine.

### Section 2. -- Annual Meeting

Unless otherwise determined by the Board, the Annual Meeting of the Association shall be held on a date set by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may properly be brought before the general membership.

### Section 3. -- Special Meetings

Special meetings of the Board may be held at any time upon the call of the Chair of the Board, the Executive Committee, or the Secretary upon the request of any eight (8) of the duly elected members of the Board. The purpose shall be stated in the notice to convene, and the discussion shall be limited to the purpose stated in the notice.

### Section 4. -- Notice of Meetings

Board members shall be notified by the Secretary via mail or electronic means, prior to such meetings; and in all cases of special meetings, the notices, therefore, shall state briefly the purpose of the meeting.

Section 5. -- Procedure  
All meetings of the Board and the Association shall be conducted in accordance with Robert's Rules of Order Revised.

## **ARTICLE VII -- POWERS AND DUTIES OF OFFICERS**

The officers of the Association shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors.

### Section 1. -- Chair of the Board

The Chair of the Board shall preside at all business meetings of the Association and of the Board; and shall, within ninety days following the annual election, appoint the standing committees, subject to the

approval of the Board. He or she shall be a non-voting member of all committees, except the Executive Committee upon which the Chair shall be entitled to vote. Unless the authority to do so is expressly delegated by the Board to an executive officer or other agent, the Chair shall sign with the Secretary, or any other certifying officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments, which the Board has authorized to be executed. He or she shall, in general, perform all duties inherent to the office of Chair of the Board and such other duties as may be prescribed by the Board.

#### Section 2. -- Vice Chair(s)

The Vice Chairs shall perform duties as may from time to time be assigned by the Chair of the Board. In the absence or inability of the Chair of the Board, his or her duties devolve upon the first Vice Chair. The second Vice Chair shall serve as Compliance Officer.

#### Section 3. -- Secretary/Treasurer

The Secretary/Treasurer shall keep the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provision of these Bylaws; see that there is adequate control of the Corporate Records and of the Seal of the Corporation; see that the Seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is required or authorized; and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as may from time to time be assigned by the Chair of the Board.

#### Section 4. -- President/CEO

The President/CEO shall be a full-time employee of the Association and shall serve at the pleasure of the Board. He or she shall have the general and active management of the operations of the YMCA and shall be its official spokesman and representative and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. He or she shall be an ex-officio member of the Board of Directors, and of the committees. He or she may execute any deed, mortgage, bond, contract or other instrument which the Board has authorized the President/CEO to execute, unless expressly delegated by the Board to another officer or agent. Not later than March of each year, he or she shall submit to the Board a written report covering the operation of the YMCA for the prior fiscal year.

### **ARTICLE VIII – COMMITTEES, BRANCH BOARDS, AND OTHER ADVISORY BOARDS/COUNCILS**

#### Section 1. – Standing Committees

The four (4) standing committees of the board will be as follows: (1) Executive Committee; (2) Finance Committee; (3) Board Governance Committee; and (4) Financial Development Committee.

#### Section 2. – Committee Membership

Each standing committee shall have at least one chairperson. The Chair of the Board shall appoint the chair for each standing committee. Each committee will include one or more directors. Each standing committee may select additional persons, whether or not they are directors or members of the Association, to assist in performing its functions and duties. The committees recommend and report to the Board of Directors.

### Section 3. – Ad Hoc Committees

Ad hoc committees may be appointed to perform special functions as designated by the Board of Directors. Board designated committees will be responsible for reporting to the Board of Directors.

### Section 4. – Committee Chairs

The duties of the committee chairs shall be those described in Robert's Rules of Order Revised and, in addition, chairs shall review annually the committee's commission.

### Section 5. –Committee Member Terms

Each member of a committee shall continue as such until the next annual election of the Board or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof. Vacancies in the membership of the committee may be filled by appointment of the Chair.

### Section 6. -- Commission

Each committee shall be provided a commission by the Board and may adopt rules for its own governing not inconsistent with these Bylaws or with the rules adopted by the Board.

### Section 7. -- Report

The Chair of the Board and the President of the YMCA at the Annual Meeting of the Association shall submit a written annual report.

### Section 8. -- General Provisions Relating to Committees

A majority of the members of any committee of the Board shall constitute a quorum. Each committee shall keep regular minutes of its meetings and report to the Board when required.

### Section 9. --Branch Boards and Other Advisory Bodies

The Board may commission branch boards, and other advisory bodies (including program advisory boards, councils, or committees). Such commissions may be subject to expiration dates and/or termination at the Board's sole discretion. Each committee will adopt rules for its own governance that are consistent with these Bylaws or with rules adopted by the Board.

## **ARTICLE IX -- DISCIPLINE**

If the conduct of any member of the Frederick County YMCA shall oppose or be in willful violation of the code of regulations, Bylaws or purpose of the Frederick County YMCA, or prejudicial to the YMCA's intent, the President/CEO may immediately suspend or expel such member. An oral or written report, as the circumstances dictate, shall be made to the Board at the next meeting of any expulsion or of any suspension in excess of 30 days. A motion to review the suspension or expulsion of a member may be made at the next regular meeting of the Board, but not thereafter. Any member so expelled and during suspension shall be denied admittance and to participate in programs.

## **ARTICLE X -- CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

### Section I. -- Contracts

The Board may authorize an officer or officers, agent or agents of the Frederick County YMCA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Frederick County YMCA, and such authority may be general or confined to specific instances.

### Section 2. -- Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Frederick County YMCA shall be signed by any officer or officers of the Association or any person as shall be determined by resolution of the Board.

### Section 3. -- Deposits

All funds of the Frederick County YMCA shall be deposited from time to time to the credit of the Association in such financial institutions or other depositories as the Treasurer may select.

### Section 4. -- Accounts

The Board of Directors, based upon the Financial Monitoring and Audit Committee and staff recommendations, will authorize the opening of accounts at secure financial institutions. Signature cards will be provided to officers at said financial institutions designating Board approved officers and staff eligible to sign on and withdraw funds from established accounts.

### Section 5. -- YMCA Bank Accounts

The Frederick County YMCA shall maintain bank accounts for special purposes. The Frederick County YMCA shall insure that the available funds will be used for their specific purpose or designation.

## **ARTICLE XI -- BOOKS AND RECORDS**

The Frederick County YMCA shall keep correct and complete books and records of accounts in accordance with generally accepted accounting standards and minutes of the proceedings of its Board. These shall be maintained at its principal office in the city of Frederick together with a record giving the names and addresses of all Board members and officers.

## **ARTICLE XII -- FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

## **ARTICLE XIII -- SEAL**

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the YMCA and the words "The Young Men's Christian Association of Frederick County, Incorporated 1906, Maryland.

## **ARTICLE XIV – AMENDMENTS TO BYLAWS**

These Bylaws may be amended by a majority of the Association members present at any regular meeting or at any special meeting, provided such alteration or amendment shall have been submitted by the governing Board and posted conspicuously in the Association's lobby at least ten days prior to such meeting.

Bylaws Adopted 1955

Revised and Adopted 5/19/87,8/23/88,5/23/91,5/18/92,5/17/93, 5/26/94,5/23/95,4/20/98,  
9/27/02, 6/10/03, 4/22/05, 3/24/06, 6/12/07, 11/16/07, 6/13/08, 4/29/11, 10/28/11, 9/21/12, 8/21/15