

Winona Family YMCA, Inc.
Bylaws

Article I-Name, Location, and Purpose

1. Name-The name of this corporation is "Winona Family YMCA, Inc." and shall be commonly known as the "Winona Family YMCA".
2. Location-The principal office of the corporation shall be at 902 Parks Avenue, Winona, MN 55987.
3. Purpose-The YMCA, universally regarded as an ecumenical Christian organization, federated in the purpose of serving communities, will exist to ensure that all persons are able to develop their physical, spiritual, and mental well-being through participation in programs and services. The YMCA promotes inclusion of all people and does not discriminate on any basis. This corporation shall not be operated for profit but shall be operated for charitable purposes.

Article II - Membership

1. Members-Members of the corporation shall be those individuals who hold a current facility membership in good standing.
2. Rights of Members-Any current member of the organization, over the age of 18 years old, shall be a voting member in the corporation and is entitled to one vote on any business item placed before the members. Members have no right, title, or legal share in the assets of the corporation.
3. Annual Meeting-An annual meeting of the voting members of the corporation shall be held at a place and time determined by the Board of Directors, within 120 days of the close of the corporation's fiscal year. The purpose of this meeting is the election of Directors and transaction of other relevant business.
4. Special Meetings-A special meeting of the Members may be called at any time, for any purpose. Such a meeting must be called by the President, or two-thirds of the Directors. Such a meeting must be called by the President upon receipt of a request by two-thirds of the Members.
5. Notice of Meetings-Notice of Annual or Special Meetings shall be given to all members of the corporation via electronic newsletter, and posted on the website and digital lobby display, not less than seven days before the meeting. Failure to reach all current members will not cause alteration of the meeting in any way. All responsible care will be taken to notify Members of a meeting.
6. Quorum-Those Members present at an Annual or Special Meeting shall constitute a Quorum.

Article III - Directors

1. Board of Directors - The stewardship of this corporation shall be vested in a Board of no less than seven and no more than nineteen Directors. All Directors shall be Members of the corporation. Directors shall serve without pay or compensation other than reasonable expenses incurred.
2. Election and Term - Members shall elect each Director. Each Director shall serve a term of three (3) years, except in cases of resignation or removal. Each Director may serve two (2) consecutive terms. Any partial term may not be counted as a full term. After serving two (2) consecutive terms, an outgoing Director must observe a period of one (1) year before being eligible for re-election. In instances where resignations or removal cause the number of Directors to be less than required, the Board may elect new members. In instances where a current President's two-year term exceeds the 6 year term limit an additional one year term will automatically be applied and will be in exception to the 6 year term limit rule.
3. Election Process -
 - a. Nomination -A nominating committee shall be convened for the purpose of proposing Directors to fill vacancies on the Board. This committee will identify candidates who possess competencies valuable to the Board and can fulfill the Duties of a Director. An appropriate number of candidates shall be nominated and recommended to the Members for a vote at each annual meeting. Five percent (5%) of the Voting Members may present in writing to the President, no less than 10 days in advance of the Annual Meeting, any candidate they wish to be considered for election. In cases where nominations are needed to maintain the appropriate number of Directors, a nominating committee will be formed to recommend candidates for election to the Board.
 - b. Voting - Nominated candidates will be voted on at the Annual Meeting. Nominations will be presented by motion of the nominating committee. Members will vote on each candidate individually through voice vote, or at the President's discretion a show of hands. In cases where nominations are needed to maintain the appropriate number of Directors, a member of the nominating committee shall present a motion for election decided by a majority of the Quorum. Proxy voting is prohibited in any election of Directors. For extenuating circumstances, an Annual Meeting may be done virtually with members voting electronically on slate of nominees for open board positions.
4. Meetings - The Board of Directors shall meet no fewer than six (6) times per calendar year at the principal office, unless an alternative location is decided by the President. Any special or regular meeting of the board may be called by a Quorum of Directors, or by the President.
5. Quorum - A Quorum shall constitute a majority of current Directors.
6. Notice of Meetings - Notice of all meetings of the Board shall be given at least one (1) week in advance of the meeting and include an agenda.

7. Attendance - Directors must make every effort to attend at least 75% of all scheduled meetings during each fiscal year, including the annual retreat, to remain an active member of the board. Attendance can be in person or through electronic communication. Failure to reach the minimum attendance will result in a meeting with the CEO and Board President to discuss capacity and commitment.
8. Action without a Meeting - Any action that may be taken at a Meeting of the Board may be taken without a meeting when authorized in writing, or by electronic approval, by all directors.
9. Committees - Special and Standing Committees or Taskforces may be established by the President, or a majority of Directors. All Committees and Taskforces must report their actions and proceedings to the Board. Committees will comprise two or more individuals who are not required to be current Directors. The term of all Committees and Taskforces must be defined upon their creation, all established without a term will be dissolved at the close of the Annual Meeting.
10. Duties - Directors of the corporation shall:
 - a. Act in the best interest of the corporation.
 - b. Ensure that all resolutions of the Board are implemented.
 - c. Define and ensure compliance with Governance policies as outlined in the Winona Family YMCA Board Governance Manual.
 - d. Diligently carry out all assigned responsibilities.
 - e. Hire the CEO of the corporation and evaluate their performance on an annual basis.
11. Powers - the Board of Directors shall have all corporate powers provided herein, as well as those provided in the laws of the State of Minnesota.
12. Removal - A Director not fulfilling their Duties may be removed by a 2/3 vote of the Board, at any time, in the best interest of the corporation.
13. Liability- The corporation shall carry all appropriate Directors and Officers liability insurance, without obtaining reimbursement of all or any part of the premium, to ensure the corporations obligations and indemnify Directors and Officers against liability, loss and expense incurred by them or any of them by reason of having been a Director or Officer.

Article IV - Officers and their Duties

1. Designated Officers - the officers of this Corporation shall be a President, Vice President, Secretary, and Past President.
2. President - The President ensures the integrity of the board and its process. The President is responsible for presiding over meetings of the Board and Members which address topics appropriate for consideration. Along with the Secretary or CEO the President has authority to execute legal papers, documents, and other instruments authorized by the Board. The President has the authority to appoint committees as needed. At all times the President acts as a representative of the corporation to

outside parties on issues decided by the Board. The President has the ability to delegate authority, but remains accountable for its use.

3. Vice President - The Vice President shall perform the duties and exercise the powers of the President in their absence, and generally assist the President and perform duties authorized by the Board.
4. Secretary - The Secretary, along with the President or CEO, shall execute such legal papers, documents, and other instruments authorized by the Board. The Secretary shall ensure that minutes of all meetings of the Members and Directors are kept along with attendance records and copies of all monitoring reports.
5. Past President - The immediate Past President shall have such duties as assigned by the President for a term of one year after their presidency. The Past President shall be a member of the Board, with the right to vote.
6. Officer Terms - The President shall serve a two-year term, with all other officers serving one year terms. Vice President and Secretary positions can be served in unlimited successive terms, within the term limits of Board service. The office of Past President need not be filled in the event that the President cannot take the office upon completion of their presidency.
7. Officer Elections - Nominations for officers shall be made by and of existing Directors at the regular Board Meeting preceding the Annual Meeting. The elections of Officers should take place at the first regular Board meeting immediately following the Annual Meeting. If there is more than one nomination for each office a written ballot must be provided to Directors for voting. Two Directors not nominated for office will be appointed by the President to distribute the ballot for each office to each of the Directors present. After no more than two-minutes the appointed Directors will then collect the ballots, and count which nominated Director has received the majority of votes. If there are more than two nominees and a tie results, one run off will occur. In the event two final nominees are tied, a coin-toss will decide the winner.
8. Officer Vacancy - In the event an Office is vacated by a sitting Officer, the vacancy may be filled for the unexpired portion by a Director then serving. This must be affirmed by a Quorum of Directors at a Meeting of the Board. Any Officer so elected may serve until the next Annual Meeting and the partial term is not considered part of a term limit.

Article V - Staff

1. Chief Executive Officer (CEO) - The Board of Directors shall employ a CEO as the chief of staff and ex officio member of the Board, in consultation with the YMCA of the USA. The CEO shall be given powers and duties as deemed appropriate by the Board of Directors. The CEO shall be responsible for management of all employees of the Corporation. All regular meetings shall be attended by the CEO.

Article VI - Fiscal


1. Fiscal Year - The fiscal year of this corporation shall be from January 1 to December 31 of each year.
2. Borrowing - No officers, agent or employee of this corporation shall have any power to borrow money on its behalf or pledge credit or mortgage property, except within the scope of the authority delegated by resolutions of the Board. Authority for any of the above purposes may be given by the Board in general or limited scope.
3. Depositories - All funds of this corporation shall be deposited in a timely fashion to the credit of this corporation in banks, trust companies or other depositories as approved by the Board of Directors. All funds shall be withdrawn upon the signature of one or more officers or employees as delegated by resolutions of the Board.

Article VII - Amendments

1. These By-Laws may only be amended, repealed, or altered by a two-thirds (2/3) vote of the members of the Board present at any regular or special Meeting, and notice of the Amendment must be contained in notice of the Meeting.

Certification

The preceding By-Laws were adopted at a meeting of the Winona Family YMCA Board of Directors held on September 16, 2021.



President

10/7/21
Date



Vice President

10/7/2021
Date



Secretary

10/7/2021
Date