

## BY-LAWS

### YOUNG MEN'S CHRISTIAN ASSOCIATION OF HIGH POINT, INC.

#### ARTICLE I NAME AND AFFILIATION

**Section 1.** The name of the organization shall be The Young Men's Christian Association of Greater High Point, Incorporated.

**Section 2.** This corporation shall seek to maintain membership in the National Council of Young Men's Christian Associations of the United States of America.

#### ARTICLE II VISION

**Section 1.** The vision of The High Point Association will be to build strong kids, strong families and strong communities in the High Point, Jamestown, Archdale, Trinity and Camp Cheerio geographical area and any other service area determined appropriate by the board of directors.

#### ARTICLE III MISSION

**Section 1.** As an affiliate of the National Council of YMCA's the Association accepts the vision of the Council, which is:

The Young Men's Christian Association we regard as being in its essential genius a world-wide fellowship united by common loyalty to Jesus Christ for the purpose of developing Christian personality and building a Christian society.

#### ARTICLE IV SERVICE AREA

**Section 1.** The service area of the YMCA of Greater High Point will extend to the boundary created by the annexation agreement between High Point/Jamestown and Greensboro; with the High Point YMCA serving High Point and Jamestown. In addition, High Point will serve the agreed upon annexation line of the City of High Point in the counties of Randolph, Davidson and Forsyth to include the townships of Archdale and Trinity. Alleghany County, North Carolina will be an additional service area of the YMCA of Greater High Point based on the location of Camp Cheerio Branch in that county.

#### ARTICLE V MEMBERSHIP

**Section 1.** Eligibility. Members of this Association shall consist of those persons who, without regard to race or creed, comply with the provisions of the by-laws and any and all other membership regulations as established from time to time by the Association Board of Directors.

**Section 2.** Classifications. Membership in this Association shall consist of three classifications - Active, Sustaining and Honorary. An Active member is a person who has paid for and maintains full membership in accordance with the terms set forth by the Association Board of Directors. A Sustaining member is a member who has contributed

to the Association an amount established by the Association Board of Directors, on an annual basis, in order to help the Association defray expenses which it incurs in providing services for those who cannot afford to pay. An Honorary member is a person awarded this membership, without charge, by action of the Association Board of Directors for that person's exemplary service to the Association or to the community. All types of membership may be subdivided into classifications as determined by the Association Board of Directors.

**Section 3.** The voting membership of the Association shall consist of all members of the Board of Directors, Trustees, Branch Boards of Managers and additional persons who meet the following requirements:

- a. Who are full privilege members, sustaining or honorary members, of one of the branches of the Association and are in compliance with the financial requirements of their membership as established from time to time by the Association Board of Directors.
- b. Who subscribe to the Association's vision as stated in Article II of these by-laws.
- c. Who have cooperated toward achieving the Association's vision by active service in recognized Association activities.

## **ARTICLE VI MANAGEMENT**

**Section 1.** The management of this association shall be vested in a Association Board of Directors consisting of eighteen (18) members elected as provided for in Article X of these by-laws, plus the chairman and three (3) additional representatives of each branch. Branch representatives shall be members of the branch board of management, selected in accordance with the by-laws of the branch board of management.

**Section 2.** Other than the four representatives of branches provided for in Section 1 above, no person shall serve concurrently on the board of directors and any branch board of management.

**Section 3.** The Association Board of Directors shall have and exercise all the power necessary to control the assets, work and policy of the Association according to the Association's by-laws and Articles of Incorporation.

**Section 4.** The Association Board of Directors shall employ the Chief Executive Officer/President of the association, who shall be called the CEO/President.

**Section 5.** The Association Board of Directors shall have the power to enter into cooperative relationships with other agencies and organizations when in its judgement such a relationship is desirable for achieving the association's objectives. It shall have the power to execute contracts setting forth agreements of such cooperative relationships.

**Section 6.** The Association Board of Directors, on behalf of the association, 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; and may purchase, acquire, sell, transfer, convey and otherwise dispose of such property as may be necessary to carry out the purposes of the association.

**Section 7.** The Association Board of Directors, and only the Association Board of Directors, shall have the power to borrow money for corporate purposes and to designate authorized depositories for association funds. No debt or obligation shall be binding unless contracted under the authority of the board of directors, provided

however, nothing herein shall limit or otherwise restrict the authority of the officers of the association from conducting the business and affairs of the association in the ordinary course of it's business.

**Section 8.** The Association Board of Directors shall have the power to fill, for unexpired terms, all vacancies occurring among the elected directors from names of members nominated by the Association Board Development Committee.

**Section 9.** The Association Board of Directors shall meet at least eight times during the calendar year, at a time and place fixed by the board. One third of the membership of the Board shall constitute a quorum.

**Section 10.** Special meetings may be called at the request of the chairman or upon the written request of three (3) directors. The objective of a special meeting shall be stated in the call, and no other business shall be transacted.

**Section 11.** A written record of the proceedings of all meetings of the Association Board of Directors and the Executive Committee shall be maintained in the association's main office. Such minutes shall be signed by the chairman of the board or the presiding officer and the secretary or secretary pro-tem.

**Section 12.** The Association Board of Directors shall insure that all deeds to the association's real estate, negotiable documents, securities and other valuable papers shall be placed in a safe deposit box in the bank designated by the board with access by any one of the following officers: chairman, chairman-elect, vice chairman, secretary, treasurer and the president. An up-to-date record of the contents of the box shall be kept in the corporate office of the association.

## **ARTICLE VII OFFICERS AND THEIR DUTIES**

**Section 1.** The Chairman of the Association Board shall preside at all business meetings of the voting membership and of the Association Board of Directors; he shall make to the annual meeting of the voting membership a report of the year's work; he shall sign all legal papers of the Association authorized by the Association Board of Directors.

**Section 2.** The Vice-Chairman during the absence or disability of the Chairman, and upon designation by the Chairman or the Executive Committee, shall have the power to perform all the duties of the Chairman. Other powers and responsibilities of the Vice-Chairman shall be assigned by the Chairman or by the Executive Committee.

**Section 3.** The Treasurer shall cause all moneys of the Association to be received and disbursed under the authorization of the Association Board of Directors and after proper approval; he shall cause to be kept a full account of all moneys received and paid out and report same to the Association Board of Directors at their regular meetings, and to the voting membership as required. He shall cause all funds of the Association to be deposited promptly in such depositories as shall be designated by the Association Board of Directors.

**Section 4.** The Secretary shall keep a record of the minutes of all business meetings of the voting membership and of the Association Board of Directors, and shall attest same with his signature. He shall cause the seal of the Association and the record of the minutes of all business meetings to be kept in the Association office.

## ARTICLE VIII BOARD OF TRUSTEES

**Section 1.** *The Board of Trustees shall consist of current Trustees and all living past chairmen of the Association Board of Directors and any others that the Association Board may deem necessary.*

**Section 2.** The trustees shall meet at least *two* times per year and shall elect any necessary officers at the first meeting of the year.

**Section 3.** The chairman of the association may be a member of the board of trustees and may serve as its chairman. The CEO/President shall be an ex-officio member.

**Section 4.** The trustees shall not have any management nor legal rights nor authority in the association or the property of the association but shall perform such duties and assume such responsibilities as may be designated by the Association's Board of Directors from time to time.

## ARTICLE IX COMMITTEES

**Section 1.** There shall be an Executive Committee, consisting of the elected officers of the Association Board, the chairman of the Finance Committee, the immediate past chairman, and all branch chairmen. The Executive Committee shall have the power to act for the Association Board of Directors in the interim between board meetings, but shall not have the power to reconsider or reverse any action or policy of the board. The chairman of the Association Board of Directors shall be the chairman of the committee. The chairman or any two (2) members of the committee may call meetings at any time, and five (5) members shall constitute a quorum. It shall report all its actions to the board of directors at the next regular meeting of the Board, and all such actions shall be deemed actions of the Board.

**Section 2.** There shall be the following standing committees appointed annually by the chairman: finance, personnel, endowment and board development.

**Section 3.** Additional committees or task forces may be appointed by the chairman as deemed necessary.

**Section 4.** The chairman and the CEO/President shall be ex-officio members of all committees of the board.

## ARTICLE X ELECTIONS

**Section 1.** The annual election of Association Board of Directors shall be held between February 1 and March 31 of each year, at the Annual Meeting of the Association, at which time there shall be chosen by the voting membership in attendance one-third of the total number of Directors. Directors shall be elected for terms of three years or until their successors shall have been elected and qualified. No director shall serve more than two successive terms of three years each except in the event of such person's election as chairman of the Board of Directors, in which case such person shall serve as an additional member of the Board during such person's term of office. Any former Director shall be eligible for reelection to the Board after the lapse of one year.

**Section 2.** At a regular meeting of the Association Board of Directors, at least ninety days preceding the annual election, the Chairman shall appoint a Nominating Committee of five to nominate officers of the Board and the Association for the coming year and to nominate persons for election to the Association Board of Directors. This

committee shall consist of three members of the Association Board of Directors, whose terms of office do not expire at the annual election, and two additional members of the Association.

**Section 3.** At least twenty-one (21) days before the annual meeting, the Nominating Committee shall post conspicuously on the premises of all branches of the Association, a copy of this section of the by-laws together with the names of the approved nominees.

**Section 4.** At the annual meeting, or at the next regular meeting of the Association Board of Directors, the directors shall elect from their own number the chairman, chairman-elect, vice-chairman, secretary and treasurer. These shall be the officers of the Association Board and they shall hold office for one (1) year or until their successors are elected and qualified.

**Section 5.** If a director shall be nominated for the office of chairman while serving as a member of the Association Board of Directors during the last year of the term of office to which such person was elected, and such nominee agrees to serve as chairman of the board, and such person shall thereafter be elected as chairman of the Association Board of Directors, then and in such event and notwithstanding the fact that such person's term of office may be expiring and such person is scheduled to rotate off the board, and notwithstanding any other provision in these by-laws to the contrary, such newly-elected chairman of the board shall serve as a Director for an additional period of one (1) year with all voting rights and privileges of as members of the board of directors.

**Section 6.** The immediate past chairman of the board shall serve an additional year as a member of the Association Board of Directors and the Executive Committee after such person's term of office has expired, notwithstanding the fact that such person may have been scheduled to rotate off the board.

**Section 7.** The Association Board of Directors shall have power to fill unexpired terms or vacancies occurring in their numbers between annual elections.

## **ARTICLE XI MEETINGS**

**Section 1.** The Association Board of Directors shall meet according to the provisions in Article VI, Section 9 of these by-laws.

**Section 2.** The annual meeting of the association shall be held between February 1<sup>st</sup> and March 31<sup>st</sup>, at a location determined by the Association Board, and the notice shall be posted in all branch offices of the Association for at least ten (10) days preceding the meeting. At which time a statistical and financial report of the Association for the preceding year shall be presented by the chairman and treasurer.

**Section 3.** Special meetings of the association may be called by the chairman or by order of the Association Board of Directors. Upon written request of fifteen (15) voting members of the association, the chairman or the secretary shall call a meeting, specifying the object of the meeting in the notice, and the notice shall be posted in all branch offices of the association for at least ten (10) days preceding the meeting. A notice of such meeting also shall be mailed to every member of the association at least one (1) week prior to the meeting, or a notice shall be published in the newspaper in the general service area. No business shall be transacted at such special meeting except that for which the call is issued.

**Section 4.** Twenty (20) members shall constitute a quorum at any meeting of the members of the association.

**Section 5.** All meetings of the association shall be opened with a devotional.

**Section 6.** No question of sectarian or partisan political character shall be discussed or acted upon in any meeting of this association or its directors.

## **ARTICLE XII EMPLOYEES**

**Section 1.** The Association Board of Directors shall employ a Chief Executive Officer whose title shall be the CEO/President. The CEO/President of the Association shall be a staff position. Such person's duties shall include implementing the association's vision and objectives and such policy or policies and programs as the Association's Board of Directors may prescribe and perform such other duties as may be set forth herein or that may be prescribed, from time to time, by the Association's Board of Directors. The CEO/President shall be responsible for the employment of all other members of the staff, for the designation of their duties, and for the supervision of their work, but shall have the authority to delegate these responsibilities when appropriate. The CEO/President shall attend all meetings of the Association Board of Directors/Executive Committee and shall be an ex-officio member of all branch boards of management and all committees of the association.

**Section 2.** All employees of the association shall be subject to the policies outlined in the personnel policy adopted by the Association Board of Directors.

**Section 3.** All employees of the association who handle association funds shall be bonded.

## **ARTICLE XIII BRANCHES AND OPERATIONS**

**Section 1.** The Association Board of Directors may establish branches as it deems necessary for the conduct of its work. Such branches shall be governed by a board of management of not less than fifteen (15) persons and shall be under the authority of and serve at the pleasure of the Association Board of Directors.

**Section 2.** Each branch shall determine matters of policy for the branch within the general policies and guidelines of the association and as may be prescribed from time to time by the Association's Board of Directors. Branch boards of management are responsible for submitting an annual budget, participating in the work of the total association, and preparing periodic reports of the branch programs to the Association Board of Directors.

**Section 3.** The work of branches shall be governed by a set of by-laws which shall not be in contradiction of any association policies or by-laws. Such by-laws, and any amendments thereto, shall be approved by the Association Board of Directors.

**Section 4.** Each branch board of management shall appoint annually three persons from their number who, along with the chairman, shall serve as members of the Association Board of Directors with all the rights and privileges thereof.

**Section 5.** The chairman of the Association Board of Directors and the CEO/President shall be ex-officio members of all branch boards of management and all committees of branches.

## ARTICLE XIV ORGANIZATIONS

**Section 1.** No organization shall be established within or in connection with this association except with the approval of the board of directors; all such organizations shall be under the supervision of the Association Board of Directors, and their activities, by-laws and rules subject to approval by the board of directors. The Association Board of Directors shall have the power to overrule any action of such organization.

**Section 2.** The Association Board of Directors is fully empowered to disband any such organization and to refuse its members the use of association facilities.

## ARTICLE XV CONFLICT OF INTEREST

**Section 1.** A conflict of interest may exist when any director, officer or staff member may be seen as having interests which are adverse to the interests of the corporation, or which compensate the director, officer or staff member directly, or indirectly.

**Section 2.** Any conflict of interest shall be disclosed to the Board of Directors by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee thereof.

**Section 3.** The person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, if requested by the Board or committee, that person shall provide the Board or committee with any or all relevant information.

**Section 4.** The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the vote of the person concerning whose situation the doubt has arisen.

**Section 5.** A copy of these conflict of interest statement shall be furnished to each director, officer and staff member who is serving the corporation. This policy shall be reviewed periodically for the information and guidance of directors, officers and staff members. Any new directors, officers and staff members shall be advised of the policy upon undertaking the duties of office.

## ARTICLE XVI LIMITATION OF LIABILITY AND INDEMNIFICATION

**Section 1.** To the fullest extent the corporation is authorized to do so by applicable law, the liability of each director for monetary damages arising from breach of duty as a director is hereby eliminated.

**Section 2.** In addition to the indemnification otherwise provided by law, the Corporation shall indemnify and hold harmless its directors, officers, employees and other persons serving at the Corporation's request, in another corporation, partnership, joint venture, trust or other enterprise, including but not limited to persons serving on

branch boards of management and such other boards and committees as the Corporation may create from time to time, against liability and expenses, including reasonable attorneys'

fees, in a proceeding arising out of their status with the Corporation; provided, however, that the Corporation shall not indemnify such persons against liability or litigation expense that such person may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by such person to be clearly in conflict with the best interests of the Corporation of if such person received an improper personal benefit. The Corporation shall also indemnify any such person for reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 3 of this Article that such person is entitled to indemnification.

**Section 3.** Indemnification under Section 2 of this Article shall be paid by the Corporation with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities which at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of the Corporation and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the affirmative vote of a majority (but not less than two) of Association Directors who are not or were not parties to such action, suit or proceeding or against whom any such claim is asserted ("disinterested directors") even though less than a quorum, or (ii) by independent legal counsel in a written opinion, or (iii) by a court of competent jurisdiction.

**Section 4.** Expenses incurred by any such person in defending any action, suit, proceeding or claim may, upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Association Board of Directors, be paid by the Corporation in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified against such expenses by the Corporation.

**Section 5.** Any person who at any time after the adoption of this Article serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article. No amendment, modification or repeal of this Article shall adversely affect the right of any person to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

**Section 6.** The Corporation shall purchase and maintain insurance on behalf of its directors and officers against any liability asserted against or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of the Article or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director or officer shall relieve the Corporation of its liability for indemnification provided for in this Article or otherwise, to the extent of such

payment, and no insurer shall have a right of subrogation against the Corporation with respect to such payment.

## **ARTICLE XVII DISPOSITION OF ASSETS**

**Section 1.** In the event of the dissolution of the Association, the assets of the corporation shall be transferred to one or more corporations, societies or organizations engaged in activities substantially similar to those of the Association, and which shall at the time qualify as exempt organizations under Section 501 © (3) of the internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

## **ARTICLE XVIII REVIEW**

**Section 1.** These by-laws shall be reviewed at least every year which ends in an even digit by a committee or person appointed by the Chairman of the Association Board of Directors.

**Section 2.** Such review shall be reported to the Association Board of Directors, along with any recommended amendments.

## **ARTICLE XIX AMENDMENTS**

**Section 1.** These by-laws may be amended at any regular or special meeting of the Association Board of Directors with the approval of two-thirds of the members of the Association Board, provided that the proposal as to each amendment of the by-laws is included in the notice of the meeting of the Association Board of Directors mailed to each member at least two weeks prior to the date of the meeting.

## **ARTICLE XX DEFINITIONS**

**Section 1.** Throughout these by-laws all references to any person, by whatever gender, shall be interpreted to mean and shall include the masculine or the feminine, and where applicable the singular shall include the plural.

**Amended:** March 20, 1979  
 October 21, 1980  
 February 18, 1986  
 April 19, 1988  
 June 20, 1989  
 September 25, 1990  
 October 27, 1992  
 April 25, 1995  
 October 27, 1999  
 September 23, 2003