

**BY -LAWS OF THE DOWNTOWN BRANCH CONSULTING BOARD  
OF THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF CENTRAL OHIO  
(AS AMENDED ON SEPTEMBER 1, 2013)**

**ARTICLE I - NAME AND PURPOSE**

**Section 1.** The name of this organization shall be the Young Men's Christian Association of Central Ohio-Downtown Branch (the "YMCA of Central Ohio-Downtown Branch")

**Section 2.** The Young Men's Christian Association is universally recognized as being, in its essential genius, a worldwide fellowship of people united by a common loyalty to God for the purpose of developing Judeo-Christian personality and building a Judeo-Christian society.

**Section 3.** The purpose of the YMCA of Central Ohio-Downtown Branch is to build Judeo- Christian personality by helping members, residents and guests

1. Develop self-confidence, self-respect, and an appreciation of their own worth as individuals;
2. Develop a faith for daily living based upon the teachings of God that they may achieve their highest potential as Children of God;
3. Grow as responsible members of their families and citizens of their communities;
4. Understand and appreciate the gifts of body, mind and spirit by appreciating that health of mind and body is a sacred gift, and that physical fitness and mental well-being are conditions to be achieved and maintained;
5. Recognize the worth of all persons and work for inter-racial and inter-group understanding;
6. Develop a sense of world-mindedness and work for world-wide understanding and;
7. Develop capacities for leadership and use them responsibly in their own groups and community life.

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## ARTICLE II - ADMINISTRATION

**Section 1.** The Administrative control governing the policies and activities of the YMCA of Central Ohio-Downtown Branch shall be vested in a Downtown Branch Consulting Board (the "Board") ideally **comprised of between 21 and 27 duly elected members** ("Board Members). The Executive Director of the YMCA of Central Ohio-Downtown Branch shall serve *ex officio*. These Board Members shall meet the requirements of membership as set forth in ARTICLE IV, Section 1, of the Constitution of the YMCA of Central, Ohio and the additional Board Member expectations listed below.

**Section 2.** Board Member expectations include, but are not limited to the following:

1. Board Members are expected to support the Mission of the YMCA by donating their time, treasure and talent in support of the Mission and by striving to embody the YMCA's Mission and Values.
2. Board Members are expected to serve as advocates for the YMCA in the community;
3. Board Members are expected to actively participate in the YMCA of Central Ohio-Downtown Branch's fund raising campaign, by soliciting gifts at the suggested level of giving and by making a personal donation;
4. Board Members are expected to regularly attend and actively participate in Board meetings, as appropriate;
5. Board Members are expected to actively participate in at least one of the Board Committees described in Article V;
6. Board Members are expected to comply with all administrative requirements of the YMCA of Central Ohio, including the annual completion of the YMCA of Central Ohio's disclosure of conflicts of interest; and

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7. Board Members are expected to assist the YMCA of Central Ohio-Downtown Branch staff and Executive Director as requested to implement the plans and goals established by the Board.

**Section 3.** Meeting the Board Member expectations is a requirement of Board Membership. Repeated failures to meet these expectations may cause a Board Member to be terminated from the Board by a quorum of the Executive Committee of the Board.

**Section 4.** Board Members are encouraged, but not required, to become branch members of the Downtown Branch.

### ARTICLE III - ELECTIONS

**Section 1.** By the September meeting of the Board, the Nominating Committee shall present names of prospective Board Members to fill any existing vacancies that may have been created by rotation of terms or resignations and for the purpose of presenting names of current Board Members to serve as officers in accordance with Section 3 hereof. At the October meeting of the Board, further nominations to fill any vacancies may be made by any Board Member. The election of new Members to the Board shall be held at the November or December meeting. Newly elected Members shall officially take office at the month subsequent to the month they are elected and shall serve for the term of three (3) years.

**Section 2.** The Board shall have the power to fill any unexpired terms occurring on the Board between the annual elections herein provided, subject to the applicable provisions of the Articles and Constitution of the YMCA of Central Ohio.

**Section 3.** A Chairman and a Vice Chairman shall be elected as officers of the Board from its own Board Members by a majority vote of Board Members present and in good standing at the

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November or December meeting of the Board. These officers shall hold office for two (2) years, or until their successors have been elected. The Executive Director or his/her designee shall serve as Recording Secretary. Officers will be installed at the November or December meeting and shall not serve the same office for more than three (3) successive terms absent extenuating circumstances and approval of the Executive Director and a majority of the Board Members. Any officer may be removed from such office, with or without cause, by a majority vote of the Board Members at any regular or special meeting of the Board.

#### **ARTICLE IV - MEETINGS**

**Section 1.** The regular meetings of the Board shall be held monthly, unless otherwise directed by the Chairman. If the Chairman changes the regular meeting time, the Chairman or his/her designee will notify all Members personally or by a letter or email addressed to their last known place of business, or residence, as soon as possible prior to the new date for such regular meetings.

**Section 2.** Special Board Meetings may be called by the Chairman, Vice Chairman, or any other officer of the Board, or by the Executive Director of the Downtown Branch, provided that the purpose of the meeting shall be clearly communicated to the Board Members and provided that all Members are notified personally or by a letter or email addressed to their last known place of business, or residence, at least five (5) days prior to said Special Meeting. Only the item or items of business that the Special Meeting has been called for can be acted on at this meeting.

**Section 3.** The presence of 30% of the Board Members or seven (7) Board Members, whichever is greater, shall be necessary to constitute a quorum for the transaction of business at any Board Meeting or Special Meeting.

**Section 4.** The Annual Meeting of the Board shall be held in the month of April, at which time financial statements for the previous fiscal year shall be presented.

## ARTICLE V - COMMITTEES

**Section 1.** The Executive Committee of the Board shall consist of the Chairman, Vice Chairman, Annual Giving Campaign Chairman, the immediate past chairman of the Board, the Executive Director, *ex officio*, and such other persons that the Chairman may select. In the interim between meetings of the Downtown Board, this Executive Committee may exercise all the powers and control of the Downtown Branch's operations and activities which the Board itself could exercise. To exercise such powers in the interim between Downtown Board meetings, there must be no less than four Executive Committee members present.

**Section 2.** The following shall be the Standing Committees of the Board:

- Executive Committee
- Building and Grounds Committee
- Healthy Living
- Social Responsibility
- Youth Development
- Annual Giving Campaign

Committee Chairmen shall be Board members and shall be appointed by the Board Chairman and confirmed by the Board. Committee Chairmen shall, subject to the approval of the Executive Committee, select other Members of the Committee, at least two (2) of which shall be Board Members; in addition, such other duly qualified individuals as chosen by the Committee Chairman and approved by the Executive Committee shall serve as Committee Members. Committees shall be directly responsible to the Downtown Board and shall perform such duties and functions as the Downtown Board may designate.

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**Section 3.** The Executive Committee may appoint, from time to time, such other committees to conduct the business of the Board. All ensuing reports, recommendations or actions of such appointed non-Standing Committees shall be presented to the Board after approval of the Executive Committee. The Chairman of the Board and the Executive Director of the Downtown Branch shall be members ex officio of all such committees.

**Section 4.** Committee actions shall be valid only upon a majority vote of the members of the Committee present in the meeting and shall require approval of the Board. The presence of two (2) persons, one (1) of whom must be a Board Member, shall be necessary to constitute a quorum for the transaction of business at any committee meeting.

#### **ARTICLE VI - BRANCH MEMBERSHIP**

**Section 1.** Membership in the Downtown Branch shall be in accordance with Article IV, Section 1, of the Constitution of the YMCA of Central Ohio.

**Section 2.** Various types of membership shall be made available by the YMCA of Central Ohio-Downtown Branch Board, and the rates applicable thereto shall be published with approval of the General Board of Directors of the YMCA of Central Ohio.

**Section 3.** The Executive Director, from time to time, may adopt such rules and regulations applicable to members of the Downtown Branch as the Executive Director deems appropriate. Violation of any such rule or regulation, or other inappropriate conduct, may result in suspension or termination of membership in the Downtown Branch, in the sole discretion of the Executive Director or his/her designee.

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## ARTICLE VII - FINANCE

**Section 1.** The Executive Director, at such time as may be designated by the General Board of Directors or the President of the YMCA of Central Ohio, shall prepare an annual budget detailing the conduct of the work of the Branch. Such budget shall be presented to the Board at the annual meeting.

**Section 2.** No officers or committee of the Board shall incur any indebtedness or make any expenditures.

## ARTICLE VIII - AMENDMENTS

**Section 1.** These By-Laws may be amended or altered only by the affirmative vote of two-thirds (2/3) of the Members of the Board present at any meeting, provided such amendments or alterations have been proposed by the Executive Committee prior to the meeting of the Board, and provided that notice of the proposed changes and the text of the proposed amendments are to be sent to all Members of said Board by a letter or email addressed to their last known place of business, or residence at least ten (10) days prior to the meeting at which such amendments or alterations shall be submitted for consideration.

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