**YOUNG MEN’S CHRISTIAN ASSOCIATION OF HANNIBAL, MISSOURI**

**A MISSOURI NOT-FOR-PROFIT CORPORATION**

**BYLAWS**

**ARTICLE I** Name and Principal Office

The name of the corporation is Young Men’s Christian Association of Hannibal, Missouri, hereinafter referred to as “Association”. The principal office of the Association shall be located at #1, Y.M.C.A. Drive, Hannibal, Missouri.

**ARTICLE II** Purposes

The purposes for which the Association is organized are: The Association is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting the generality of the foregoing, the Association is also authorized: to promote, the physical, mental, moral and spiritual welfare of the men and boys, women and girls, of Hannibal, Missouri, and the vicinity thereof, and to do all things permitted by Chapter 355 of the General Not-For-Profit Corporation Law of Missouri.

**ARTICLE III** Membership

And person of good moral character eight (8) years of age or older may become a member of the Association upon payment of the required fees and approval of the Executive Director. The Executive Director may suspend a member’s privileges. The Executive Director may terminate a member’s privileges upon the prior approval of the membership committee.

**ARTICLE IV** Directors

1. General Powers. The Board of Directors will direct, oversee, determine, counsel and review the business and affairs of the association. They shall hear policy recommendations that have passed through committees and staff. Their authority shall be of one voice.

2. Number and Term. The number of the Board of Directors of the Association shall be no more than twelve (12). Each director shall serve for a term of three (3) years and until his or her successor shall have been duly elected. The director may be re-elected to a second three-year term with a maximum of two terms in succession. The number of directors may be changed from time to time by amendment to these bylaws.

3. Annual Meeting. The annual meeting of the Board of Directors shall be held by the September board meeting of each year at noon for the purpose of electing directors and electing the officers of the Association, and for the purpose of transacting such other business as may come before the meeting.

4. Regular Meetings. Regular meetings of the Board of Directors will be held monthly, typically on the third Thursday of the month at noon at the YMCA.

5. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President, or, at the request of the Executive Director, or, at the request of a majority of the entire Board of Directors.

6. Meetings Held By Written Consent. Any meeting of the Board of Directors may be held by written consent of all the directors then in office. Such written consent shall either be on the records of the meeting or filed with the Secretary. The business transacted at any such meeting shall be as valid as if so transacted at a meeting regularly called upon proper notice, and at such meeting any business may be transacted which is not excepted from the written consent. Whenever any notice is required to be given to any director under any provisions of the bylaws, a waiver thereof in writing, signed by all the persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

7. Meetings Held Online via Video Conferencing. Under special circumstances, a meeting of the Board of Directors may be held online via video conferencing with pre-approval and consent of all the directors then in office. Such meetings would need to be called with proper notice to the board and accommodations made to those Directors without video technology. In such case, written consent agenda items must be emailed or mailed ahead of time for review.

8. Place of Meeting. The Board of Directors may designate any place within Missouri as the place of meeting for the annual meeting or for any regular or special meeting of the Board of Directors. If no designation is made, the place of meeting shall be at the YMCA of Hannibal.

9. Notice of Meeting. No notice of the annual meeting or any regular meeting of the Board of Directors is required. Written notice of any special meeting of the Board of Directors shall be given at least three days prior thereto stating the date, time, place and purpose of the special meeting. The attendance of any director shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10. Quorum. A majority of the entire Board of Directors then holding office shall constitute a quorum at any meeting of the Board of Directors, provided that if less than a quorum is present, a majority of those present may adjourn the meeting from time to time without further notice. The act of a majority of the directors present at any meeting of the Board of Director, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by Chapter 355, R.S. MO., the Articles of Incorporation, or these bylaws.

11. Executive Committee. The Board of Directors may, by resolution adopted by a majority of the Board Members, then in office, designate an Executive Committee. The make-up of this committee shall be the Past President, President, Vice-President, Treasurer, Secretary and the Executive Director which shall make recommendations to the Board of Directors in the management of the association. If a director cannot make regularly scheduled board meeting, they may “make-up” by attending Executive Committee meeting. These meetings are typically held on the third Monday of the month.

12. Committees. The Board of Directors may, by resolution adopted by a majority of the Board Members, present at a meeting of the Board of Directors at which a quorum is present, designate such other committees, as deemed appropriate by the Board of Directors. Committees must submit in writing, in the form of minutes to the Executive Committee, recommendations to be brought before the Board of Directors for approval. All members of the committees will have an equal voice in the appointed committees. The committee meetings dates and times shall be set to accommodate the most number of committee members. Committee appointments and commissions will be reviewed annually; any changes will be brought through the Executive Committee to the Board of Directors.

13. Vacancies. Vacancies and any increase in the number of directors shall be filled by a vote of the majority of the directors then in office and present at any meeting of the Board of Directors, at which a quorum is present. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until his or her successor shall have been elected.

14. Qualifications. All members of the Board of Directors shall be members of the Association.

15. Liability. The directors of the Association are not individually or personally liable for the debts, liabilities or obligations of the Association.

16. Removal. Any member of the Board of Directors may be removed with or without cause by a majority of the entire Board of Directors whenever in its judgment the best interests of the Association would be served by such removal. Any member absent from five meeting in any twelve-month period is automatically terminated. If such member requests reinstatement the board may reinstate the seat, although this provision may not be used for any member more than once per term.

**ARTICLE V** Officers

1. Number. The officers of the Association shall be five (5) in number the Past President, President, Vice-President, Secretary and Treasurer. The same person cannot simultaneously be President, Vice President, Secretary, or Treasurer.

2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors.

3. Vacancies. Vacancies shall be filled by a vote of a majority of the Board of Directors then in office at any meeting of the Board of Directors, at which a quorum is present. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and shall serve until his or her successor shall have been elected.

4. Qualifications. All officers shall be members of the Board of Directors. 5. President. The President shall be the principal officer of the Board of Directors, and shall supervise and control all the business and affairs of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or other proper officer, any documents authorized by the Association and in general, shall perform all duties incident to the Board of Directors, including appointing all committees, and turning over all Association records to the incoming President no later than the annual meeting of each year. The President shall be the volunteer liaison between the Board of Directors and the staff of the association.

6. Vice-President. The Vice-President shall act in the absence of the President, and shall perform all other duties assigned to the Vice-President by the President of the Board of Directors, and turn over all records to the incoming Vice-President no later than the annual meeting of each year.

7. Secretary. The secretary shall perform all of the duties assigned to the Secretary by the President of the Board of Directors, and turn over all Association records to the incoming Secretary no later than the annual meeting of each year.

8. Treasurer. The Treasurer shall perform all of the duties assigned to the Treasurer by the President of the Board of Directors, and turn over all Association records to the incoming Treasurer no later than the annual meeting of each year. The Treasurer shall further make monthly financial reports to the Board of Directors accounting for all funds of the Association, including but not limited to keeping an accurate record of income and disbursements of the Association, and presenting a report of receipts and disbursements, and any unpaid bills, at all meetings of the Board of Directors.

9. Y Mens Club President. Although not an officer nor a voting member on the Board of Directors, the Y Mens Club President or assigned Y Mens Club Officer is required to attend monthly meetings and report.

10. Removal. Any officer may be removed with or without cause by a majority of the Board of Directors whenever in its judgment the best interests of the Association would be served such removal.

**ARTICLE VI** Employees

1. Executive Director. The Board of Directors shall hire an Executive Director of the Association only through a seventy-five percent vote of the entire Board of Directors. The Executive Director shall have and exercise such authority in the management of the Association as directed by the Board of Directors. The Executive Director shall be a member of all committees.

2. Other Employees. The Board of Directors shall endow the authority of hiring and discharging, training and managing all staff to the Executive Director.

3. Compensation. The Executive Director shall determine the annual compensation increases of all staff. Such increases are to be within the salary budget established by the Board of Directors. The YMCA of the USA’s Salary Administration Guidelines and Fair Wage Laws will be used as a reference guide when evaluating the compensation of all staff. The Executive Director’s compensation shall be determined as follows: By the end of the first quarter of each year the Board of Directors shall provide the Executive Director a CEO Self Evaluation to complete. This evaluation should reflect Multi-Factor Performance Assessments from the previous year. The Executive Director, in turn, will provide a similar Self Evaluation for Professional Staff to complete during this time frame. By May, the Executive Director will be reviewed by the Executive Committee and Association goals and objectives will be set. In turn, the Executive Director will review all Professional Staff and set their individual goals and objectives.  Upon completion of reviews and goal setting, recommendations will be submitted to the board to determine merit increases for both Executive Director and Professional Staff at the May Board Meeting. The YMCA of the USA’s Salary Administration Guidelines and the Fair Wage Act will be used as a reference guide when evaluating the compensation of the Executive Director and Professional Staff.

4. Removal. The Executive Director may discharge any employee with or without cause whenever, in their judgment, the best interests of the Association would be served by such removal or discharge. The Executive Director may only be dismissed by a seventy-five percent vote of the entire Board of Directors.

**ARTICLE VII** Committees

1. Standing Committees. There shall be the following standing committees with each committee having such members as the Board of Directors, Professional Staff and, when appropriate, other Volunteers: a. Executive/Finance Committee b. Membership/Marketing Committee c. Building & Grounds Committee d. Sustaining Committee

 2. Other Committees. There shall be such other committees as the President or the Board of Directors may deem appropriate.

3. Committee Membership. Committees may be composed of members of the Board of Directors and non-members of the Board of Directors, provided, however, that each Standing Committee shall be chaired by a member of the Board of Directors. The only exceptions to the rule will be the Executive/Finance Committee which will be composed of only Officers, Past President, and the Executive Director.

4. Duties. Committees shall be charges with such responsibilities, duties and authority as may be from time to time assigned to each committee by the Board of Directors.

5. Records. Each committee shall keep a record of its meeting and work, and deposit such records with the Executive Director.

 6. Removal. The President may at any time remove a member from any committee subject to the approval of the Board of Directors.

**ARTICLE VIII** Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

**ARTICLE IX** Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section (c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**ARTICLE X** Books and Records

The Association shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, at its principal office. All books and records may be inspected by any director for any proper purpose at any reasonable time.

ADOPTED this 16th day of January, 2025.

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Tomi Lowes, President

Attest:

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Courtney Bareis, Secretary