

Mount Desert Island YMCA

BYLAWS

Revised – May 23, 2022 Annual Meeting

ARTICLE I.

Name and Object

Section 1.

The name of this organization shall be “The Mount Desert Island YMCA”.

Section 2.

The mission of the Mount Desert Island YMCA is to develop community, character, personal growth, and wellness in spirit, mind, and body for the greater MDI community.

Section 3.

This Association shall be a member in good standing of the National Council of the Young Men’s Christian Association of the United States of America and accepts the Constitution of the National Council as the basis of affiliated relationships with all other Associations.

ARTICLE II.

Membership

Section 1.

Any person, regardless of race or color, sex, sexual orientation, physical or mental disability, religion, age, ancestry or national origin who is in sympathy with its purpose may become a member of this Association, in accordance with such provisions as may be established by the Board of Directors.

Section 2.

Any member in good standing at the Mount Desert Island YMCA fifteen (15) years of age or over, as defined by the Board of Directors, shall be considered a voting member of this Association.

Section 3.

The responsibilities of voting members shall be:

- a) To help actively in achieving the purpose of the organization;
- b) To comply with the financial and other membership requirements;
- c) To vote and, if eligible and elected, to hold office;
- d) To represent the Association in National, State and Regional meetings, if and when duly authorized under the stated requirements of such representation.

**ARTICLE III.
Governance**

Section 1.

The Governance of this Association other than as herein delegated to the Trustees shall be vested in a Board of Directors of not less than twelve (12) and not more than twenty- four (24) adults who are at least fifteen (15) years of age, and who are members in good standing of the Association.

The Board of Directors shall have and exercise all the powers necessary to control the work and policy of the Association in all its details, including the appointment of standing and special committees.

Section 2.

The annual election of Directors and Trustees shall be held at the annual meeting of the Association, at which time there shall be chosen sufficient Directors and Trustees to fill required vacancies, as required by the Bylaws, who possess the qualifications for voting membership. Directors shall hold office for three (3) years, or until their successors shall have been elected. The duties of office shall immediately follow the election. Vacancies in the board of Directors and Trustees may be filled by the majority vote of their respective Boards to fill the vacancy until the next annual meeting following the occurrence of a vacancy or vacancies

The officers of the Board of Directors shall be a President, Vice-President, Secretary and Treasurer, chosen from their own number, as provided for in the Bylaws, plus the Immediate Past-President. These shall also be the officers of the Association.

Section 3.

The Board of Trustees of not less than six (6) and not more than twelve (12) adults who possess the qualifications for voting membership shall hold title to the property of the Association, and shall have the custody of, and manage all the endowment and special permanent funds of the Association, and the securities and other properties in which they may be invested.

Section 4.

The officers of the Board of Trustees shall be President, Secretary and Treasurer chosen by them from their own number at the first meeting after the annual meeting. The Treasurer shall be bonded in an amount and form acceptable to the Board of Trustees.

**ARTICLE IV.
Meetings**

Section 1.

There shall be an annual meeting of the Association in the second calendar quarter of the year (April-June), at which time the Board of Directors shall report to the membership upon the status of the Association. The purpose of this meeting shall be to review the work

of the Association, to develop fellowship among the members, to ascertain their viewpoints on matters of Association policy, and to develop their united action in planning and carrying forward the program of the Association. Notice of this meeting shall be given to all voting members in electronic format (i.e. website, email, etc.) and by posting conspicuously in the Association at least two (2) weeks in advance.

Section 2.

Special meetings of the Association may be called by the President or by order of the Board of Directors. Or, upon the written request of four percent of the voting membership of the Association, the President or the Secretary shall call a meeting, specifying the object, which shall be incorporated in the notice, and which shall be posted conspicuously in the Association building for at least ten (10) days preceding the meeting. A notice of such meeting shall also be sent in electronic format (i.e. website, email, etc.). No business shall be transacted at such meeting except that for which the call is issued.

Section 3.

Four percent of the voting members shall constitute a quorum at any meeting of the members of this Association.

**ARTICLE V.
Amendments**

Section 1.

These Bylaws may be altered and amended by vote of two-thirds of the voting members present at any regular constituted meeting of the Association, provided such alteration or amendment shall have been approved by the Board of Directors and posted conspicuously in the Association for at least ten (10) days previous.

**ARTICLE VI
Board of Directors**

Section 1.

The Board of Directors shall meet a minimum of six (6) times a year on such dates as determined by vote of the Board. Seven (7) members of the Board shall constitute a quorum for the transaction of business.

Section 2.

Special meetings of the Directors may be called by the Secretary at the request of the President, or upon written request of three (3) Directors. The object of such meetings shall be stated in the call, and no other business shall be transacted.

Section 3.

A written record of the attendance and business transacted at all regular and special meetings of the Board shall be maintained.

Section 4.

The Board of Directors shall employ the executive director, who shall employ all other staff in accordance with the Association’s personnel policies, as authorized by the Board.

Section 5.

The Board of Directors shall have authority to deal with all cases of misconduct or violation of rules and regulations of the Association on the part of any member, employee, or other persons.

Section 6.

The Board of Directors shall have authority to establish special membership.

Section 7.

The Board of Directors shall ensure that a Strategic Plan for the Association is developed at least every five years and reviewed annually.

Section 8.

The Board of Directors shall ensure that the Association protects the Directors, Trustees, and staff through appropriate insurance.

Section 9.

Each Director and Trustee will complete an annual Conflict of Interest Questionnaire.

ARTICLE VII

Board of Trustees

Section 1.

Meetings of the Board of Trustees shall be called by the President or the Secretary on reasonable notice. Five (5) members of the Board shall constitute a quorum. The Trustees shall meet at least quarterly throughout the year.

Section 2.

All real property of the Association shall be vested in the Trustees, who shall have full control and management of the same. All purchases, contracts, conveyances, mortgages, or leases relative to the same shall be authorized by two-thirds vote of the Trustees and executed by the President and the Treasurer of the Trustees.

Section 3.

All securities, trust, capital, and permanent funds of the Association from whatever source derived, whether by gift, devise, or bequest heretofore or hereafter made to the Association shall be vested in and managed by the Trustees who shall have full power to invest and reinvest said funds in accordance with the provisions of the instrument of gift, devise or bequest if therein to trust investments. All income from real property or trust funds not restricted by the instrument of trust or not designated for a specific purpose shall be used by said Trustees to maintain the real property including buildings thereon, in a reasonable state of repair and to pay taxes, insurance, and such other expenses and maintenance that they shall deem expedient. All income not so used shall be paid to the Treasurer of the Association in accordance with the vote of the Trustees.

Section 4. Working with the Executive Director, the Trustees shall have responsibility to increase the size of the endowment through planned gifts and other fundraising efforts.

Section 5.

The officers of the Trustees shall be President, Secretary and Treasurer chosen by them from their own number at the first meeting after the annual meeting. The Treasurer shall be bonded in an amount and form acceptable to the Board of Trustees.

Section 6.

The Trustees shall make an annual report of their activities at the annual meeting of the Association; such report shall include a financial statement and an inventory of real property, securities, trust, capital and permanent funds of the Association as held by them.

ARTICLE VIII.

Duties of Elected Officers

Section 1.

The President shall preside at all business meetings of the Association and of the Board of Directors; he/she shall make to the annual meeting of the Association a full report of the year's work; he/she shall appoint all standing committees of the Board and of the Association, and shall designate the chairman thereof, subject to the approval of the Board of Directors; he/she shall sign all legal papers of the Association authorized by the Board of Directors.

Section 2.

The Vice-President in the absence or disability of the President, have power and perform all the duties of the President.

Section 3.

The Treasurer shall ensure that all financial transactions of the Association are carried out in accordance with generally accepted practices for non-profit corporations and that financial records are accurate and up to date. He/she shall ensure that an accurate and up to date report shall be reviewed at the monthly meetings of the Directors, Trustee meetings and the annual meeting of the Association. The Treasurer shall be bonded in an amount and form acceptable to the Board of Directors.

Section 4

The Secretary shall keep or cause to be kept the minutes of all Board of Directors, Executive Committee and Association meetings.

ARTICLE IX.

Employed Officials and Staff

Section 1.

The Board of Directors shall employ the Executive Director. (S)he shall be the Executive officer for the Board and for the Association; (s)he shall be an ex officio member of all committees of the Board, Trustees and of the Association; (s)he shall be responsible for the employment of all other members of the Association staff, in accordance with the policies of the Board of Directors and approved operating budget, and shall designate their duties and have general supervision of their work; and (s)he shall attend all meetings of the Board of Directors and shall make monthly reports to the Board of Directors. The Executive Director shall be bonded in an amount and form acceptable to the Board of Directors.

Section 2.

Employees shall be classified in accordance with the official Classification Plan of the National Council. Professional workers shall be required to meet the qualifications for listing on the Official Roster of Employed Officers published by the National Council. All employment shall meet with the requirements set forth in the Association's personnel manual, by the state and the federal government.

ARTICLE X.

Committee Organization

Section 1.

There shall three (3) standing committees, and any other committees of such number, as the Board of Directors may determine. They shall be appointed by the President and approved by the Board of Directors. These committees may include voting members of the Association, community members, except as the Bylaws specifically indicate otherwise, and must include at least one Board member that shall be the Committee Chair. The President and Executive Director shall be members ex officio of all committees. A written statement of the responsibilities of each committee shall be prepared, approved by the Board of Directors, and filed with the minutes of the Board.

The officers of the Board of Directors shall constitute an Executive Committee. The Executive Committee shall be responsible to perform an annual performance and compensation review of the Executive Director provide oversight of conflict of interest policies and processes, and any other duties as delegated by the Board of Directors. If a quorum of at least three (3) members are present, the Executive Committee may assume the full power of the Board of Directors on issues specifically charged by the Board of Trustees and on other issues where the Executive Committee and the Executive Director find an extraordinary need for time-sensitive

decision-making and a meeting of the Board of Directors is not practical. All such decisions shall be reported to the Board at their next meeting.

A Governance Committee shall be appointed whose duties shall be to present nominations for membership of the Board of Directors and Board of Trustees, at the Annual Membership meeting of the Association, review the Bylaws of the Association periodically, and recommend revisions as needed. The Committee shall also have oversight for evaluating Board performance, conducting periodic assessment of Board member effectiveness, preparing and revising Board job descriptions, evaluating and making recommendations for adjustments to the Association’s governance structure (Boards and committees) to assure excellence in “system” governance.

A Finance Committee shall be appointed whose duties shall be to recommend to the full Board of Directors short-term and long-term financial plans and policies (including budgets) that support the Corporation’s mission and values as well as its strategic and operational objectives, regularly review financial performance against established targets and submit to the Board of Directors financial reports and any associated recommendations. The Committee shall also make recommendations to the Board on the financial aspects of major transactions and proposed programs and managing and investing the operating funds of the Association. The Committee shall also function as the Audit Committee, securing and overseeing any necessary financial audits (including the appointment, compensation, retention, oversight, and partner rotation of any financial auditors), and assisting the Board with its review of annual audits

Section 2.

Each standing committee shall provide a report to the Board of Directors at its regular meetings. Subject to the approval of the Board of Directors, each committee shall have power to adopt such rules as may be necessary for the conduct of the work entrusted to it.

**ARTICLE XII.
Conflict of Interest**

Section 1.

PURPOSE OF THE CONFLICT OF INTEREST POLICY - The purpose of this conflict of interest policy of MDI YMCA, hereinafter referred to as the YMCA, is to protect the YMCA when it is contemplating entering into a contract, transaction or arrangement that has the potential for benefiting the private interest of a “Significant Person” as defined below. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2.

STATEMENT OF POLICY - The YMCA will not engage in any contract, transaction or arrangement involving a Conflict of Interest without establishing appropriate safeguards to protect the interests of the YMCA. To that end:

- a. Each Significant Person must promptly, fully and timely comply with the disclosure requirements set forth in this policy, or as otherwise adopted by the Board in accordance with this policy.
- b. All transactions, contracts or arrangements involving a conflict of interest must be reviewed by the board or by a designated body of disinterested persons.
- c. The Board, or designated body, must determine by a majority vote of disinterested persons that appropriate safeguards are in place to protect the interests of the YMCA and are consistent with the purposes of this Policy.
- d. Where appropriate, the Board or designated body shall seek advice of legal counsel.

This Policy applies to (a) Significant Persons, and (b) any contract, transaction or arrangement involving the YMCA.

Section 3.

DEFINITIONS APPLICABLE TO THE POLICY

Significant Person. Any director, officer, key employee or committee member with board delegated powers is a Significant Person.

Conflict of Interest. A “Conflict of Interest” exists whenever a Significant Person has a significant personal interest in a proposed contract, transaction or arrangement to which the YMCA may be a party.

Note: Attention should also be placed on the organizational costs associated with the “appearance” of impropriety created by a personal interest even if it does not constitute an actual conflict of interest.

Significant Personal Interest. A Significant Personal Interest exists if the Significant Person, directly or indirectly, through business, investment, or family member, has a(n):

- a. ownership or investment interest in any entity with which the YMCA has a contract, transaction or arrangement;
- b. compensation arrangement with the Y;
- c. compensation arrangement with any entity or individual with which the YMCA has a contract, a transaction or arrangement;

- d. potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the YMCA is negotiating (or is proposing to negotiate) a contract, a transaction or arrangement; or
- e. fiduciary position (*e.g.*, member, officer, director, committee member), whether compensated or uncompensated, with another, unaffiliated organization (i) which directly competes with the YMCA in terms of services or for charitable contributions; or (ii) with which the YMCA has (or is proposing to enter into) a contract, transaction or arrangement.

Compensation includes direct and indirect remuneration, consulting fees, board or advisory committee fees, honoraria, as well as gifts or favors that are not insubstantial.

A Significant Interest is not necessarily a conflict of interest. Article IV, Section 4 describes the procedure that will be used to decide whether or not a conflict of interest exists.

Family Member. With respect to a Significant Person, a “Family Member” means:

- a. the Person’s spouse;
- b. a brother, sister, parent, grandparent, child, grandchild, great grandchild (by whole or half-blood) of the Person or the Person’s spouse, or
- c. the spouse of an individual listed in paragraph (b),

However, a Family Member includes individuals listed in paragraphs (a) and (b) (other than a child) *only* if the individual lives in the Person’s household, the Person manages the individual’s financial affairs, or the Person is aware without special inquiry that the Family Member holds a particular Interest.

Section 4.

PROCEDURES FOR IDENTIFICATION OF POTENTIAL CONFLICTS OF INTEREST

Duty to Disclose. A Significant Person must disclose the existence of any Interest and be given the opportunity to disclose all material facts to the persons the board has designated to consider the proposed contract, transaction or arrangement. Such information must be provided so that decisions are made with full knowledge and understanding of the Significant Person’s interest.

Continuing Disclosures. If any Significant Person becomes aware of anything that could give rise to a potential Conflict of Interest with respect to a proposed contract, transaction or arrangement involving the YMCA, the Significant Person shall promptly disclose that Interest to the Board or Executive Committee.

Section 5.

PROCEDURE FOR DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS - The Executive Committee shall determine by a majority vote of disinterested directors whether the disclosed Interest may result in a conflict of interest after meeting, discussing and voting on the matter. The Executive Committee shall:

- a. review disclosures that are made during the year;
- b. take such steps as are necessary to identify Interests and review any so identified;
- c. make such further investigation as it deems appropriate with regard to Interests disclosed or identified; and
- d. determine whether any such Interest gives rise to a Conflict of Interest.

The Executive Committee may request additional information concerning the relevant Interest from all reasonable sources before reaching a determination. A Significant Person may make a presentation at the Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

Section 6.

PROCEDURE WHEN A CONFLICT OF INTEREST EXISTS - Where a conflict of interest is determined to exist, the YMCA shall not enter into the proposed contract, transaction or arrangement unless the Executive Committee has complied with the following:

- a. The chairperson of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed contract, transaction or arrangement.
- b. After exercising due diligence, the Executive Committee shall determine whether the YMCA can, with reasonable efforts, get a more advantageous contract, transaction or arrangement from a person or entity without a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably possible, the Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the YMCA's "best interest", for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board shall make its decision as to whether to enter into the contract, transaction or arrangement.

Section 7.

PROCEDURE FOR VIOLATIONS OF THE POLICY

- a. If the Executive Committee has reasonable cause to believe a Significant Person has failed to comply with the disclosure requirements in this Policy, it shall inform the Person of the basis for such belief and afford the Person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Significant Person’s response and after making further investigation as warranted by the circumstances, the Board or committee determines the Significant Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6.

DOCUMENTATION OF PROCESS - The minutes of the Board (and all committees with board delegated powers) shall contain:

- a. The names of the Significant Persons who disclosed or otherwise were found to have an Interest being considered at such meeting by the Executive Committee, the nature of the Interest, any action taken to determine whether a Conflict of Interest was present, and the Executive Committee’s decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions relating to the contract, transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
- c. If appraisals (for tangible property) or third party comparable data (for compensation) were considered by the Executive Committee, the nature and source of the data.

Section 9.

ANNUAL AFFIRMATION STATEMENT - Each Significant Person shall annually sign this statement and affirm:

- The person has received a copy of this Conflict of Interest Policy,
- The person has read and understands the Policy,
- The person agrees to comply with the Policy, and

The person understands the YMCA is a charitable organization and, in order to maintain its federal tax exemption, it must continuously engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 10.

PERIODIC REVIEWS - To ensure that the YMCA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

Whether compensation arrangements and benefits are reasonable, are based on competent survey information, and are the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangements with management organizations conform to the "YMCA's" written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 11.

USE OF OUTSIDE EXPERTS - When conducting the periodic reviews as provided for in Article X, the YMCA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.