

BYLAWS OF THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF ENID, OKLAHOMA

ARTICLE I. NAME AND MISSION

The Young Women's Christian Association of Enid, Oklahoma (YWCA Enid), is a member of the Young Women's Christian Association of the United States of America, Inc. (YWCA USA), and maintains that membership in accordance with the bylaws of the YWCA USA.

The Association unites in the following statement of Mission: The YWCA Enid is dedicated to eliminating racism, empowering women and promoting peace, justice, freedom and dignity for all.

The YWCA Enid is a charitable organization and at all times and within such purposes, shall operate exclusively for charitable, social and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

This Association is a non-profit, directorship corporation, and no part of the earnings or any of the assets of the Association shall inure to the benefit of, or be distributed to any director or officer or private individual, except for the reimbursement of reasonable expenses incurred during the rendering of services to the Association in the furtherance of its purposes.

The Association may not take any action prohibited by the State Law of Oklahoma. The Association may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Incorporation and these bylaws. The Association may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings and procedures.

ARTICLE II. MEMBERSHIP

Section 2.1 Qualifications, Requirements and Privileges

A. Qualifications for All Members

- a.** Any woman or girl, twelve (12) years of age or over may join the YWCA.
- b.** A woman or girl joins the Association because she wishes to be related to the YWCA for one or more of the following reasons:
 - i.** To participate in a program
 - ii.** To serve as a leader
 - iii.** To further the YWCA Mission
 - iv.** To support the YWCA programs or services

B. Requirements for All Members

- a. Membership donation.
- b. All members twelve (12) years of age and over who make a donation.

C. Exemptions: Members of certain program groups may be exempted from YWCA membership by action of the Board of Directors.

Section 2. Membership of Individuals in the National Association: Membership in an Association carries with it membership in the YWCA of the USA, which is a participating member of the World YWCA.

Section 3. Transfer of Membership: Members will be received in transfer from any other member Association of the YWCA USA.

ARTICLE III. ASSOCIATES

Section 1. YWCA Associates: Men and boys, twelve (12) years of age and over, who donate to the YWCA are called “YWCA associates.”

ARTICLE IV. QUALIFICATIONS FOR DIRECTORS, OFFICERS, ASSOCIATION BOARD GOVERNANCE COMMITTEE, AND STANDING COMMITTEES

Section 1. Qualifications: Directors, Officers, members of the Board Governance Committee and standing committees shall be voting Members who have consented to the individual acceptance of responsibility to further the achievements of the Mission of the Association. Employees and family members of employees of the Association shall not be eligible to serve on the Board of Directors.

ARTICLE V. VOTING DELEGATES TO NATIONAL MEETINGS

Section 1. Qualifications: Voting delegates to meetings of the YWCA USA must be voting Members of the Association.

Section 2. Selection: The Board of Directors shall appoint two voting delegates to meetings of the YWCA USA in accordance with the provisions of the Bylaws of YWCA USA, as applicable. At least one (1) of the voting delegates to the YWCA USA must be a volunteer.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Number: The Board of Directors consists of not more than sixteen (16) nor less than ten (10) elected members, plus such ex-officio members as are provided in the Bylaws of the Board of Directors.

Section 2. Responsibilities: The responsibility for carrying on the work of the association shall be delegated to the Board of Directors.

- A.** As elected leaders of the YWCA, the Board of Directors is responsible for:
 - a.** Maintaining the YWCA Enid as a separate, autonomous women’s organization with an established Mission.
 - b.** Fostering development of the Association as a women’s membership movement.
 - c.** Communicating the Mission to members and assuring that they have opportunities to take part in furthering it.
 - d.** Determining and carrying out the policies and programs of the Association, applicable state and federal law and administrative rules.
 - e.** Ensuring that the Association’s policies and practices reflect the YWCA’s organizational commitment to racial, ethnic and cultural diversity.
 - f.** Overseeing proper control of operating fund and capital assets for the use and benefit of the Association.
 - g.** Assuming final responsibility for employment of the Executive Director and overseeing personnel policies.
 - h.** Maintaining a responsible relationship with the YWCA USA in accordance with the respective Bylaws of the YWCA USA.

- B.** The Board of Directors shall report at the annual business meeting on the work of the Association during the past year and on plans for the ensuing year.

- C.** The Board of Directors approves contracts and leases as required by law.

Section 3. Nominations: Procedures for nomination of Directors as established in Articles Nine (9) and Ten (10) of these Bylaws, shall assure the Board of Directors that is representative of the total membership of the Association and the community.

Section 4. Composition and Selection, Term of Service, Vacancies

- A. Composition and Selection:** After each prospective director has been recommended to serve on the board by a nominations committee appointed by the Board of Directors, the Board of Directors shall vote whether to elect the prospective director to the board.

- B. Term of Service:** Each Director’s term of office shall be three (3) years. Each Director shall serve until her term expires and her successor is elected and qualified, or until her

earlier resignation or removal. At each annual meeting of the Board, Directors to serve for the ensuing year shall be elected by the existing Directors. No Director may serve more than two full terms in succession unless exception is made according to the following provisions:

- a. When re-nomination to the Board of Directors is requested by the Board of Governance Committee in order that the Director serving two (2) full terms previously may be nominated as her first term as President of the Association.
- b. To extend the term of a President by nominating her to fill a vacancy for not more than two (2) years of an unexpired term when unusual circumstances require continuity in the office of President.

C. Vacancies: Any vacancy occurring in the interim between annual elections shall be filled by the Board of Directors from nominations made by the Association Board of Governance Committee. The person elected to fill such vacancy shall then be eligible for nomination and election for two (2) succeeding full terms.

Section 5. Committees of the Board of Directors

- A. Standing and Special Committees:** There shall be such standing and special committees of the Board of Directors as are required to carry on its work.
- B. Chairpersons.** The chairpersons of all standing committees of the Board of Directors shall be members of the Board.

Section 6. Liability of Directors: A Director of the Association is not liable to the Association or its members for monetary damages for an act or omission in the Director's capacity as a Director, except that this Article does not eliminate or limit the liability of a Director for:

- A.** A breach of a Director's duty of loyalty to the Association or its members;
- B.** An act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
- C.** A transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or,
- D.** An act or omission for which the liability of a Director is expressly provided for by statute.

Section 7. Indemnification of Directors and Officers: To the extent permitted under the provisions of Section 1.43(a) of the Oklahoma Business corporation Act (18 O.S. 1971), each Director and Officer, or former Director and Officer of the Association, may be indemnified, defended and held harmless by the Association against liabilities imposed upon her and against her (including attorney's fees), or any action, of her services as a Director or Officer, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable

payment made in settlement of any such claim, action, suit or procedure; provided, however, that no Director or Officer shall be indemnified with respect to matters which shall be settled by the payment of the sums which counsel for the Association may deem reasonable payment or with respect to matter for which such indemnification would be against public policy or in contravention of state law.

Section 8. Removal: Any Director may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause whenever, in the exercise of the judgment of the Board of Directors, the best interests of the Association would be served by such removal.

Section 9. Conflict of Interest: No member of the Board of Directors will vote on any matter in which, to her knowledge, the Director, or the Director's immediate family or partner, or an organization in which the Director is serving as officer, trustee, partner, employee, or independent contractor has a direct or indirect conflict of interest as defined by the policies of the Board of Directors. A Director will disclose fully the nature of any potential conflict of interest. Failure to do so will be cause for immediate removal from the Board of Directors

Section 10: Salaries and Expenses: Each member of the Board of Directors shall not receive a salary or other compensation, but shall be entitled to reimbursement of reasonable expenses for travel on behalf of the Association, which shall be budgeted and paid by the Association.

Section 11. Resignation: A Director may resign at any time by sending a letter to the President. The President will notify the Board of the resignation. The resignation is effective upon its receipt or a subsequent time as set forth in the notice of resignation.

ARTICLE VII. DIRECTORS MEETINGS

Section 1. Meetings

- A. Annual Meeting:** The annual meeting of the Directors may be held at such place, at such time as the Board of Directors may determine. The purposes of the annual meeting are: (i) to provide information to the public regarding the purpose and accomplishments in the previous year; (ii) to receive the annual report of the Board of Directors; and (iii) to recognize the efforts of staff and volunteers.
- B. Regular Meetings:** The Board of Directors shall hold regularly scheduled meetings at least 6 times per year on such dates and at such times and places as the board may determine (see Robert's Rules of Order, Newly Revised for order of business). Written minutes will be recorded and permanently retained.

- C. Special Meetings:** Special meetings of the Board of Directors may be called by the President or twenty-five percent (25%) of the Directors. The notice of the meeting shall state the matters to be considered and no other business shall be transacted. Three days' notice of the meeting shall be given.

Section 2. Methods of Conducting a Meeting: Directors may participate in a meeting by, or conduct the meeting using any means of communication by which all participating Directors may simultaneously hear each other's communications during the meeting.

Section 3. Notice: A written notice of any meeting of the Directors, regular or special shall be mailed, delivered personally, or electronically to each Director who is entitled to attend the meeting at least five (5) days in advance thereof, and shall indicate the time and place of the meeting. Notice for a special meeting shall also include the purpose of such meeting. The Board of Directors shall direct how notice will be given.

Section 4. Waiver of Notice: Any Director may waive notice of any meeting by written statement, electronic mail, or facsimile sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when 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.

Section 5. Quorum: A majority of the Directors of the Association shall constitute a quorum at the meetings, but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Attendance:

- A.** Meetings of the Board of Directors shall be attended by members of the Board, both elected and ex-officio, and by the Executive Director. Regular attendance by members of the Board is critical to policy making, oversight and volunteer management of the organization. Attendance is recorded by the Secretary of the Board for reporting purposes, most notably as a statistic in connection with grant or funding requests.
- B.** Other professional staff members may attend Board meetings when feasible and shall attend when items on the agenda deal with their responsibilities. The Board of Directors may invite other persons to attend a regular or special meeting of the Board.

Section 7. Absences: Absences of a Board member from two regular meetings for which no sufficient reason and notification is presented, shall be considered equivalent to resignation and the place of the Board member so absenting herself shall be considered vacant.

- A.** Sufficient reasons may be illness, vacation, work-related travel, or illness of a family member.

- B. Notification is defined as contacting the President or Executive Director by email, phone call, or personal message. Notification must be made as soon as the conflict in schedule is discovered, preferably 24 hours in advance of the meeting.

Section 8. Voting Procedures:

- A. All Directors shall be entitled to attend any meeting and shall be entitled to vote on such matters pertinent to the Association and subject to a vote of the Directors. Voting by proxy shall not be permitted. Other persons may be invited to attend such meetings, but such persons shall have no vote.
- B. Except in the case of elections where voting may be by ballot, voting at a meeting may be by ballot, voice, or show of hands as the President of the meeting may rule, unless otherwise determined by the Directors entitled to vote.
- C. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any question presented to a meeting of the Directors at which a quorum is present shall be determined by a majority of those voting.

Section 9. Manner of Action: Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Presumption of Assent. A Directors of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- A. That a Director's dissent is entered in the minutes of the meeting;
- B. That Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or
- C. That Director forwards her written dissent to the Secretary of the Association immediately after the adjournment of the meeting.

Said right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Action Without Meeting: Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing setting forth the action taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

ARTICLE VIII. OFFICERS OF THE ASSOCIATION

Section 1. Officers: The officers of the Association shall be President, Vice-President, Treasurer, and Governance Committee Chair each of whom shall be members of the Board of Directors and each of whom shall be elected by same. They serve also as officers of the Board of Directors.

A. Election: The Governance Committee will develop recommendations for officers and present these to the Board. Officers shall take office immediately following election and serve for one (1) year or until their successors are elected, provided that they are still members of the Board.

B. Removal: Any officer elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause, whenever in the exercise of the judgment of the Board of Directors the best interest of the Association would be served by such removal.

C. Vacancies: A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 2. Duties of Officers:

A. President:

a. The President shall preside at and conduct all meetings of the Board and of the Executive Committee. The President may sign all contracts and agreements in the name of the Association after they have been approved by the Board, serve as the representative of the Association in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties which are ordinarily the function of the office, or which are assigned by the Board.

b. After consultation with the Executive Director the President shall appoint chairs and members of standing and other committees, except members of the Executive Committee. She shall develop the Board's agenda (with consultation of the Executive Director) for the regular meetings of the Board.

c. She shall be a member, ex officio, of all committees.

B. Vice-President:

a. The Vice-President shall have all the powers and perform all the duties of the president in her absence

b. The Vice-President is the President-Elect, and shall serve as President the following year.

C. Treasurer:

a. The treasurer shall ensure the financial operations of the Association are managed effectively and efficiently, and the funds of the Association are deposited in a bank designated by the Board of Directors. The Treasurer shall serve as Chair of the Finance Committee; see that an audit is conducted by a qualified auditor at the end of the fiscal year; and assure that a complete financial statement is presented at the Annual meeting of the Association.

D. Governance Committee Chair:

a. Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

ARTICLE IX. COMMITTEES OF THE ASSOCIATION

Section 1. Governance Committee:

A. Members. The Governance Committee shall be composed of a Chairman and a minimum of four additional board members. The President and the Executive Director shall be ex-officio members of the Committee but without the right to vote.

B. Election and Term of Office. All members of the Board of Governance Committee shall be appointed annually by the President with the approval of the Board of Directors and shall serve for one (1) term, unless appointed to serve for subsequent terms.

C. Duties. Among other Board Governance duties, the Committee shall present an annual slate of candidates of the Board of Directors. The committee shall maintain a list of potential candidates, who are contributors of the Association, who are qualified by skill and experience to be Directors or serve on committees of the Association. The Committee also shall carry the responsibilities outlines in Section 10.1 and, in addition, shall present candidates for vacancies occurring on the Board of Director or on elected committees during the interim between regular elections.

Section 2. Finance Committee: The Finance Committee shall regularly review financial reports of YWCA, make recommendations to the Board of Directors regarding all financial policies procedures and controls, and assist in the preparation and presentation of the annual budget. The Treasurer, the President, and Executive Director shall be members of the Finance Committee. Other members at large may be appointed by the President. The Treasurer serves as Chair of the Finance Committee. The Finance Committee may also serve as the Audit Committee.

Section 3. Executive Committee: The Executive Committee consists of the Officers of and not more than two (2) additional Directors appointed by the President upon commencement of her

term. The Committee may hold meetings in the interim between regular meetings of the Directors for purposes that ensure the fulfillment of established goals. The Executive Committee shall be subject to direction by the Board of Directors and has all the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditure not previously authorized by the Board. All actions of the Executive Committee must be ratified by the Board of Directors at its next regular meeting, except where advance authority for such action has been granted.

Section 4. Other Committees of the Association: The President may appoint special committees of the Association for specific studies, concerns, or events related to the work of the Association when such responsibilities are not delegated to standing or special committees of the Board of Directors.

ARTICLE X. NOMINATION AND ELECTION PROCEDURES

Section 1. Nomination: The Governance Committee, in accordance with Article 9 Section 1, shall present to the Board of Directors a ballot, including nominees for Board of Directors, in advance of the last regular meeting prior to the annual meeting of the Directors.

Section 2. Balloting Methods: The Board of Directors shall be responsible for the establishment of balloting methods that safeguard the rights of Directors to a secret ballot and that provide assurance that ballots are cast only by Directors.

ARTICLE XI. STAFF OF THE ASSOCIATION

Section 1. Employment: Staff are employed according to policies established by the Board of Directors.

Section 2. Executive Director: The Executive Director shall be responsible for the execution and administration of policies and programs approved by the Board of Directors. She shall attend and participate in discussion in all meetings of the Board of Directors and of the Executive Committee except when matters concerning her own employment are under consideration. She may attend and participate in all meetings of standing and special committees.

She acts as the agent of the Board of Directors in the employment and release of staff members according to the policies and procedures established by the Board of Directors. The Executive Director has final responsibility for employment and release of staff members under policies established by the Board of Directors but may delegate direct responsibility for such employment and release. As head of staff, she shall be responsible for supervision and direction of staff and for implementation of approved personnel policies.

The Executive Director shall be a voting member or an associate of the Association.

Section 3. Limitation of Function: No employed staff member is eligible for membership on the Board of Directors, the Board of Governance Committee, or any office or for appointment to the chairmanship of any committees provided for in these Association Bylaws, except the Executive Director.

ARTICLE XII. RESPONSIBILITY FOR MEMBERSHIP DEVELOPMENT

Section 1. The Board of Directors, together with professional staff, is responsible for making possible the growth of members toward understanding the Mission of the Association and sharing in its realization.

ARTICLE XII. CONTRACTS, LOANS, CHECKS, AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 1. Contracts: The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contracts, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Association. Such authority may be general or confined to specific instances but the appointment of any person other than an Officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or any other instrument in the name of and on behalf of the Association, without specifying the executing Officers, the President or the Secretary may execute the same.

Section 2. Loans: No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Contracts Between the Association and Related Persons: Any contract or other transaction between the Association and one or more of its Directors, or between the Association and any firm or entity of which one (1) or more of the Association's Directors are Directors, Officers, partners, shareholders, or employees, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors participation in such action, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This section

shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE XIII. DECENTRALIZED UNITS

Section 1. Branches of the Association

- A. Organization:** The Association, through its Board of Directors, may organize such Branches as may be found expedient for the development of the Association in certain geographic areas within the total community served by the Association. Each Branch is administered in accordance with Branch Bylaws and a budget authorized and approved by the Board of Directors of the Association.
- B. Discontinuance:** The Association, through its Board of Directors, may discontinue any of the Branches, provided there has been consultation with the voting members in the Branch. Final decision and action are the responsibility of the Board of Directors.

Section 2. Decentralized Program Other Than in Branches:

- A.** Centers or other units of decentralized program may be established by the Board of Directors as required to serve parts of the community.
- B.** Administrative responsibility for such units is determined by the Board of Directors. The decision on transfer or discontinuance of such units is the responsibility for the Board of Directors. When a unit is related to a Branch, there shall be consultation with the Branch Committee on Administration to which the unit is related.

ARTICLE XIV. FISCAL YEAR

Section 1. Fiscal Year: The fiscal year of the Association shall begin on July 1 and ends on June 30 each year.

ARTICLE XV. RULES OF ORDER

Section 1. Rules of Order: The proceedings of this Association are governed by Robert's Rules of Order, Newly Revised, except where these rules conflict with provisions of these Bylaws.

ARTICLE XVI. GENERAL AMENDMENTS

Section 1. Amendments: These bylaws may be amended by a two-thirds vote of the total Board of Directors membership at any regular meeting of the Board of Directors given any proposed amendment(s) has been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date.

ARTICLE XVII. AMENDMENTS AFFECTING MEMBERSHIP IN THE YWCA USA

Section 1. Transfer of Membership in the YWCA USA or Change in Form of Organization: For any amendment which would alter the Bylaws in such a way as to affect the Association's affiliation with the Young Women's Christian Association of the United States of America, the required procedures for general amendments must be met and, in addition, the amendment must be passed by a two-third (2/3) affirmative vote of the voting directors, then serving on the Board of Directors, provided that the notice of the meeting date of said vote has been given at least thirty (30) days in advance of said meeting where the action would be considered and voted upon.

Section 2. Dissolution or Reorganization: Any action to dissolve this Association or to reorganize it in a form which will not qualify for continued membership in the YWCA USA must be passed by two-third (2/3) affirmative vote of the voting directors, then serving on the Board of Directors, provided:

- A. The proposal was approved by the Board of Directors after consultation with the YWCA USA staff;
- B. Written notice of the proposed action was sent to the voting directors at least thirty (30) days prior to the meeting at which such action was to be considered; and
- C. The notice of the meetings stated that the proposed action would be considered and voted upon.

Section 3. Disposition of Assets upon Dissolution: Upon the dissolution of YWCA Enid, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all of the assets of the Association of the YWCA Enid, if it then exists and is at that time qualified as an exempt organization under section 501(c)3 of the Internal Revenue Code, or corresponding provision of any future United States Internal Revenue law qualified to receive same. If the YWCA Enid does not then exist or if it is disqualified to receive these assets, the Board of Directors shall distribute such assets exclusively for the purposes of the Association, in such manner, or to such local organization or organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code or the corresponding provision

of any future United States Internal Revenue law as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the district court of Garfield County, exclusively for such purposes or to such local organization or organizations as said court shall determine which are organized and operated exclusively for such purposes. In no event shall any portion of such assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the Association or any private person or individual whomsoever.

ARTICLE XVIII. MISCELLANEOUS PROVISIONS

Section 1. Construction of Bylaws:

- A.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

- B.** The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

These Bylaws revised and adopted at a membership meeting of the YWCA of Enid on the ____ day of July, 2020.

Jennifer Bauman, President

Carrie Sanders, Executive Director