

## BYLAWS FOR THE BOARD OF DIRECTORS

### BYLAWS OF THE BOARD OF DIRECTORS OF THE YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF ASHEVILLE, NORTH CAROLINA

#### ARTICLE I MEETING

##### Section 1. Regular Meetings

The Board of Directors shall hold a regular meeting on the 3rd Wednesday of each month between September and June. The agenda shall include minutes of the previous board meeting and of any meetings of the Executive Committee held in the interim. It shall include reports and information needed for board action upon old and new business, and for keeping the Board informed about the work of the Association.

##### Section 2. Special Meetings

Special meetings of the Board of Directors shall be called upon request of the president and two other members of the Board or upon request of any five members of the Board. The notice of the meeting shall state the matters to be considered and no other business shall be transacted.

##### Section 3. Quorum

One-third of the members of the Board of Directors constitute a quorum.

##### Section 4. Attendance

Meetings of the Board of Directors are attended by members of the Board, both elected and ex-officio, and by the chairman of the Branch Committee On Administration and by the Executive Director. Professional staff members attend board meetings when feasible. The Board of Directors may invite other persons to attend a regular or special meeting of the Board after consultation with the president and the Executive Committee.

#### ARTICLE II. ABSENCE, VACANCIES, EX-OFFICIO MEMBERS

##### Section 1. Absence

Absence of a board member from 3 regular meetings, for which no sufficient reason is presented, shall, after due consultation, be considered equivalent to resignation, and the place of the board member so absenting herself shall be considered vacant.

##### Section 2. Vacancies

The Board of Directors fills vacancies occurring on the Board in the interim between annual election by board election from candidates presented by the Nominating Committee of the Association.

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### Section 3. Ex-Officio Members

Upon action of the Board of Directors, chairmen of elected committees of the Association (except the Nominating Committee) and chairmen of special committees may be elected as ex-officio members of the Board of Directors to serve during the period of committee chairmanship, but without the right to vote.

## ARTICLE III OFFICERS AND THEIR DUTIES

### Section 1. Officers

The officers of the Association, who also serve as officers of the Board of Directors, are a president, one or more vice-presidents, a recording secretary, a corresponding secretary, and a treasurer, elected according to provisions in Article VI, Section C of the Association Constitution and Bylaws.

### Section 2. Duties of the President

The president presides at all meetings of the Board of Directors and of the Executive Committee of the Board, and of the business meetings of the Membership. She appoints annually the chairmen of all standing and special committees and, in consultation with chairmen, appoints members of the committees. She, with the treasurer and/or executive director signs leases and contracts approved by the Board of Directors. She is an ex-officio member of all committees, except the Nominating Committee of the Board of Directors. She shall be a member of the Trustees and call meetings when necessary.

### Section 3. Duties of the Vice-President (or vice-presidents)

The vice-presidents, in order, shall have all the powers and perform all the duties of the president in her absence. They shall perform such additional duties as are delegated to them by the president.

### Section 4. Duties of the Recording Secretary

The secretary is responsible for keeping full minutes of all board meetings including the record attendance. She sees that notices are sent for all regular and special meetings of the Board of Directors. She conducts the correspondence of the Board of Directors. She notifies officers and committee chairmen of their election or appointment.

### Section 5. Duties of the Corresponding Secretary

The corresponding secretary of the Association is responsible for correspondence requested by the Board of Directors.

### Section 6. Duties of the Treasurer

The treasurer shall have charge of the funds of the Association by check upon certification by the chairman or another authorized member of the Finance Committee or by the president of the Association. She presents to the Board, at each regular meeting, a statement of receipts, expenditures, and bills outstanding.

The treasurer is an ex-officio member of the Finance Committee.

## ARTICLE IV. MEMBERSHIP MEETINGS AND MEMBERSHIP EVENTS

### Section 3. Participation in Membership Meetings

- a. Voting members. Members, seventeen years of age and over, shall have the privilege of voting at membership meetings in accordance with Article II, Section 1, d, of this constitution and bylaws.
- b. Others. Other members, group leaders, and elected officers of program groups who are not members may have all the privileges of the membership meeting with the exception of voting.

## ARTICLE VI. QUALIFICATIONS FOR VOTING DELEGATES TO CONVENTION

Voting delegates from community Associations to conventions of the National Convention Association must be electoral (voting) members who have consented to individual acceptance of responsibility to further the achievement of the purpose in the life of the Association.

## ARTICLE IX. OFFICERS OF THE ASSOCIATION

### Section 1. Officers

The officers of the Association are a president, one or more vice-presidents, a Recording Secretary, a Corresponding Secretary and a Treasurer. They serve also as officer of the Board of Directors.

### Section 2. Duties

- c. Recording Secretary. The Secretary of the Association serves as the secretary of membership meetings. She sees that members are properly notified according to procedures approved by the Board of Directors. She is responsible for keeping a record of attendance at Board meetings, count at membership meetings, and for keeping accurate minutes of such meetings, including a record of all actions taken.
- d. Corresponding Secretary. The Corresponding Secretary of the Association is responsible for correspondence requested by the Board of Directors.

### Section 3. Election

The officers are chosen by the Board of Directors from among its elected members preceding the Annual Meeting, after a slate is presented by the Association Nominating Committee and shall take office at the end of the meeting. They serve for one year or until their successors are elected, provided that they are still members of the Board.

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It may hold meetings for emergency action in the interim between regular meetings of the Board of Directors, and shall have all the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditures not previously authorized by the Board. Two-thirds of the members of the Committee constitute a quorum. Actions of the Executive Committee must be acted upon by the Board of Directors at its next regular meeting.

### ARTICLE VI NOMINATING COMMITTEE FOR THE OFFICERS OF THE BOARD OF DIRECTORS

#### Section 1.

The Nominating Committee of the Board of Directors shall be board members on the Association Nominating Committee. This committee shall serve from one annual meeting to next annual meeting of the ensuing year.

### ARTICLE VII. SPECIAL COMMITTEES

Such special committees as may be required for specific studies or pieces of work shall be appointed by the president for limited periods of service. Their chairman may be made ex officio members of the Board as provided for in Article II, Section 3, of the bylaws of the Board of Directors.

### ARTICLE VIII. RESPONSIBILITIES AND FUNCTIONS OF PROFESSIONAL STAFF

#### Section 1. Responsibility with Respect to Membership Development

Members of the professional staff are responsible, with the Board of Directors, for making possible the growth of members toward understanding the purpose of the Association and sharing its realization.

#### Section 2. Executive Director

- a. The Executive Director is administrator of the Association.
- b. The Executive Director, as the executive officer of the Board of Directors, is responsible for the execution and administration of policies and programs approved by the Board. She attends and participates 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.
- c. She acts as the agent of the Board of Directors in the employment and release of staff according to the policies and procedures established by the Board of Directors.
- d. The executive director has final responsibility for employment and release of clerical and maintenance staff under policies established by the Board of Directors, but may delegate direct responsibility for such employment and release.
- e. As head of staff, she is responsible for the supervision and direction of staff and for the implementation of approved personnel policies.

#### Section 3. Other Professional Staff

Other members of the professional staff, under the leadership of the executive director are responsible for relating their specialized work to the total program of the YWCA. They attend and participate in the meetings of all committees for which they carry assigned responsibility. They may attend and may participate

in the discussion of the meetings of the Board of Directors. They shall attend and may participate in the discussion of the meetings of all committees for which they carry professional responsibility.

Section 5. Limitation of Function

No professional staff member is eligible for membership on the Board of Directors, or for election to any office, or for appointment to the chairmanship of any committee provided for in the Association constitution and bylaws.

ARTICLE IX. AMENDMENTS

These bylaws may be amended by a two-thirds vote of the members present at any regular meeting provided notice of the amendment or amendments was given at a previous meeting, and provided such amendments are not contrary to provisions in the Association constitution and bylaws.

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THESE BYLAWS ADOPTED AT THE MEETING OF THE BOARD OF DIRECTORS ON \_\_\_\_\_  
date

AMENDED AT BOARD MEETINGS AS FOLLOWS:

Article _____	Date _____
Article _____	Date _____