



BYLAWS

*NOTE: The name Association of YMCA Retirees and its acronym AYR have been replaced in this document by the new board-approved name, YMCA ALUMNI, pending final approval of this posted document Sept. 13, 2017.

Approved: January 2017
YMCA ALUMNI Board of Directors

MISSION

THE MISSION OF YMCA ALUMNI IS TO ENABLE MEMBERS TO PROMOTE A NURTURING, WORLDWIDE CHRISTIAN FELLOWSHIP THAT PROVIDES EDUCATIONAL, SOCIAL AND CHARITABLE OPPORTUNITIES.

PREAMBLE

YMCA ALUMNI is incorporated in the State of Illinois as a not-for-profit organization for exclusively charitable and educational purposes within the meaning of 501(c)3 of the Internal Revenue Code of 1986 now in effect or as may hereafter be amended.

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BYLAWS OF YMCA ALUMNI

ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of the corporation shall be YMCA ALUMNI.

Section 2. Purpose. The purpose of YMCA ALUMNI is to offer opportunities for YMCA Retirees to experience educational, social and charitable opportunities.

ARTICLE II MEMBERSHIP

Section 1. Membership in YMCA ALUMNI. YMCA ALUMNI members are individuals who support the mission and purpose as evidenced by the payment of annual dues. Members must be former or current YMCA employees, spouses or surviving spouses, partners or significant others or surviving partners or significant others of former YMCA employees.

Section 2. Dues. Annual dues for the forthcoming year will be payable by December 31 of each year. The amount shall be determined by the Board of Directors of YMCA ALUMNI with a minimum of three months' notice to the membership. The dues shall be the same for a single member and a single member and spouse/partner/significant other. Chapter dues shall be established by local chapters of YMCA ALUMNI.

Section 3. Voting. Each YMCA ALUMNI member shall be entitled to one vote on matters submitted to the membership. No proxy votes will be accepted.

Section 4. Meetings. Meetings of the members shall be held at intervals determined by the Board of Directors at such place and time as may be designated in the notice of the meeting

Section 5. Notice of meetings. Except as otherwise provided by statute, written notice stating the place, date and time of the meeting, and in case of a special meeting, stating the purpose or purposes for which the meeting is called, shall be posted on the YMCA ALUMNI website, published in the YMCA ALUMNI newsletter or delivered via postal mail or email not less than thirty (30) days prior to the date of the meeting.

Section 6. Quorum. The vote of a majority of members present shall be necessary for the adoption of any matter voted upon.

Section 7. Membership in Chapters. Qualifications for membership in chapters are to be consistent with the qualifications for membership in YMCA ALUMNI as defined by Article II, Section 1.

ARTICLE III CHAPTERS

Section 1. Purpose of Chapters. Members within a defined geographical area may form a chapter to help members implement the purpose of YMCA ALUMNI as outlined in Article I, Section 2.

Section 2. Requirements for Chartering Chapters. The Board of Directors of YMCA ALUMNI shall, from time to time, approve local chapters that follow these requirements:

- A. There shall be at least an annual chapter meeting with election of chapter officers to coincide with the terms of the YMCA ALUMNI officers.
- B. There shall be at a minimum an annual chapter newsletter to all members of the chapter communicating news and activities of the chapter.
- C. There shall be a set of chapter bylaws, consistent with the bylaws of YMCA ALUMNI and approved by the YMCA ALUMNI Board of Directors, including any subsequent changes and revisions of the bylaws.
- D. Local chapters will prepare an annual program plan and budget for the upcoming year and submit the plan to the YMCA ALUMNI board not less than one month prior to the upcoming fiscal year. In addition, each chapter president and its treasurer will attest to that chapter's prior year program and financial results no more than one month following the end of the prior fiscal year.

Section 3. Organization of Chapters. For the purpose of furthering more intimate fellowship and mutual helpfulness, any cluster or group of members may, with the assistance and approval of the board of directors, organize a separate chapter.

Section 4. Administration of Chapters. Each chapter must be approved by the Board of Directors of YMCA ALUMNI and comply with the mission, purpose and bylaws of YMCA ALUMNI including the reporting of the chapter's annual program and financial plan. Local chapters will determine their own local activities, as well as how to fund these local activities.

Section 5. General Council. The General Council shall be composed of the members of the Board of Directors, the presidents of all the chapters and two members appointed by and serving at the discretion of the Board of Directors.

Section 6. Functions of the General Council. Functions of the General Council shall be assigned from time to time by the Board of Directors.

ARTICLE IV AFFILIATED GROUPS

Section 1. Affiliation. YMCA ALUMNI may, from time to time, affiliate with kindred groups compatible with the mission and purpose of YMCA ALUMNI; and, if such affiliated groups agree to comply with YMCA ALUMNI bylaws and reporting requirements; and, such affiliation receives a majority vote of the Board of Directors of YMCA ALUMNI.

Section 2. Appointment of Representatives to the Affiliated Groups. Representatives of YMCA ALUMNI, along with alternates, if necessary, shall be appointed by the officers of YMCA ALUMNI to serve as a member of the governing body of the affiliated group(s). Such representatives will provide periodic reports of the activities of the affiliated group(s) to the Board of Directors of YMCA ALUMNI.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers and Duties. The property, business affairs and overall management of YMCA ALUMNI is vested in the Board of Directors of YMCA ALUMNI.

Section 2. Number of Elected Directors. The number of elected directors of YMCA ALUMNI shall be six (6). Each elected director shall serve as an officer of YMCA ALUMNI as follows:

- A. One director shall be elected and serve as the president of YMCA ALUMNI.
- B. Three directors shall be elected and serve as regional vice presidents of YMCA ALUMNI, one for the eastern United States, one for the central United States and one for the western United States.
- C. One director shall be elected and serve as the secretary of YMCA ALUMNI.
- D. One director shall be elected and serve as the treasurer of YMCA ALUMNI.

Section 3. Election and Term of Office. The directors shall be elected by the General Council as set forth in Article VII hereto for a term of three (3) years. Officers shall hold office until their successors shall have been elected and qualified or until their death, resignation or removal. Directors need not be residents of the State of Illinois, but must be active members of YMCA ALUMNI.

Section 4. Immediate Past President. The Immediate Past President of YMCA ALUMNI shall serve as a voting member of the YMCA ALUMNI Board of Directors.

Section 5. Appointed Directors. An Assistant Treasurer may be appointed by the President, subject to approval by the Board of Directors. In addition, up to six members-at-large may be appointed by the President, subject to approval by the Board of Directors.

Section 6. Annual Meetings. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw at such other place and time as may be determined by the Board of Directors.

Section 7. Regular Meetings. The Board of Directors shall hold regular meetings at such places and times as may be designated by resolution of the Board of Directors without other notice than such resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any five (5) directors. Special meetings of the Board of Directors may be held at such place, either within or without the State of Illinois, as shall be specified or fixed in the call for such meeting or notice thereof.

Section 9. Notice of meetings. Notice of each special meeting shall be sent via postal mail or email by or at the direction of the Secretary to each director, addressed to her/him at her/his residence or usual place of business, at least twenty-one (21) days before the day on which the meeting is to be held. Notice may be waived in writing by a director, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called nor convened.

Section 10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting 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 law, the Articles of Incorporation of YMCA ALUMNI or these Bylaws.

Section 11. Meetings in dispersion. Directors may participate in and act in meetings of the Board of Directors in dispersion (telephone or video conference call) to facilitate the administration of YMCA ALUMNI. The same protocols applicable to physical meetings shall apply, including quorum requirements.

Section 12. Powers of the Board of Directors. The Board of Directors shall determine operating policies, establish organizational emphasis and goals, seek ways to strengthen chapters and advance the usefulness of YMCA ALUMNI to its members in accordance with the provisions of the Articles of Incorporation of YMCA ALUMNI and these Bylaws. It shall have the authority to:

- A. Adopt a plan for the distribution of the assets of YMCA ALUMNI or for dissolution;
- B. Recommend to members any act required by the Articles of Incorporation of YMCA ALUMNI or by statute to be approved by the members;
- C. Fill vacancies on the Board of Directors or on any of its committees;
- D. Elect, appoint, or remove any member of any committee;
- E. Adopt, amend or repeal these Bylaws or the Articles of Incorporation of YMCA ALUMNI;
- F. Adopt a plan of merger or consolidation with another corporation; or authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of YMCA ALUMNI.
- G. Approve affiliations with the organizations with a mission and purpose compatible with YMCA ALUMNI's as determined by the Board of Directors of YMCA ALUMNI.

Section 13. Committees. The Board of Directors and/or the President may appoint committees as deemed appropriate. All committees of the Board of Directors must have at least two members of the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Designation, Election and Term of Office. The officers shall be a president, three vice presidents, a secretary, a treasurer and such additional appointed officers and assistant officers as the Board of Directors may authorize.

Elected officers shall be elected by the General Council, as set forth in Article VII thereto, to hold office until their successors have been duly elected and qualified, or until their death, resignation or removal.

Appointed officers shall be elected by, and shall serve at the discretion of the Board of Directors.

Section 2. President. The President shall maintain general supervision of the policy and program of YMCA ALUMNI and shall represent YMCA ALUMNI at meetings of the Board of YMCA ALUMNI, either personally or through some other officer designated by her/him. The President shall be the chief executive officer of YMCA ALUMNI and shall have general and active management of the business of YMCA ALUMNI. She/he shall see that all orders and resolutions of the Board of Directors are carried into effect. She/he shall execute the bonds, mortgages and other contracts requiring a seal under the seal of YMCA ALUMNI (if one exists). She/he shall have general supervision of all other officers of YMCA ALUMNI and shall see that their duties are properly performed. She/he shall, from time to time, report to the Board of Directors all matters within her/his knowledge which the interests of YMCA ALUMNI may require to be brought to its notice. She/he may appoint committees and their composition. She/he shall also perform such other duties as may be assigned to her/him from time to time by the Board of Directors. The President may appoint additional members to the Board of Directors with the approval of the Board as set out in Article V, Section 4.

Section 3. Vice Presidents. The Vice Presidents shall be Eastern, Central and Western, representing their respective areas of the USA.

Elected officers shall be elected by the General Council as set forth in Article VII thereto, to hold office until their successors have been duly elected and qualified, or until their death, resignation or removal.

Appointed officers shall be elected by, and shall serve at the discretion of, the Board of Directors. They shall have all the powers and perform all the duties of the President in the absence or incapacity of the President to the extent delegated by the Board of Directors. They shall perform, also, such other duties as may be assigned to them from time to time by the Board of Directors.

Section 4. Secretary. The Secretary shall act as secretary of the Board of Directors, shall give, or cause to be given, notice of all meetings of the Board of Directors and the members, unless

notice thereof be waived, and shall supervise the custody of all records of all meetings of the Board of Directors and its committees, and the members. In addition, the Secretary shall be custodian of the seal of YMCA ALUMNI (if one exists). The Secretary shall be responsible for recording minutes of all meetings of the total membership, the Board of Directors and its committees, and the General Council. The secretary shall also perform such other duties as may be assigned to her/him from time to time by the Board of Directors.

Section 5. Treasurer. The Treasurer will be a person who is well trained and experienced in accounting and finance as evidenced by having served in a significant finance position in the YMCA and/or holds a CPA certification. The Treasurer shall have general supervision of YMCA ALUMNI finances, its chapters and Board approved affiliates. The Treasurer will keep a complete account of assets, liabilities, revenues and expenses in accordance with best accounting practices of a 501 c 3 organization, and in compliance with not for profit public reporting requirements. The Treasurer will develop and manage a self authenticated process for the receipting and disbursement of all YMCA ALUMNI funds, including its chapters and affiliates; and, provide regular financial reports to the YMCA ALUMNI Board of Directors.

ARTICLE VII ELECTIONS, RESIGNATIONS AND REMOVAL OF DIRECTORS

Section 1. Nominating Committee. At least twelve (12) months prior to the election of officers, the President shall appoint a nominating committee, to be chaired by the immediate past president. The nominating committee shall also, through an early notice in the official newsletter, invite all members to submit names for consideration by the nominating committee in the selection of nominees for any or all of the elective offices. If one or more of the nominating committee is/are unable to serve, the President has the power to appoint replacements from the YMCA ALUMNI membership.

Section 2. Selection of Nominees. The nominating committee shall select one candidate for each position considered to be qualified and capable for the offices of President, Vice President East, Vice President Central, Vice President West, Secretary and Treasurer. Nominees must be active members of YMCA ALUMNI and have had some chapter or corporate leadership. In addition, the Treasurer must have appropriate experience in the management of financial records. The nominating committee shall make certain each person selected meets all requirements specified in the Articles of Incorporation and these Bylaws, and is willing to accept nomination and to serve if elected. The terms of office of the three Regional Vice Presidents shall be staggered so that only one ends a term in any given year.

Section 3. Election Procedure. Names of nominees for the six elective positions shall be placed on a ballot by the nominating committee for a vote by the General Council at a regular or called meeting of the Council, or by mail or electronic ballot. The ballot shall include each person's acceptance to run for the designated position; a resume of their career and retired life; a statement on their vision for YMCA ALUMNI, suggested goals for YMCA ALUMNI, and positions on specific issues as may be requested by the nominating committee.

Section 4. Voting Responsibility. The elected directors (who are the officers of YMCA ALUMNI) shall be elected by the General Council as follows:

- A. The President shall be elected by members of the General Council.
- B. The Vice President East shall be elected by members of the General Council representing chapters in the eastern USA.
- C. The Vice President Central shall be elected by members of the General Council representing chapters in the central USA.
- D. The Vice President West shall be elected by members of the General Council representing chapters in the western USA.
- E. The Secretary shall be elected by members of the General Council.
- F. The Treasurer shall be elected by members of the General Council.

Section 5. Term of Office. The term of office of the directors/executive officers of the Corporation shall be for three (3) years, or until their successors have been chosen.

Section 6. Resignation. Any director may resign at any time by giving written notice to the Board of Directors or the President or Secretary of YMCA ALUMNI. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. One or more of the Directors may be removed for cause at a meeting of members by the affirmative vote of two-thirds of the members present and voting. Written notice of such meeting shall be delivered to all members. Such notice shall state that the purpose of the meeting is to vote upon the removal of one or more directors named in the notice, and only the named director or directors may be removed at such meeting.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors because of death, resignation, removal, disqualification or any other cause, shall be filled by the Board of Directors at an annual or regular meeting or at a special meeting called for such purpose. Each person elected to fill a vacancy shall hold office for the unexpired term of her/his predecessor in office.

ARTICLE VIII OFFICIAL NEWSLETTER

Section 1. Official Newsletter. Under the supervision of the Board of Directors, YMCA ALUMNI shall publish an official newsletter, free of charge to the members. To others, a subscription rate shall be determined by the Board of Directors.

ARTICLE IX FINANCES

Section 1. Fiscal Year and Budget. The fiscal year shall be January 1 to December 31. In advance of each fiscal year, the Treasurer shall prepare a budget of estimated income and expenditures for the following year for the approval of the Board of Directors.

Section 2. Financial Review. The accounts shall be submitted for a financial review every three years to a qualified independent CPA appointed by the President.

ARTICLE X AMENDMENTS

Section 1. Method of Amendment. These Bylaws may be altered, amended or repealed, and new and other bylaws may be made and adopted at a meeting of the Board of Directors, or by the members at any triennial meeting or at a special meeting called for that purpose. The proposed alterations, amendments, repeals or additions shall be published in the official newsletter or members notified by separate mailing or published on the YMCA ALUMNI website, or by email at least sixty (60) days prior to enactment. Such notices may be paraphrased for clarity.

ARTICLE XI DISTRIBUTIONS

Section 1. Distributions. The Board of Directors of YMCA ALUMNI may authorize, and YMCA ALUMNI may make, distributions of its money, property or other assets, other than upon dissolution and final liquidation, subject to the limitations of Section 4 of this Article XI, only;

- A. To any person or organization who or which has made payments to YMCA ALUMNI for goods or services, as a fractional repayment of such payments, provided all such persons or organizations in any category are repaid on an equal prorata basis; or
- B. To any person or organization as a repayment of his, her or its contribution of an amount not to exceed the amount of the contribution, provided that any assets held for any charitable, religious, eleemosynary, benevolent, educational or similar purpose or held upon a condition requiring return, shall continue to be so restricted.

Section 2. Payments in Furtherance of Purposes. Any payment or transfer of money, property or other assets in furtherance of any of the purposes of YMCA ALUMNI shall not be deemed a distribution for the purposes of this Article XI, and this Article XI shall not be construed as limiting the purposes and powers of YMCA ALUMNI.

Section 3. Determination of Distributions. All distributions by YMCA ALUMNI permitted by this Article XII shall be at the option of YMCA ALUMNI only and at such amount or amounts, within the period or periods, and on such terms and conditions, not inconsistent with the purpose of YMCA ALUMNI and statute, as are fixed by the Board of Directors of YMCA ALUMNI.

Section 4. Limitation on Distributions. No distribution under Section 1 of this Article XII may be made if, after giving it effect:

- A. YMCA ALUMNI would be insolvent; or
- B. The net assets of YMCA ALUMNI would be less than zero; or
- C. YMCA ALUMNI would be rendered unable to carry on its corporate purposes.

ARTICLE XII INDEMNIFICATION

Section 1. Indemnification. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that she/he, or a person of whom she/he is the legal representative, is or was a director, officer, employee, trustee, or agent of YMCA ALUMNI or is or was serving at the request of YMCA ALUMNI as a director, officer, employee, trustee, or agent of another corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by YMCA ALUMNI to the fullest extent authorized by the laws of Illinois as the same now or may hereafter exist (but, in the case of any change, only to the extent that such change permits YMCA ALUMNI to provide broader indemnification rights than said law permitted YMCA ALUMNI to provide prior to such change) against all costs, charges, expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee, trustee or agent of YMCA ALUMNI or to serve at the request of YMCA ALUMNI as a director, officer, employee, trustee or agent of another corporation or of a partnership, joint venture, trust or other enterprise and shall inure to the benefit of her/his heirs, executors, and administrators. The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by YMCA ALUMNI the expenses incurred in defending any such proceeding in advance of its final disposition, if authorized by the Board of Directors in the specific case, upon receipt by YMCA ALUMNI of an undertaking, by or on behalf of such director, officer, employee, trustee, or agent to repay all amounts so advanced, unless it shall ultimately be determined that the director, officer, employee, trustee or agent is entitled to be indemnified under this section or otherwise.

Section 2. Payment of Claims. If a claim under Section 1 of this Article XII is not paid in full by YMCA ALUMNI within thirty (30) days after a written claim has been received by YMCA ALUMNI, the claimant may at any time thereafter bring suit against YMCA ALUMNI to recover the unpaid written amount of the claim and, if successful in whole or in part, the claimant shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the Board of Directors has authorized the advancement of expenses and the required undertaking has been tendered to YMCA ALUMNI) that the claimant has failed to meet a standard of conduct which makes it permissible under Illinois law for YMCA ALUMNI to indemnify the claimant for the amount

claimed, but the burden of proving such defense shall be on YMCA ALUMNI. Neither the failure of YMCA ALUMNI to have made a determination prior to the commencement of such action that indemnification of the claimant is permissible in the circumstances because she/he has met such standard of conduct, nor an actual determination by YMCA ALUMNI that the claimant has not met such standard of conduct, nor the termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall be a defense to the action or create a presumption that the claimant has failed to meet the required standard of conduct.

Section 3. Right Not Exclusive. The right to indemnification conferred in this section shall not be exclusive of any other right which any person may have or hereafter acquire under any bylaw agreement, vote of disinterested directors or otherwise.

Section 4. Insurance. YMCA ALUMNI may maintain insurance, at its expense, to protect itself and any director, officer, employee, trustee or agent of YMCA ALUMNI or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability or loss, whether or not YMCA ALUMNI would have the power to indemnify such person against such expense, liability or loss under Illinois law.

Section 5. Reimbursement of Expenses as Witness. To the extent that any director, officer, employee, trustee or agent of YMCA ALUMNI is by reason of such position, or a position with another entity at the request of YMCA ALUMNI, a witness in any proceeding, she/he shall be indemnified against all costs and expenses actually and reasonably incurred by her/him or on her/his behalf in connection therewith.

Section 6. Amendment. Any amendment, repeal or modification of any provision of this article shall not adversely affect any right or protection of a director, officer, employee, trustee or agent of YMCA ALUMNI existing at the time of such amendment, repeal or modification.

ARTICLE XIII MISCELLANEOUS

Section 1. Corporate Seal. YMCA ALUMNI may have a seal which shall be circular in form, bearing the name of YMCA ALUMNI and the word "ILLINOIS" in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 2. Depositories. All funds of YMCA ALUMNI not otherwise employed shall be deposited from time to time to the credit of YMCA ALUMNI in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 3. Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of YMCA ALUMNI shall be signed by such officer or officers, or agent or agents, of YMCA ALUMNI and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Delivery of Notice. Any notices required to be delivered pursuant to these Bylaws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person at his, her or its address as it appears on the records of YMCA ALUMNI, with sufficient first-class postage prepaid thereon.

Adopted: October 13, 1995

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September 2002
August 2005
November 2009
October 2012
January 2017

