

**ASSOCIATION
OF
YMCA RETIREES, INC.**



BYLAWS

MISSION

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

PREAMBLE

The Association of YMCA Retirees (AYR) 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 THE ASSOCIATION OF YMCA RETIREES

ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of the corporation shall be the Association of YMCA Retirees, hereinafter referred to as the Corporation.

Section 2. Purpose. The purpose of AYR is to offer opportunities for YMCA Retirees to experience educational, social and charitable activities or events and to use its resources to:

- A. Foster a spirit of fellowship and mutual helpfulness among members;
- B. Strengthen and unite local chapters and its members;
- C. Publish a national newsletter and website for chapters and members;
- D. Align member interests, skills and resources in support of charitable and educational programs and projects of the YMCA movement, AYP and other charities.

ARTICLE II MEMBERSHIP

Section 1. Membership in the Corporation. AYR members are individuals who support the mission of the Corporation through payment of annual dues and are former YMCA employees, spouses or surviving spouses of former YMCA employees.

Section 2. Dues. Annual dues shall be payable by October 1 of each year. The amount shall be determined by the Board of Directors. The dues shall be the same for a single member and a single member and spouse.

Section 3. Voting. Each AYR member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. No proxy votes will be accepted at meetings of the members.

Section 4. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 5. Meetings. Meetings of the members shall be held at intervals determined by the Board of Directors at such place and at such time as may be designated in the notice of the meeting. At the triennial meeting, the president, secretary and treasurer shall make their reports to the members. Meetings of the members may be held at any time on the call of the president or the Board of Directors. Annual and special meetings shall be held at such place as may be specified in the notice of the meeting.

Section 6. Notice of meetings. Except as otherwise provided by statute, written or printed notice stating the place, day and hour of the meeting, and in case of a special meeting, stating the purpose or purposes for which the meeting is called, shall be delivered not less than thirty (30) nor more than sixty (60) days before the date of the meeting-by or at the direction of the secretary to each member entitled to vote at such meeting. Such notice shall be published in the official newsletter and be delivered either personally or by electronic mail. Notice of any meeting may be waived by a writing filed by the member entitled to such notice; and presence of a member in person at any meeting of members shall be deemed to be the equivalent of such waiver.

Section 7. Quorum. The vote of a majority of members present shall be necessary for the adoption of any matter voted upon, unless a specified number is required by law, the Articles of Incorporation of the Corporation, or the Bylaws.

Section 8. Membership in Chapters. Qualifications for membership in chapters may or may not necessarily be the same as qualifications for membership in the Corporation as defined in Article II, Section 1 above. Each chapter may develop its own criteria for membership in the chapter provided it is a chapter duly chartered by the Corporation's Board of Directors.

ARTICLE III CHAPTERS

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

Section 2. Conditions for Chartering. The Board of Directors shall, from time to time, recognize chapters. The following are minimum conditions for the chartering of chapters:

- A. There shall be at least an annual chapter meeting with election of chapter officers to coincide approximately with the terms of the corporate officers.
- B. There shall be at least an annual newsletter to all members in the area assigned to the chapter, based on news items secured from them.
- C. There shall be a set of bylaws, a copy of which shall be sent to the president of the Corporation when the bylaws are adopted and each time they are revised.
- D. Chapters which include a wide geographic area are encouraged to form clusters, i.e., groups of retired YMCA employees and their spouses, widows and widowers from smaller geographic areas who meet informally between chapter meetings.

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 their chapters, organize a separate chapter.

Section 4. Autonomy of Chapters. Each chapter is autonomous in defining its own affairs. It will elect its own officers and finance its own program. No assessments are required of the chapters but contributions to special projects may be requested.

**ARTICLE IV AFFILIATION WITH THE
WORLD FELLOWSHIP OF YMCA RETIREES (WFYR)**

Section 1. Affiliation. The Corporation shall affiliate as a regional organizational member of WFYR.

Section 2. Appointment of Representatives and Alternates. Every three years the president of the Corporation shall appoint a representative and an alternate to serve as members of the WFYR leadership group. The alternate will serve as a representative when needed, as well as act as a source of ongoing support.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers and Duties. The property, business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number of Directors. The number of elected directors of the Corporation shall be five (5). Each elected director shall serve as an officer of the Corporation as follows:

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

Section 3. Additional Directors.

Seven (7) additional persons shall sit on the Board. They shall be: the past president; the president of the YMCA Retirement Fund; the president of the Association of YMCA Professionals (AYP); the president of the YMCA of the USA; the vice president for membership; the assistant treasurer, and a member-at-large.

Section 4. 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 or members of the Corporation.

Section 5. Annual Meetings. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately following and at the same place as a triennial meeting of members, or at such other place and at such time as may be determined by the Board of Directors.

Section 6. Regular Meetings. The Board of Directors shall hold regular meetings at such places and at such times as may be designated by resolution of the Board of Directors without other notice than such resolution.

Section 7. 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 8. Notice of meetings. Notice of each special meeting shall be mailed 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 9. 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 the Corporation or these Bylaws.

Section 10. Meetings in dispersion. Directors may participate in and act in meetings of the board in dispersion (telephone, fax, e-mail or other communications equipment) to facilitate the administration of the Corporation. Any vote taken shall have three options: "yes," "no" or "we need to discuss this." The directors must be in unanimous consent to take any such vote. A 90% return vote is required with a majority vote on the options signifying the action. In the event none of the options receives a majority vote, the matter shall be deemed undecided and be held over for a physical meeting. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Printed votes are to be retained and included and validated in the minutes of the next physical board meeting. Telephone conference call meetings may be held under the same conditions and confirmed by printed votes.

Section 11. Powers of the Board of Directors. The Board of Directors shall determine operating policies, establish organizational emphasis and goals, seek ways of strengthening chapters and advance the usefulness of the Corporation to its members in accordance with the provisions of the Articles of Incorporation of the Corporation and these Bylaws. It shall have the authority to:

- A. Adopt a plan for the distribution of the assets of the Corporation or for dissolution;
- B. Recommend to members any act required by the Articles of Incorporation of the Corporation 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 or appoint or remove any member of any committee;
- E. Adopt, amend or repeal these Bylaws or the Articles of Incorporation of this Corporation;
- F. Adopt a plan of merger or adopt a plan of consolidating with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation.

Section 12. 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. Two vice presidents shall represent groups of chapters as follows: an eastern vice president representing chapters east of the Mississippi River and a western vice president representing chapters west of the Mississippi River. One vice president shall be responsible for membership.

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 policies and program of the Corporation and shall represent the Corporation at meetings of the Board of AYP, either personally or through some other officer designated by her/him. The president shall be the chief executive officer of the Corporation and shall have general and active management of the business of the Corporation. 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 the Corporation (if one exists). She/he shall have general supervision of all other officers of the Corporation 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 the Corporation 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.

Section 3. Vice Presidents. The Vice Presidents shall be Eastern USA representing chapters east of the Mississippi River, Western USA representing chapters west of the Mississippi River, and one vice president shall be responsible for membership.

Elected officers shall be elected by the General Council as set forth in article 7 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 the members. In addition, the secretary shall be custodian of the seal of the Corporation (if one exists). The secretary shall be responsible for the recording of minutes of all meetings of the total membership, the Board of Directors 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 shall have general supervision of finances and shall also keep full and correct account of receipts and disbursements in the books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks of deposit as may be designated by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and the Board of Directors, whenever they may require it of her/him, an account of all her/his transactions in such function and of the financial condition of the Corporation. The treasurer shall also perform such other duties as may be assigned to her/him from time to time by the 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 of the Fellowship and to include the present and immediate past east and west vice presidents. 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 AYR membership.

Section 2. Selection of Nominees. The nominating committee shall select one candidate for each position considered to be the best qualified and capable for the offices of president, vice president (east), vice president (west), secretary and treasurer. Nominees must be active members of AYR 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 any requirements specified in the Articles of Incorporation and these Bylaws and is willing to accept nomination and to serve if elected.

Section 3. Election Procedure. Names of nominees for the five 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 AYR, suggested goals for the Corporation 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 the Corporation) shall be elected by the General Council as follows:

- A. The president shall be elected by all the members of the General Council.
- B. The vice president (east) shall be elected by General Council members representing chapters east of the Mississippi River
- C. The vice president (west) shall be elected by General Council members representing chapters west of the Mississippi River.
- D. The secretary shall be elected by all members of the General Council.
- E. The treasurer shall be elected by all members of the General Council.
- F. The vice president (membership) shall be appointed by the President.
- G. The assistant treasurer shall be appointed by the President.

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 the Corporation. 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 GENERAL COUNCIL

Section 1. Members. 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 2. Functions. Functions of the General Council shall include the following:

- A. Recommending to the Board of Directors or the nominating committee nominees for office in accordance with Article VII above;
- B. Electing new officers for a triennial term as presented by the nominating committee. The vote may be taken during a physical meeting or by mail or electronic ballot;
- C. Serving as the primary channel of communication between chapters and the Board of Directors;
- D. Recommending policy or program matters to the Board of Directors;
- E. Making recommendations to the Board of Directors with respect to proposed amendments to the Bylaws;
- F. Making recommendations to the Board of Directors regarding the goals of the Corporation;
- G. Recommending revisions of the goals that may occur between meetings of the membership.

ARTICLE IX OFFICIAL NEWSLETTER

Section 1. Official Newsletter. Under the supervision of the Board of Directors, the Corporation 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 X FINANCES

Section 1. Fiscal Year and Budget. The fiscal year shall close on September 30. 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. Audit. The accounts shall be submitted for a financial review every three years to a qualified person appointed by the president.

ARTICLE XI 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 AYR website, or by email at least sixty (60) days prior to enactment. Such notices may be paraphrased for clarity.

ARTICLE XII DISTRIBUTIONS

Section 1. Distributions. The Board of Directors of the Corporation may authorize, and the Corporation 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 XII, only;

- A. To any person or organization who or which has made payments to the Corporation 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 the Corporation shall not be deemed a distribution for the purposes of this Article XII, and this Article XII shall not be construed as limiting the purposes and powers of the Corporation.

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

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

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

ARTICLE XIII 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 the Corporation or is or was serving at the request of the Corporation 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 the Corporation 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 the Corporation to provide broader indemnification rights than said law permitted the Corporation 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 the Corporation or to serve at the request of the Corporation 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 the Corporation 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 the Corporation 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 XIII is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation 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 the Corporation) that the claimant has failed to meet a standard of conduct which makes it permissible under Illinois law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation 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 the Corporation 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. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, trustee or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any expense, liability or loss, whether or not the Corporation 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 the Corporation is by reason of such position, or a position with another entity at the request of the Corporation, 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 the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE XIV MISCELLANEOUS

Section 1. Corporate Seal. The Corporation may have a seal which shall be circular in form, bearing the name of the Corporation 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 the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation 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 the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation 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 the Corporation, with sufficient first-class postage prepaid thereon.

Adopted: October 13, 1995

Amended: October 1997
September 2002
August 2005
November 2009