

THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF BOISE CITY, IDAHO

Bylaws

1. **Mission and Purpose.** The Young Men's Christian Association of Boise City, Idaho (the "Association" or the "YMCA") is a 501(c)(3) charitable, volunteer-based organization that has been serving the community since 1891. The YMCA strengthens the foundations of community by developing successful youth, engaging people in healthy living, and instilling a commitment to social responsibility. The YMCA seeks to be known throughout the Treasure Valley as an inclusive, cause-based organization that delivers lasting, powerful, and positive social change.

2. **Members.**

2.1 **Designation and Admission.** All individuals age eighteen (18) or older who have membership privileges at any facility that is owned by the YMCA or otherwise designated by the board of directors shall be members of the YMCA. The board of directors may also designate other persons or categories of persons as members. Memberships are non-transferable.

2.2 **Annual Meetings.** An annual meeting of members for the election of directors and such other business, if any, as is stated in the notice of the meeting shall be held each year on a date and time fixed by the board of directors and stated in the notice of the meeting. Failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the chair, and any other officer or person whom the chair may designate, shall report on the activities and financial condition of the YMCA and the members shall consider and act upon such matters as may be set forth in the notice of the meeting. Nominations for election to the board of directors may be made by (i) the board of directors, (ii) any committee designated by the board of directors for that purpose, or (iii) a group of members who collectively have the right to call a special meeting of the members, provided such members submit their nominations to the Association at least ten (10) days prior to the date the Association gives notice of the meeting. In addition, any member desiring to recommend a candidate for nomination by the board of directors or committee designated by the board of directors for that purpose may do so by communicating such recommendation in writing to the chair of the board of directors or the Chief Executive Officer not later than sixty (60) days prior to the date of the annual meeting. Except as otherwise provided by law, the chair of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set forth in these bylaws and, if any proposed nomination or business is not in compliance with these bylaws, to declare that such defective proposal or nomination shall not be presented for member action at the meeting and shall be disregarded.

2.3 **Special Meetings.** A special meeting of members shall be held upon the call of the board of directors or if the holders of at least ten percent (10%) of the voting power of

the Association sign, date and deliver to the secretary one or more written demands for the meeting described in the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

2.4 Action by Written Ballot. Any action required or permitted to be taken at a members' meeting may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of directors, and specify a reasonable time by which a ballot must be received by the Association in order to be counted. Once delivered, a written ballot may not be revoked.

2.5 Notice of Meetings. The Association shall notify its members of the place, date and time of each annual and special meeting of members in any manner determined by the board of directors to be fair and reasonable under the circumstances. Notice shall be given no fewer than ten (10) days nor more than sixty (60) days prior to the meeting, provided that if notice is sent by mail other than first class or registered mail, notice shall be given no fewer than 30 days before the meeting. Notice of an annual meeting shall include a description of any matter or matters identified in Idaho Code Section 30-30-505 which are to be presented for approval by the members at such meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

2.6 Record Date. Unless otherwise determined by the board of directors, the record date to determine the members entitled to notice of a members' meeting shall be the last day of the month preceding the month in which notice of the meeting is first given, but in no event more than seventy (70) days prior to such meeting.

2.7 Quorum and Voting. A quorum of the members shall consist of twenty five (25) members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of members.

3. Directors.

3.1 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of, a board of directors.

3.2 Number. The board of directors shall consist of not fewer than nine (9) members. Subject to this requirement and any other requirements of the Idaho Nonprofit

Corporation Act (the “Act”), the number of directors may be fixed or changed periodically by resolution of the board of directors.

3.3 Election and Tenure of Office. Directors shall serve for terms of three years. The terms of directors shall be staggered in such manner as the board shall determine. Directors shall be elected at the annual meeting of the members. Except as set forth in this section a person who has served three (3) full consecutive terms, plus any partial term to which the director was initially appointed, shall not be eligible for re-election to the board of directors for a period of one (1) year following the end of their most recent term. Notwithstanding the preceding term limitation, any director who is serving as chair of the board or of any committee, or as immediate past chair, shall continue to be a member of the board of directors for the duration of such service. Despite the expiration of a director’s term, the director shall continue to serve until the director’s successor is elected and qualifies, or until there is a decrease in the number of directors.

3.4 Vacancies. A vacancy in the board of directors shall exist upon the death, resignation, or removal of any director. The chair may nominate a person to fill a vacancy in the board of directors, subject to confirmation by the board of directors at any meeting. Each director so elected shall hold office until the next election of directors by the members. If the board of directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

3.5 Meetings. The board of directors shall meet at least four (4) times each year. If the time and place of any directors’ meeting is fixed by these bylaws or the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

3.6 Telephonic Participation. The board of directors may permit any or all of the directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

3.7 Action Without Meeting. Any action required or permitted to be taken at a board of directors’ meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written (including electronic mail or similar means) consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. A consent transmitted electronically shall constitute a signed written consent by a director under this section if it reasonably appears to have been the act of such director. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

3.8 Call and Notice of Meetings. Regular meetings of the board of directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least five (5) days’ notice, if given

by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, facsimile, or other electronic transmission, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws or applicable law, the notice need not describe the purposes of any meeting. The chair, chief executive officer, or five (5) directors then in office may call and give notice of a meeting of the board. A director may at any time waive any notice required by these bylaws.

3.9 Quorum and Voting. The number of directors constituting a quorum of the board of directors shall be determined as follows:

(a) If the number of directors in office immediately before the meeting begins is less than or equal to fifteen (15), a quorum is a majority of the board;

(b) If the number of directors in office immediately before the meeting begins is more than fifteen (15), a quorum is the greater of eight (8) directors or one-third (1/3) of the total number of directors in office.

If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors. A director is considered present regardless of whether the director votes or abstains from voting.

3.10 Executive Committee. The board of directors shall have an executive committee consisting of the chair of the board of directors, the chair-elect of the board of directors, the immediate past chair of the board of directors, and such other directors as may be nominated by the chair of the board of directors and approved by the board of directors. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to the executive committee and its members except as otherwise expressly set forth in these bylaws. The executive committee may act for the board of directors as it determines necessary or appropriate between meetings of the board of the directors, provided that the executive committee may not (i) contravene an action of the board of directors; (ii) elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; (iii) adopt, amend, or repeal the articles of incorporation or bylaws; or (iv) take any other action not permitted by the Act.

3.11 Other Committees. The board of directors or chair of the board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

3.12 Director Conflicts of Interest.

(a) A conflict of interest transaction is a transaction with the Association in which a director of the Association has a direct or indirect interest. For purposes of this

section, a director of the Association has an indirect interest in a transaction if (i) another entity in which the director has a material interest or in which the director is a general partner is a party to the transaction or (ii) another entity in which the director is a director, officer or trustee is a party to the transaction.

(b) A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Association at the time it was entered into or is approved by the vote of the board of directors or a committee of the board of directors by the affirmative vote of a majority of the directors on the board of directors or the committee who have no direct or indirect interest in the transaction if the material facts of the transaction of the directors' interest are disclosed or known to the board of directors or committee of the board of directors.

(c) A transaction may not be authorized, approved or ratified under this section by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section.

(d) The Association may from time to time adopt additional policies concerning conflicts of interest that are not inconsistent with this section.

4. **Officers.**

4.1 **Designation; Appointment.** The officers of the Association shall include a chair of the board, a chief executive officer, and a secretary, and may include a president, one or more vice presidents, a treasurer, and/or such other officers as the board of directors may from time to time appoint. The chair and the chief executive officer shall be designated by the board of directors. All other officers shall be nominated by the chief executive officer, subject to confirmation by the board of directors. The same individual may simultaneously hold more than one office.

4.2 **Chair of the Board.** The chair of the board of directors shall be the chief volunteer officer of the Association, shall preside at all meetings of the members and the board of directors, and shall perform such duties and responsibilities as are prescribed from time to time by the board of directors. The Chair may sign any agreements, documents, or other instruments on behalf of the Association unless such authority has been expressly reserved to a different officer. The chair shall serve for a single two-year term.

4.3 **Chief Executive Officer.** The chief executive officer shall assure that the board of directors is advised on all significant matters of the Association's business, shall act as a principal spokesperson and representative of the Association, shall be the chief executive officer of the Association and have the general powers and duties of management usually vested in a chief executive officer, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws. If a separate president has not been elected, the chief executive officer shall also be president of the Association and have the authority and duties set forth in Section 4.4 below. The chief executive officer may sign any agreements, documents, or other instruments on behalf of the Association unless such

authority has been expressly reserved to a different officer. In the absence of the chair of the board of directors, the chief executive officer shall preside at all meetings of the members and board of directors.

4.4 **President.** The president, if that office is filled, shall be responsible for day-to-day management of the Company and implementation of its strategic objectives. In general, the president shall perform such other duties usually performed by a president of a Association and such other duties as are from time to time assigned to the president by the chief executive officer or the board of directors. The president may sign any agreements, documents, or other instruments on behalf of the Association unless such authority has been expressly reserved to a different officer. In the absence of the chair of the board of directors and the chief executive officer, if any, the president shall preside at all meetings of the members and board of directors.

4.5 **Vice President(s).** Each vice president shall have such powers and perform such other duties, and have such additional descriptive designations in their titles (if any), as are from time to time assigned to them by the board of directors, chief executive officer, or president.

4.6 **Secretary.** The secretary shall prepare or cause to be prepared minutes of meetings of the board of directors and authenticate or cause to be authenticated records of the Association. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of directors. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board of directors, the chief executive officer, or these bylaws.

4.7 **Treasurer.** The treasurer shall be the chief financial officer of the Association and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as may be designated by the board of directors, shall disburse or cause to be disbursed funds of the Association as may be ordered by the board of directors, and shall have such other powers and perform such other duties as may be prescribed by the board of directors, the chief executive officer, or these bylaws.

4.8 **Assistants.** The chief executive officer may appoint assistants to the secretary or treasurer or both, subject to confirmation by the board of directors. Such assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform such duties as are prescribed by the chief executive officer.

5. **Nondiscrimination.** The YMCA welcomes and serves people of all ages, abilities, incomes, cultures and faiths. The YMCA does not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, obligation for military service, or national origin.

6. **Endowment Fund.**

6.1 The YMCA shall maintain an endowment fund (“**Endowment Fund**”) that includes all contributions that are specifically designated by the donor as an endowment fund contribution. The board of directors shall appoint a group of persons, which may be an existing committee that includes at least one director (in such capacity, the “**Endowment Committee**”) to oversee the management and investment of the Endowment Fund.

6.2 The Endowment Fund principal shall not be appropriated for use by the Association. The Association may use the income(s) from the Endowment Fund to honor the expressed wishes of donors and to conform to the requirements of Idaho law governing charitable organizations. Contributions earmarked for specific purposes or uses shall be employed only for those purposes or uses.

6.3 Section 6.2 of these bylaws shall not be changed without a two-thirds (2/3) affirmative vote of the Endowment Committee and a two-thirds (2/3) affirmative vote of the members of the Association present at the annual meeting or any special meeting called for the purpose of changing this bylaw. Notice of the intent to change Section 6.2 must be given to all members of the Association at least two (2) weeks prior to the meeting at which such change will be proposed.

7. **General Provisions.**

7.1 **Amendment of Bylaws.** Except as set forth in Section 6.3, either the board of directors or the members may amend or repeal these bylaws or adopt new bylaws, provided that a description of the proposed change was included in the notice of the meeting or, in the case of a regular meeting of the board of directors for which no notice is required, was sent to each director at least five (5) business days before the meeting.

7.2 **Severability.** A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

* * * * *

Date Last Amended: [04.03], 2024

