

BY-LAWS OF THE WASHINGTON STATE
YOUNG MEN'S CHRISTIAN ASSOCIATION (YMCA)
YOUTH AND GOVERNMENT

ARTICLE I
Name and Mission

NAME	Section 1: The name of this organization is the Washington State Young Men's Christian Association (YMCA) Youth and Government.
MISSION	Section 2: The mission of this organization is to teach democratic values and skills to youth through hands-on experiences.
PURPOSE	Section 3: The purpose of this organization shall be to sponsor and supervise the Washington State YMCA Youth and Government Organization and its programs as an agency of the Board of Directors of the YMCA of Greater Seattle and to do all things reasonably necessary to perpetuate said organization.
VISION STATEMENT	Section 4: New generations of ethical and informed public-minded citizens.

ARTICLE II
Organization

ORGANIZATION	This organization shall consist of the State Board of Directors and the following standing committees: a Financial Development Committee, Board Development Committee, Alumni Committee , and committees for each program of the YMCA Youth and Government. The Board of Directors may appoint ad hoc committees, and an Advisory Board, as needed.
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ARTICLE III
State Board of Directors

MEMBERSHIP	<u>Section 1:</u> The State Board of Directors shall consist of at least fifteen persons, not exceeding nineteen persons, including the officers, each of whom shall be a voting member, plus such non-voting ex-officio members as the State Board of Directors shall designate. Each member shall serve a term of two years, without restriction as to the number of terms. The terms of one-half of the members shall expire each year. The Board Vice-Chair shall chair
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the Board Development Committee. The Board Treasurer shall chair the Financial Development Committee. [A board member who is an alum of one of the Youth and Government programs shall chair the Alumni Committee.](#) The Chairs of each program committee shall be selected from among the State Board of Directors. Each program committee shall include a youth representative, who is a participant in the program. The youth representatives shall be designated by the Board of Directors as non-voting ex-officio members of the Board. Ex-officio members shall serve terms as shall be designated by the State Board of Directors

SELECTION OF MEMBERS

Section 2: Nominations to the State Board of Directors shall be solicited by the Board Development Committee, which shall report its nominations at the annual State Board meeting. Terms of new members shall begin upon the adjournment of the meeting at which said election occurs. The Board, when electing members, shall endeavor to elect members who support the YMCA mission; are committed to support Youth Legislature, Mock Trial and other programs adopted by the Board; and maintain an appropriate mix of persons with diverse backgrounds and skills.

BOARD VACANCIES

Section 3: In the event of a vacancy upon the State Board of Directors, the chair shall fill said vacancy by appointment with the advice and consent of a majority of the remaining board members. In the event of total vacancies or if any position shall remain vacant for more than 90 days, then, in either event, the position or positions shall be filled by the executive director of the YMCA of Greater Seattle.

OFFICERS

Section 4: The State Board shall elect one of its members to serve as chair, for a term not to exceed the remaining length of said member's term of office as a State Board member. The chair shall preside over Board meetings and shall conduct the business of the State Board. A vice-chair shall be selected in a similar fashion, by a majority of the State Board members, to preside at board meetings in the absence of the chair. A secretary shall be elected by the members of the State Board from among its members in a similar fashion whose duties shall include preservation in books of the State Board true minutes of the proceeding of all meetings, shall give all notices required by these bylaws or by resolution, and perform such other duties as may be delegated to the secretary by the State Board or by the executive committee. A treasurer shall be elected by the members of the State Board from among its members in a similar fashion whose duties shall include securing

an annual review or audit of the organization to be conducted by the treasurer or an independent agent; periodically review and report on the organization's current financial status; and shall monitor compliance with all applicable state and federal nonprofit laws and regulations. State Board members may hold any officer position no longer than three terms.

EXECUTIVE
COMMITTEE

Section 5: The State Board shall have the power to appoint by resolution an executive committee composed of two or more State Board members who, to the extent provided in such resolution, shall have and exercise the authority of the State Board in management of the business and affairs of the State Board between meetings of the Board.

STANDING
COMMITTEES

Section 6: The Chairpersons of the standing committees shall be appointed or elected by the State Board from among its members. Further, Youth Legislature and Mock Trial standing committee members shall consist of one member from each respective program district with up to five additional at large members. The Financial Development ~~and~~ Board Development ~~and Alumni~~-Committees shall consist of members appointed by the State Board. The term of office for standing committee members shall be the same as for State Board members.

WRITTEN
CONSENT

Section 7: If and when the Board of Directors shall unanimously consent to taking an action in writing, including e-mail, such action, if approved by a majority of the Board, shall be a valid Board action as though it had been authorized at a meeting of the State Board.

AMENDMENT OF
CONSTITUTION
AND BYLAWS

Section 8: The State Board shall have the power to make and alter these bylaws and constitution, including fixing and altering of the number of member of the State Board, provided, the board shall not make or alter the constitution or any bylaws fixing the qualifications, classifications or term of office of any member of the then existing State Board.

POWER TO
APPOINT OTHER
OFFICERS, ETC.

Section 9: Power to Appoint Other Officers, Employees, Subcommittee Members. The State Board shall have power to appoint such other officers, employees, subcommittee members, and agents of the State Board as the State Board shall deem necessary for the transaction of the business of the YMCA Youth and Government Organization.

REMOVAL OF
OFFICERS AND

Section 10: Removal of Officers and Employees. Any officer, State Board member, employee, agent may be removed by the

EMPLOYEES State Board whenever in the judgment of the board the best interest of the program will be served thereby, consistent with any employment contract that may exist with the object of the removal action.

COMPENSATION OF AGENTS, ETC Section 11: Compensation of Officers, etc. The compensation of officers, employees, and agents may be fixed by the State Board. State members shall not be compensated for their services as committee members, but may be reimbursed for actual expenses incurred on behalf of the YMCA Youth and Government Program, or upon State Board business.

TELEPHONIC MEETINGS Section 12: Telephonic Meetings. Any meeting provided for in these bylaws may be held by conference telephone call wherein not less than a majority of all State Board members of participants may hear the comments of each other. No written notice of such telephonic meeting shall be necessary.

ARTICLE IV
Meetings

PLACE OF MEETINGS Section 1: Place of Meeting. Any or all meetings of the State Board of Directors may be held within or without the State of Washington, provided that no meeting shall be held outside the State of Washington except pursuant to bylaws or resolution adopted by a majority of the State Board of Directors.

SCHEDULED MEETINGS Section 2: Scheduled Meetings. The State Board of Directors shall not meet less than four times annually, at times and locations to be designated by the chairperson, provided, that the board shall designate an annual meeting at which terms of office begin or end.

SPECIAL MEETINGS OF THE STATE BOARD Section 3: Special meetings of the State Board of Directors may be called by the chair or the executive director at any time by means of such written notice by mail of the time, place, and purpose thereof to each member as the chairperson or executive director in his/her discretion shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived by a majority of those entitled to be present.

QUORUM Section 4: A majority of the member of the State Board shall constitute a quorum. Any meeting of the State Board commenced with the presence of a quorum may proceed even though one or more committee members thereafter withdraws from the meeting.

Section 5: Voting by proxy shall not be allowed.

ARTICLE V

Removal of Committee Members

Any State Board member who is absent from two or more regular or special meeting of the State Board in any twelve month period shall automatically be dropped from membership on the State Board unless the absence is excused in advance by the chair, or unless a majority of the State Board members determines that the absences were justified and/or excusable.

ARTICLE VI

Rules of Procedure

The then current issue of Reed's Rules of Order shall govern procedures at meetings of the State Board and its subcommittees when not in conflict with these bylaws.

ARTICLE VII

Powers of the State Board

Powers of the State Board shall include, but not be limited to, the ability to hold or dispose of such property, real or personal, as may be given, devised or bequeathed, or otherwise entrusted to its care and keeping, it may purchase, acquire and dispose of such property as many be reasonably necessary to carry out the stated goals of the Washington State YMCA Youth and Government Program. Real and personal property may be held in the name of one or more nominees or trustees. The State Board shall, from time to time, determine signatories, to be designated by resolution of the State Board.

ARTICLE VIII

Executive Director

The State Board, under the approval of the Executive Director of the YMCA of Greater Seattle, shall employ an executive director of the organization under such terms and conditions, and with the powers, duties and responsibilities to be determined by the board, as shall be established in written contract between the State Board and an executive director. With the concurrence of the Board of

Directors, the Executive Director shall employ and supervise other staff as necessary to successfully run the organization.

ARTICLE IX
Fiscal Responsibility

The State Board shall insure that the Washington State YMCA Youth and Government Program are conducted in a fashion such that it will not become a financial burden upon its parent organization, the YMCA of Greater Seattle. The State Board shall committee, the raising of funds through donations, endowment, grants and such other undertakings as shall by the State Board be deemed appropriate under all circumstances.

IN WITNESS WHEREOF, the foregoing Constitution and Bylaws have been adopted October 27, 1984. Amendments: October 5, 1985; July 1992; April 28, 1995, June 26, 2005, December 7, 2007.