

YWCA OF SONOMA COUNTY
CONSTITUTION AND BYLAWS
As Amended and Restated
1993, 1997, and 2003

ARTICLE I:
NAME, PURPOSE, MISSION AND GOALS

SECTION 1: NAME

The name of this organization is the "Young Women's Christian Association of Sonoma County, Inc. (hereafter referred to as "YWCA," or "the Association"), a member of the YWCA of the United States of America (hereafter referred to as "the national YWCA"), and a member of the YWCA of the Southwest-Delta Regional Council (hereafter referred to as "the regional YWCA," or "YWCA SWD").

SECTION 2: MISSION AND ONE IMPERATIVE

The YWCA is a women's membership movement nourished by its roots in the Christian faith and sustained by the richness of many beliefs and values. Strengthened by diversity, the Association draws together Members who strive to create a common vision: peace, justice, freedom and dignity for all people.

The YWCA has One Imperative: The Association will thrust its collective power toward the elimination of racism wherever it exists and by any means necessary.

SECTION 3: CORE VALUES

The following Core Values guide all areas of the Association's operations and the work of the agency:

- **Empowerment:** Equipping all who interact with the YWCA, including program participants, volunteers, members and staff, with internal and external resources that support claiming the full breadth of their human potential.

- **Compassion:** Cultivating loving kindness and relationships within ourselves and among one another rooted in empathy, gentleness and caring.
- **Integrity:** Adhering to personal and programmatic honesty.
- **Diversity:** Guided by the YWCA One Imperative and these Core Values, embracing an attitude of honoring and valuing all life and life experience.
- **Creativity:** Nurturing intuitive, imaginative and inventive inner resources to respond proactively to opportunities and challenges presented in everyday life.
- **Courage:** Facing and embracing our lives and change, guided by compassion, equipped with resources, and committed to personal accountability for co-creating our realities with a view toward becoming whole.

The YWCA Promise to the Community is that each action undertaken by the Association, through programs or administration, either by a paid staff person or unpaid volunteer, will strive to be in full alignment with the YWCA Mission, One Imperative and the Core Values.

SECTION 4: HALLMARK PROGRAMS

Programs undertaken by the YWCA shall be reviewed for how they support or enhance the economic empowerment of women and racial justice.

ARTICLE II: DEFINITIONS; DUES PAYMENTS

- A. YWCA OF SONOMA COUNTY.** The YWCA, as described in Article I, Section 1, above, is an independent, local, nonprofit, community-based organization, incorporated in the state of California and affiliated, through membership, with the YWCA of the USA, a national nonprofit public policy and advocacy organization, incorporated in the state of New York.
- B. YOUNG WOMEN'S CHRISTIAN ASSOCIATION (YWCA) OF THE USA.** The YWCA of the USA is a national nonprofit public policy and advocacy organization, incorporated in the state of New York and affiliated with the

World YWCA. The YWCA of the USA is an independent nonprofit corporation. The YWCA is affiliated with the YWCA of the USA through its participation as a membership association of the YWCA of the USA.

C. REGIONAL AFFILIATION.

1. **Regional Organization:** Under the revised national YWCA Constitution and Bylaws, adopted by the national association in March 2002, the YWCA of the USA is comprised of nine regional geographic groupings, called regional councils, that are comprised of local associations within that region, or of associations in contiguous states.
2. **YWCA Affiliation:** Under the national YWCA bylaws, local association regional-affiliation decisions are effective for a period of two (2) years. The YWCA Board of Directors may approve a change to another regional council affiliation through an affirmative vote of the local Board of Directors. Such change in affiliation must be approved no less than six (6) months prior to the end of the two-year term.
3. **Dues Payments:** Pursuant to the national YWCA Constitution and Bylaws, the YWCA shall make any and all annual dues payments to the regional council with which it is affiliated, in accordance with its duly adopted Constitution and Bylaws and relevant policies and procedures. The YWCA shall make every effort to remain in good standing as a member of its regional council.

D. WORLD YWCA. The World YWCA (hereafter "World YWCA," or "world movement") is an independent nonprofit corporation incorporated and headquartered in Geneva, Switzerland. The YWCA of the USA is a member of the World YWCA. Through its affiliation with the YWCA of the USA, the YWCA is a participant in the world movement.

ARTICLE III: MEMBERSHIP IN THE YWCA

SECTION 1: QUALIFICATIONS AND REQUIREMENTS FOR MEMBERSHIP

A. QUALIFICATIONS FOR ALL MEMBERS. Any woman or girl of the community twelve (12) years of age or older may join the YWCA. A woman or girl joins the YWCA because she wishes to relate to the YWCA for one or more of the following reasons:

1. To participate in programs, though membership in the local association is not a requirement or precondition for participation in programs;
2. To serve as a leader;
3. To further the YWCA Mission, One Imperative, and Core Values;
4. To support YWCA programming.

B. REQUIREMENTS FOR ALL MEMBERS. Membership dues will be reviewed and determined annually by the Board of Directors of the YWCA. All those wishing to join the YWCA shall pay annual dues as determined by the local association Board of Directors.

SECTION 2: MEMBERSHIP OF INDIVIDUALS IN THE NATIONAL ASSOCIATION

Membership in a local member association of the YWCA of the USA carries with it membership in the national YWCA, which is a participating member of the World YWCA.

SECTION 3: MEMBER TRANSFERS

Members will be received in transfer from any other member association of the YWCA of the USA.

ARTICLE IV: MEMBERSHIP MEETINGS AND MEMBERSHIP EVENTS

SECTION 1: MEMBERSHIP MEETINGS

- A. REGULAR MEMBERSHIP MEETINGS.** There shall be at least one membership meeting held each year on a date determined by the Board of Directors. At such annual meeting, the Board will make a report on the previous year's activities and discuss proposals for the upcoming fiscal year's activities.
- B. SPECIAL MEMBERSHIP MEETINGS.** Membership meetings, other than those provided for in Section 1, Subsection A, shall be called by the President upon action of the Board of Directors, or upon the written request of twenty-five (25) or more voting members. Notice of such meeting shall be

given at least two (2) weeks in advance of the meeting and shall state matters to be considered, and no other business shall be transacted.

SECTION 2: AGENDA FOR MEMBERSHIP MEETINGS

- A. AGENDA.** The agenda for membership committees shall be drafted by the Membership Committee and reviewed by the President prior to distribution to the members. The agenda shall include matters of importance to the YWCA upon which the opinion of the voting members is desired. Upon written recommendation of the twenty-five or more voting members, the Membership Committee shall submit the special concerns indicated by these members. The Board of Directors or the Executive Committee shall determine whether these matters will be presented to the membership only for discussion or for a decision by voting action.
- B. AGENDA FOR ANNUAL MEMBERSHIP MEETINGS.** The agenda for the annual meeting of the YWCA shall include a report by the Board of Directors of the work of the YWCA during the past year, including a presentation on programs and the status of YWCA finances.

SECTION 3: PARTICIPATION IN MEMBERSHIP MEETINGS

- A. VOTING MEMBERS.** All members and associate members may participate in membership meetings. Members fifteen (15) years of age or over shall have the privilege of voting at membership meetings, in accordance with this Constitution and Bylaws.
- B. ASSOCIATES.** Associates have all the privileges of attending the membership meeting, with the exception of voting.

SECTION 4: QUORUM

The voting members of the Association present, in addition to the Board of Directors and professional staff, provided they are members, shall constitute a quorum at membership meetings.

SECTION 5: WRITTEN BALLOT

Should the Board of Directors determine that an issue requires a mail ballot vote of the membership, such vote will be conducted as follows: The mail ballot materials will include a description of the issue upon which the member will be asked to vote, a ballot, and the address to which the ballot is to be returned. Ballot materials shall be mailed to members no less than 21 days

before the date ballots are due to be returned. Ballots will be counted by the Board of Directors, and the results of the vote will be distributed to the members.

ARTICLE V: NON-MEMBER PARTICIPANTS IN THE ASSOCIATION

SECTION 1: YWCA ASSOCIATES

Men, boys twelve (12) years of age and over, businesses and other organizations that want to support the Mission, One Imperative, Core Values and programs of the YWCA are called "YWCA associates." YWCA associates do not have voting rights.

SECTION 2: GIRLS AND BOYS UNDER AGE 12

Girls and boys under twelve (12) years of age who participate in YWCA programs may pay registration fees, as determined by the Board of Directors.

ARTICLE VI: QUALIFICATIONS FOR VOTING DELEGATES TO NATIONAL ASSOCIATION CONVENTIONS

Voting delegates from the YWCA to conventions of the national YWCA will be selected from the members by the Board of Directors, based upon demonstrated leadership in the YWCA and individual effort to support the Mission, One Imperative, and Core Values of the YWCA.

ARTICLE VII: QUALIFICATIONS FOR LEADERSHIP IN THE LOCAL ASSOCIATION

Members of the Board of Directors and Nominating Committee must be voting members, who have consented to accept individual responsibility for achieving the Mission, One Imperative and Core Values of the YWCA. The Chair of any standing committee must be a member of the YWCA.

ARTICLE VIII: LOCAL ASSOCIATION BOARD OF DIRECTORS

SECTION 1: NUMBER OF BOARD MEMBERS

The Board of Directors shall consist of not more than twenty (20), or less than six (6), elected members, plus such ex-officio members as are provided in the Constitution and Bylaws.

SECTION 2: QUORUM

A quorum is the equivalent of one-half of the Board of Directors, excluding any member on a leave of absence.

SECTION 3: RESPONSIBILITIES OF BOARD MEMBERS

- A.** As the elected leaders of the YWCA, the Board of Directors is responsible for:
1. Maintaining the YWCA as an autonomous women's organization within the established Mission and Core Values of the YWCA;
 2. Fostering the development of the Association as a women's membership movement;
 3. Communicating the Mission, One Imperative and Core Values to members and other participants in YWCA programming, and assuring that they have opportunities to take part in furthering them;
 4. Determining and carrying out the policies and programs of the Association;
 5. Insuring that the Association's policies reflect the YWCA commitment to racial, ethnic, and cultural diversity;
 6. Controlling operating funds and capital assets for the use and benefit of the Association;
 7. Assuming responsibility for establishing and monitoring personnel policies governing employment of staff, including requiring that the Executive Director be a voting member or associate member of the Association; and

8. Maintain a responsible relationship with the national YWCA. Make every effort to maintain the YWCA in good standing as a member of its regional council.
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- B.** The Board of Directors elects the officers of the Association.
 - C.** The Board of Directors is responsible for establishing the programs of the Association and participating in the planning process by which programming is determined.
 - D.** The Board of Directors determines those matters to be presented at membership meetings for review and discussion and those matters to be submitted for a vote.
 - E.** The Board of Directors shall report at the annual meeting on the work of the Association during the past year and on plans for the ensuing year.
 - F.** The Board of Directors approves all contracts and leases.
 - G.** After receiving recommendations from the Nominating Committee, the Board of Directors ratifies new board members.

SECTION 4: NOMINATIONS OF BOARD MEMBERS

The Nominating Committee shall submit names of prospective board members to the Board of Directors. Prospective board members must be members of the YWCA. The procedure for nominations of board members, as established by the Nominating Committee, shall assure a Board of Directors that is representative of the total membership of the Association.

SECTION 5: ELECTIONS, TERMS OF OFFICE, VACANCIES, LEAVES OF ABSENCE, AND RESIGNATION OF BOARD MEMBERS

- A. ELECTIONS.** One-third (1/3) of the entire number of the Board of Directors, exclusive of ex-officio members, shall be elected annually from candidates nominated according to provision in Article XI of this document.
- B. TERMS OF OFFICE.** The term of office is one (1) to three (3) years, as determined by the Board of Directors. The beginning of the fiscal year is the date on which such term of office begins and expires. No member of the Board may serve more than six (6) years in succession, unless exception is made according to the following provisions:

1. Exception may be made when renomination to the Board of Directors is requested by the Board Nominating Committee.
2. Exception may be made by the Board of Directors to extend the term of a President by nominating her to fill a vacancy for not more than two (2) years of an unexpired term.

C. VACANCIES. Any vacancy occurring in the interim between annual elections shall be filled by the Board of Directors from nominations made by the Board Nominating Committee. The person elected to fill such a vacancy shall then be eligible for nomination and election for up to six (6) years.

D. LEAVES OF ABSENCE. Within one (1) month of recognizing the need to take a leave of absence from duties as a member of the Board, members must submit a written notice to the President requesting such leave. Leaves of absence may not exceed six (6) months.

E. RESIGNATION FROM THE BOARD OF DIRECTORS. A board member should submit to the President a written notice of resignation within one (1) month of recognition of the need to resign from the Board of Directors.

1. **Requested Resignations.** The President of the Board may request the resignation of a Board member upon review and recommendation by the Board Nominating Committee and an affirmative vote by two-thirds (2/3) of the full Board under the following circumstances:
 - a. When a Board member's activities are found to be in violation of this Constitution and Bylaws, the Mission, the One Imperative, or the Core Values of the YWCA;
 - b. When a Board member fails to disclose a material conflict of interest, which jeopardizes the integrity of the Association.
2. **De Facto Resignations.** A Board member is deemed to have resigned from the Board of Directors in fact when she has failed to attend three (3) consecutive Board meetings without notice or being excused from said meetings by the President.

SECTION 6: COMMITTEES OF THE BOARD OF DIRECTORS

A. STANDING COMMITTEES AND SPECIAL COMMITTEES. There shall be such standing and special committees of the Board of Directors as are required to carry on its work.

B. CHAIRPERSONS. The chairperson of all standing committees shall be a member of the Board.

ARTICLE IX: OFFICERS OF THE ASSOCIATION

SECTION 1: OFFICERS

The officers of the Association are a president, one or more vice-presidents, a secretary, and a treasurer (and the immediate past president). They serve also as officers of the Board of Directors.

SECTION 2: DUTIES OF OFFICERS

- A. PRESIDENT.** The President of the Association presides at all business meetings of the membership. She may appoint other presiding officers for other parts of the membership meetings, provided no action is taken by the membership at such time.
- B. VICE-PRESIDENT (VICE-PRESIDENTS).** The Vice-President (Vice-Presidents) shall have all the power and perform all the duties of the President in her absence.
- C. SECRETARY.** The Secretary of the Association serves as the secretary of membership meetings. She sees that members are properly notified according to procedures approved by the Board of Directors. She is responsible for keeping a record of attendance at membership meetings and for keeping accurate minutes of such meetings, including a record of all actions taken. She may be assisted by recorders appointed by the President. The Secretary is also the Registered Agent of the YWCA, as named in corporate documents that are filed with the Office of the Secretary of State for the State of California.
- D. TREASURER.** The Treasurer has charge of the funds of the Association and secures the deposit of the funds in the name of the Association in a bank designated by the Board of Directors. She is responsible for the Association's use of approved methods of accounting. At the close of the fiscal year, the Treasurer submits the financial records of the Association to a qualified auditor, approved by the Board of Directors. She sees that a complete financial statement is presented at the annual business meeting of the Association. The Treasurer is responsible for seeing that all financial obligations to the Regional Council are paid at the time designated by the Board of Directors or the Finance Committee. These obligations include quota payments from budget, shared membership dues, World Mutual Service contributions, and individual gifts paid to the local Association for transmittal to the Regional Council.

E. IMMEDIATE PAST-PRESIDENT. The immediate Past-President is responsible for providing assistance and historical perspective to the President and the Board of Directors. The immediate Past-President also serves on the Executive Committee.

SECTION 3: ELECTION

The officers are chosen by vote of the Board of Directors from among its members at the last Board meeting of the calendar year and in accordance with provisions in the Constitution and Bylaws. The election of officers by the Board of Directors is affirmed by the membership at the subsequent annual meeting. Officers, other than the President, serve for a term of one (1) year or until their successors are elected, provided that they are still members of the Board. The President serves a two-year term of office as President, unless otherwise approved by the Board of Directors.

ARTICLE X: COMMITTEES OF THE ASSOCIATION

SECTION 1: BOARD NOMINATING COMMITTEE

- A. MEMBERS.** The Board Nominating Committee is determined and appointed by the President annually. The President and Executive Director are ex-officio members of the committee, but without the right to vote.
- B. ELECTION, TERM OF OFFICE, VACANCIES.** All members of the Board Nominating Committee are appointed annually and serve a one (1) year term. The chairperson is chosen by the committee from its members. Vacancies occurring in the committee in the interim between annual appointments are filled by the Committee with the approval of the President.
- C. DUTIES.** The Board Nominating Committee is responsible for securing and keeping a list of potential Board member candidates, who are selected from the total membership of the Association and who are qualified by skill and experience for membership on the Board of Directors or a committee of the Association. The committee also carries out the responsibilities outlined in Article XI and, in addition, presents candidates for vacancies occurring in the Board of Directors or in committees during the interim between regular elections.

SECTION 2: OTHER COMMITTEES OF THE ASSOCIATION

- A. EXECUTIVE COMMITTEE.** Comprised of the Officers of the Board of Directors, the Executive Committee is responsible for discussing policy or procedural issues affecting the Association or the Board that do not generally come before the full Board, such as check signing tasks, legal and financial signatory obligations, record keeping, representing the Association at community events or National Association activities. When the number of Board members exceeds ten, the Executive Committee meets on a monthly basis.
- B. FINANCE COMMITTEE.** The Finance Committee meets monthly and is responsible for policy regarding YWCA financial activities. The committee assists in the review and development of the Association's annual budget, cash flow and fiscal reports. Duties include selecting the Association auditor for the annual financial audit, approving and presenting the budget and budget revisions to the Board of Directors, approving and presenting cash disbursements to the Board of Directors, negotiating contracts and leases, and overseeing facilities management.
- C. FUND DEVELOPMENT COMMITTEE.** The Fund Development Committee, which meets on a monthly basis, is responsible for developing fund development policy, and for coordinating and implementing the fund raising activities of the Board of Directors. Its duties include determining the direction of fund development activities, major donor and membership campaigns, foundation grant writing, and other efforts related to providing for the financial security of the YWCA.
- D. PERSONNEL COMMITTEE.** The Personnel Committee, which meets as needed, formulates policy related to employment issues such as employment and management policies and procedures, salary scales, benefits, working conditions and affirmative action. In addition, the committee is responsible for conducting the evaluation of the Executive Director and adjudicating employee grievances in accordance with the policies described in the YWCA Employee Handbook and Personnel Policies and Procedures Manual.
- E. PROGRAM PLANNING COMMITTEE.** The Program Planning Committee is responsible for setting policy in the areas of programming and program development. The committee is responsible for coordinating all levels of planning within the Association and assists in directing the agenda for the annual planning retreat of the Board of Directors. The committee also provides support to programming staff as needed.
- F. OTHER APPOINTED COMMITTEES OR TASK FORCES.** The President has the authority to appoint special committees of the Association for specific studies, concerns or events related to the work of the Association, when such

responsibilities are not delegated to standing or special committees of the Board of Directors.

ARTICLE XI: NOMINATION AND ELECTION PROCEDURES

SECTION 1: NOMINATION

The Board Nominating Committee shall present to the voting members a ballot, including nominees for the Board of Directors and Officers two weeks in advance of the annual meeting of the membership, at which the election takes place. All candidates must meet the qualifications set forth in Article VII of this document.

SECTION 2: BALLOTING METHODS

The Board of Directors is responsible for establishing ballot methods that safeguard the rights of voting members to the secret ballot and that provide assurance that ballots are cast only by voting members. Annual elections shall precede transaction of other business at the annual meeting.

ARTICLE XII: STAFF OF THE ASSOCIATION

SECTION 1: EMPLOYMENT

Professional, clerical and maintenance staff are employed according to policies established by the Board of Directors.

SECTION 2: PROFESSIONAL LEADERSHIP

The professional leadership of the Association is entrusted by the Board of Directors to an Executive Director and to such other professional staff as may be required. The Executive Director shall be a voting member or associate member of the Association.

**ARTICLE XIII:
RESPONSIBILITY FOR MEMBERSHIP DEVELOPMENT**

The Board of Directors, together with the professional staff, is responsible for making possible the growth of members toward understanding the Mission of the Association and sharing in its realization.

**ARTICLE XIV:
FISCAL YEAR**

The fiscal year begins on July 1 and ends on June 30.

**ARTICLE XV:
PROPERTY AND CAPITAL FUNDS**

Real property of the Association is held and managed by the Board of Directors, and only by its authority shall mortgages or other obligations be made chargeable to the real property of the Association. The Board shall hold all trust funds of the Association, administering them with legal advice, in accordance with the requirements of state law, and for the purposes indicated by the donors.

**ARTICLE XVI:
RULES OF ORDER**

The proceedings of this Association are governed by Robert's Rules of Order, Revised, except where these rules conflict with provisions of this Constitution and Bylaws.

ARTICLE XVII: GENERAL AMENDMENTS

This document may be amended by a two-thirds (2/3) affirmative vote of the voting members present at a regular or adjourned regular meeting of the membership, provided the following requirements have been met:

- A.** The amendment does not relate to membership in the National YWCA;
- B.** The amendment was approved by the Board of Directors;
- C.** Copies of the amendment, or amendments, were made available to the voting members at least two (2) weeks in advance of the meeting; and
- D.** The notice of the membership meeting states that amendments to this document would be considered and voted.

ARTICLE XVIII: AMENDMENTS AFFECTING MEMBERSHIP IN THE NATIONAL YWCA

SECTION 1: TRANSFER OF MEMBERSHIP IN THE NATIONAL YWCA OR CHANGE IN FORM OF ORGANIZATION

Amendments of this document to affect transfer of the Association's membership in the National YWCA in order for it to become part of an established or new member Association, or to enable the Association to become another form of YWCA directly related to the YWCA of the USA, may be accomplished by a two-thirds (2/3) affirmative vote of the voting members present at two successive membership meetings, provided the following requirements have been met:

- A.** The proposal was approved by the Board of Directors after consultation with the National Board;
- B.** The amendment was approved by the Board of Directors;
- C.** Copies of the amendment, or amendments, were made available to the voting members at least two (2) weeks in advance of each meeting; and

- D. Notice of these meetings stated that the amendments would be considered and voted.

SECTION 2: DISSOLUTION OR REORGANIZATION

Any action to dissolve this Association or to reorganize it in a form which will not qualify for continued membership in the YWCA of the USA must be passed by two-thirds (2/3) affirmative vote of the voting members present at two successive annual business meetings after the following requirements have been met:

- A. The proposal was approved by the Board of Directors after consultation with the National Coordinating Board;
- B. Written notice of the proposed action was sent to the voting members at least two (2) weeks prior to each meeting at which such action was to be considered; and
- C. The notice of these meetings stated that proposed actions would be considered and voted.

This Constitution and Bylaws adopted at the YWCA membership meetings on this _____ day of _____, 2003.

By:

Wendy Nieto
President Board of Directors, YWCA of Sonoma County

Date

Lisa G. Carreno, Esq.
Executive Director, YWCA of Sonoma County

Date