

CONSTITUTION AND BYLAWS OF THE
YOUNG WOMEN'S CHRISTIAN ASSOCIATION OF
LUBBOCK, TEXAS
(2TX08)

THESE AMENDED AND RESTATED BYLAWS
AND APPROVED BY THE MEMBERSHIP DURING THE ANNUAL MEETING OF
MARCH 23, 2021

ARTICLE 1: NAME, MISSION, AND FUNCTION

Section 1. Name.

The Young Women's Christian Association of Lubbock, Texas (hereinafter referred to as the "Association"), is a member of the YWCA USA, Inc., (hereinafter referred to as YWCA USA). Per YWCA USA bylaws, the Association adopts the following statement of

Section 2. Mission.

The YWCA is dedicated to eliminating racism, empowering women, and promoting peace, justice, freedom, and dignity for all.

Section 3. Organization.

- A. The Association is a charitable organization and at all times and within such purposes, shall operate exclusively for charitable, social, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. The Association is a nonprofit, directorship corporation under BOC, Section 22.001(5). No part of the earnings or any of the assets of the Association shall inure to the benefit of or be distributed to any director or officer or private individual, except for the reimbursement of reasonable expenses incurred during the rendering of services to the Association in furtherance of its purposes.
- C. The Association may not take any action prohibited by the Texas Non-Profit Corporation Act. The Association may not engage in any activities that do not further the Mission or its purposes as set forth in the Articles of Incorporation and this Constitution and Bylaws. The Association may not take any action that would be inconsistent with the requirements for an exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures.

**ARTICLE 2: QUALIFICATIONS FOR DIRECTORS, OFFICERS, NOMINATION
COMMITTEE, AND STANDING COMMITTEES**

Section 1. Qualifications.

Directors, Officers, members of the Nomination Committee and standing committees shall be those who have consented. Members who have consented to individual acceptance of responsibility to further the achievement of the Mission of the Association.

ARTICLE 3: VOTING DELEGATES TO NATIONAL MEETINGS

Section 1. Qualification.

Voting delegates to meetings of YWCA USA must be voting Members of the Association.

Section 2. Selection.

The voting delegate to meetings of the YWCA USA shall be the President of the Board of Directors or her designated alternate, in accordance with the provisions of the Bylaws of the YWCA USA, as applicable.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. Number.

There shall be no fewer than twelve (12) elected Directors of the Association.

Section 2. Responsibilities.

As the elected leaders of the Association, the Board of Directors is responsible for:

- a) Determining and approving the Association's overall direction, key aims, and policies that ensure alignment with and the ability to forward the YWCA mission.
- b) Monitoring the organization's overall fiscal, programmatic, operations, and public relations status to ensure alignment with and the ability to forward the YWCA Mission.
- c) Sustaining membership in the YWCA USA by ensuring ongoing compliance with current membership affiliation requirements.

Section 3. Nominations.

Procedures for nomination of Directors, as established in Articles 4, 8.1, and 9 of these Bylaws, shall assure a Board of Directors that is representative of the total membership of the Association and the community.

Section 4. Election, Term of Office, Vacancies.

- A. **Election.** As many as one-third (1/3) of the entire number of the Board of Directors, exclusive of ex-officio Directors, shall be elected annually by the Board of Directors from candidates nominated according to provisions in Articles 4, 8.1, and 9 of these Bylaws.
- B. **Term of Office.** Each Director's term of office shall be three (3) years. Each Director shall serve until her term expires and her successor is elected and qualified, or until her earlier resignation or removal. The date of the Board meeting subsequent to the election shall be the date on which the term of office begins and expires. No Director may serve more than two (2) full terms in succession unless exception is made according to the following provisions:
 - a) When re-nomination to the Board of Directors is requested by the Nomination Committee of the Board in order that the Director serving two (2) full terms previously may be nominated as President or President-Elect of the Association;

b) 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 when unusual circumstances require continuity in the office of a President.

C. **Vacancies.** The Board will fill any vacancies occurring in the interim between annual elections from nominations made by the Nomination Committee. The person appointed to fill such a vacancy shall serve the remainder of the term and then be eligible for nomination and election for two (2) succeeding full terms.

Section 5. Removal.

Any Director may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause. In addition, the Board of Directors may remove a Director who is absent from three (3) consecutive Directors meetings by majority vote of the Directors present at a Directors meeting when a quorum exists. When a Director is removed, her successor shall be elected or appointed according to Article 9.1 to complete the term of her predecessor.

Section 6. Conflict of Interest.

No Director will vote on any matter in which, to her knowledge, the Director, a member of the Director's immediate family or life partner, or an organization in which the Director is serving as officer, trustee, partner, employee, or independent contractor has a direct or indirect conflict of interest as defined by the policies of the Association. A Director will disclose fully to the Board the nature of any potential conflict of interest. Her failure to do so will be cause for immediate removal from the Board of Directors.

Section 7. Salaries and Expenses.

No Director shall receive a salary or other compensation because she is a Director, but shall be entitled to reimbursement of reasonable expenses for travel.

Section 8. Resignations.

A Director may resign at any time by sending a letter to the President. The President will notify the Board of the resignation. The resignation is effective upon its receipt by the President or a subsequent time as set forth in the notice of resignation.

Section 9. Committees of the Board of Directors.

There shall be such standing and special committees of the Board of Directors as are required to carry on its work. All standing committees are established by the Board of Directors. The chairperson of each standing committee of the Board of Directors shall be a Director.

ARTICLE 5 – DIRECTORS' MEETINGS

Section 1. Meetings.

A. **Annual Meeting.** The annual meeting of the Directors may be held at such place, at such time as the Board of Directors may determine. The annual meeting may be for the purpose of (i) receiving annual reports of the Board of Directors, Officers, and various committees;

(ii) announcing results of elections of officers; (iii) receiving and approving financial statements showing the financial position of the Association as of the close of its most recent complete fiscal year and the results of operations during such year; and, (iv) transacting such other business as may come before the meeting.

B. Other Regular Meetings. In addition to the annual meeting, the Directors may have such other regular meetings as may be established by resolution of the Board of Directors. Each regular meeting shall be held at such place as the President or the Board of Directors may specify.

C. Special Meetings. Special meetings of the Board may be called by the President or Board of Directors at any time and place and shall be called within five (5) days of a request in writing from the President or one-third of the Directors, such request specifying the object of the special meeting. No other business shall be transacted.

Section 2. Methods of Conducting a Meeting.

Directors may participate in a meeting by, or conduct the meeting using any means of communication by which all participating Directors may simultaneously hear each other's communications during the meeting.

Section 3. Notice.

A written notice of any meeting of the Directors, regular or special, shall be mailed, delivered personally, or electronically to each Director who is entitled to attend the meeting at least five (5) days in advance thereof, and shall indicate the time and place of the meeting. Notice for a special meeting shall also include the purpose of such meeting. The Board of Directors shall direct how notice will be given.

Section 4. Waiver of Notice.

Any Director may waive notice of any meeting by written statement, electronic mail or facsimile sent by the Director, signed before or after the holding of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum.

A majority of the Directors of the Association (51%) shall constitute a quorum at the meetings, but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Voting Procedures.

A. All Directors shall be entitled to attend any meeting and shall be entitled to vote on such matters pertinent to the Association and subject to a vote of the Directors. Other persons may be invited to attend such meetings, but such persons shall have no vote.

B. Except in the case of elections where voting may be by ballot, voting at a meeting may be

by ballot, voice, or show of hands as the President of the meeting may rule, unless otherwise determined by the Directors entitled to vote.

- C. Unless otherwise required by law, the Articles of Incorporation, or these Bylaws, any question presented to a meeting of the Directors at which a quorum is present shall be determined by a majority of those voting.

Section 7. Manner of Action.

Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Presumption of Assent.

A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- a) That Director's dissent is entered in the minutes of the meeting;
- b) That Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or
- c) That Director forwards her written dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting.

Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Consent Without Meeting.

Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of law to be taken by the Board of Directors or Committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members to the Committee then in office. Such consent shall have the same effect as a vote of such Directors or Committee members and may be stated as such in any Articles or documents filed with Texas.

ARTICLE 6 – OFFICERS OF THE ASSOCIATION AND DUTIES OF OFFICERS

Section 1. Officers.

- A. **Positions.** The Officers shall be a President, a President-Elect, a Vice-President of Community Engagement, a Vice-President of Mission Advocacy, a Secretary, and a Treasurer. Additional Officers may be added as the Board of Directors may determine from time to time.
- B. **Election.** The Nominating Committee shall present an annual slate of candidates for the Officer positions.

- C. **Additional Officers.** The Board of Directors may elect one (1) or more additional Vice Chairs, Assistant Secretaries, and Assistant Treasurers, each of whom may be a Director, and may also appoint such other Officers, employees, and agents as they may deem necessary for the transaction of the business of the Association.

Section 2. Duties.

- A. **President.** The President shall preside at all business meetings of the Board of Directors. Partnering with the CEO/Executive Director, she is responsible for motivating others toward the fulfillment of the mission of the YWCA USA. She may sign approved contracts, or with board approval, may designate the appropriate person. The President shall have such other powers and duties as may from time to time be prescribed by the Bylaws or by resolutions of the Board of Directors.
- B. **President-Elect.** In the absence of the President, the President-Elect shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned to the President-Elect by the President or by the Board of Directors.
- C. **Vice-President(s).** The Vice-Presidents shall have all the powers and perform all the duties of the President in the absence of the President and the President-Elect. The line of succession shall be Vice President of Community Engagement followed by Vice President of Mission Advocacy. Each shall perform such additional duties as are delegated to her by the President.
- D. **Secretary.** The Secretary shall serve as the Secretary of the meetings. She shall see that Directors are properly notified according to procedures approved by the Board of Directors. She shall be responsible for keeping accurate minutes of such meetings, including a record of all actions taken. She may be assisted by recorders appointed by the President.
- E. **Treasurer.** The Treasurer shall ensure that the financial operations of the Association are managed effectively and efficiently, and that the funds of the Association are deposited in a bank designated by the Board of Directors. She shall see that an audit is conducted by a qualified auditor at the end of the fiscal year. She shall assure that a complete financial statement is presented at the annual meeting of the Board. The Treasurer shall see that all financial obligations to the YWCA USA are paid at the time designated by the Board of Directors or the Finance Committee.
- F. **Assistants and Acting Officers.** Assistant Secretaries and Assistant Treasurers, if any, selected by the Board of Directors shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or by the CEO/EXECUTIVE DIRECTOR or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an Officer whenever for any reason it is impracticable for such Officer to act personally. Such

acting Officer so appointed shall have the powers of and be subject to all the restrictions upon the Officer to whose office the acting Officer is so appointed except as the Board of Directors may by resolution otherwise determine.

- G. **CEO/Executive Director.** The CEO/EXECUTIVE DIRECTOR of the Association shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the Association. She shall serve as ex-officio, non-voting Director. She shall be required to attend national training, conferences, and meetings. The CEO/EXECUTIVE DIRECTOR shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Association as the CEO/EXECUTIVE DIRECTOR shall deem necessary; to prescribe their powers, duties, and compensation; and to delegate authority to them. Such agents and employees shall hold office at the discretion of the CEO/EXECUTIVE DIRECTOR. The CEO/EXECUTIVE DIRECTOR shall have authority to sign, execute, and acknowledge, on behalf of the Association, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents, or instruments necessary or proper to be executed in the course of the Association's regular business, or which shall be authorized by resolution of the Board of Directors. In general, the CEO/EXECUTIVE DIRECTOR shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 3. Election.

The Nomination Committee will present a slate of Officers for election by the Board. The Officers shall be elected by the Board of Directors at the annual board meeting. They shall serve for one (1) year or until their successors are elected, provided that they are still Directors. They may be reelected for a maximum of one (1) additional term.

Section 4. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by two-thirds (2/3) vote of the Board of Directors with or without cause.

Section 5. Vacancies.

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Salaries.

No Officer shall receive a salary from the Association because she is an Officer of the Association.

Section 7. Service in More Than One Office.

Any two (2) offices of the Association, except those of President and Vice President, may be held by the same person but no Officer shall sign, acknowledge, or verify any instrument in more than one capacity.

ARTICLE 7 - COMMITTEES OF THE ASSOCIATION

Section 1. Nominating Committee

- A. **Duties.** The Nominating Committee shall present an annual slate of candidates for the Board of Directors. The Committee shall maintain a list of potential candidates, who are contributors of the Association, who are qualified by skill and experience to be Directors or serve on the committees of the Association. The Committee also shall carry the responsibilities outlined in Section 10.1 and, in addition, shall present candidates for vacancies occurring on the Board of Directors or on elected committees during the interim between regular elections.
- B. **Election, Term of Office.** All members of the Nominating Committee shall be appointed annually by the President with the approval of the Board of Directors and shall serve for one (1) term, unless appointed to serve for subsequent terms.

Section 2. Executive Committee.

Executive Committee consists of the Officers of and not more than two (2) additional Directors appointed by the President. The Committee may hold meetings in the interim between regular meetings of the Directors for purposes that ensure the fulfillment of established goals. The Executive Committee shall be subject to direction by the Board of Directors and has all the powers of the Board, except that it shall not reverse any action of the Board or approve any expenditure not previously authorized by the Board. All actions of the Executive Committee must be ratified by the Board of Directors at its next regular meeting, except where advance authority for such action has been granted.

Section 3. Finance Committee.

The Finance Committee shall regularly review financial reports of YWCA, make recommendations to the Board of Directors regarding all financial policies procedures and controls, and assist in the preparation and presentation of the annual budget. The Treasurer, the Board Chair, and CEO/Executive Director shall be members of the Finance Committee. Other members at large may be appointed by the Chair of the Board. The Treasurer serves as Chair of the Finance Committee. The Finance Committee may also serve as Audit Committee.

Section 4. Other Committees of the Association.

The Chairperson may 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 8 - NOMINATION AND ELECTION PROCEDURES

Section 1. Nomination.

The Nominating Committee, in accordance with Section 9.1, shall present to the Board of Directors a ballot, including nominees for Board of Directors, in advance of the last regular meeting prior to the annual meeting of the Directors.

Section 2. Balloting Methods.

The Board of Directors shall be responsible for the establishment of balloting methods that safeguard the rights of Directors to a secret ballot and that provide assurance that ballots are cast only by Directors.

ARTICLE 9 - STAFF OF THE ASSOCIATION

Section 1. Employment.

All staff shall be employed according to policies established by the Board of Directors.

Section 2. Management.

The management of the Association shall be entrusted by the Board of Directors to the CEO/Executive Director and to such other management staff as may be required.

ARTICLE 10 - CONTRACTS, LOANS, CHECKS, AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 1. Contracts.

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contracts, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Association. Such authority may be general or confined to specific instances but the appointment of any person other than an Officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or any other instrument in the name of and on behalf of the Association, without specifying the executing Officers, the President or the Secretary may execute the same.

Section 2. Loans.

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 5. Voting of Securities Owned by the Association.

Subject to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by the Association may be voted at any meeting or security holders of such other corporation by the President of the Association, or, in the absence of the President, by the Treasurer of the Association; or in the absence of the President and Treasurer, by the Secretary of the Association. Such consent in respect to any shares or other securities issued by any other corporation and owned by the Association shall be executed in the name of the Association by the President, Treasurer, or Secretary of the Association without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature, or attestation by another Officer.

Section 6. Contracts Between the Association and Related Persons.

Any contract or other transaction between the Association and one or more of its Directors, or between the Association and any firm or entity of which one (1) or more of the Association's Directors are Directors, Officers, partners, shareholders, or employees, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Association which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors participation in such action, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This section shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 11 - DECENTRALIZED UNITS

Section 1. Organization.

The Association may organize such branches as may be expedient for the development of the Association in certain geographic areas within the total community served by the Association.

Section 2. Discontinuance.

The Association may discontinue any of the branches, provided the proposal has been referred to a Board of Directors meeting for discussion and consideration. Final decision and action shall be the responsibility of the Board of Directors.

ARTICLE 12 - INDEMNIFICATION

Section 1. Indemnification.

The Corporation shall indemnify its Directors and officers against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with any actions or suits brought or threatened against them, including actions by or in the right of the Corporation, by reason of the fact that such person served as a Director or officer of the Corporation, to the fullest extent provided by law.

Section 2. Authorization of Indemnification.

Indemnification shall be made unless there is a determination that such officer or Director did not act in good faith and in a manner, he/she reasonably believed to be in or not opposed to the best interests of the Corporation. Such determination shall be made:

- A) By majority vote of a quorum of Directors who were not parties to such action or suit.
- B) If a quorum of disinterested Directors direct, by written opinion of legal counsel for the Corporation, or by other independent counsel.

Section 3. Other employees, agents, or other non-Director or non-officer volunteers may be indemnified by the Corporation in accordance with the statutes and laws applicable to Texas nonprofit corporations.

Section 4. Liability Insurance.

The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against her and incurred by her in any such capacity or arising out of her status as such, whether or not the Association would have the power to indemnify her against such liability under this Bylaw.

ARTICLE 13 - FISCAL YEAR

Section 1. Fiscal Year.

The Fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE 14 - RULES OF ORDER

Section 1. Rules.

The proceedings of the Association shall be governed by Robert's Rules of Order, Newly Revised, except where these rules conflict with provisions of applicable law, these Bylaws, or any special rules of order the Association may adopt.

ARTICLE 15 - GENERAL AMENDMENTS

Section 1. Bylaw Amendments.

These Bylaws may be amended at any regular or special meeting of the Board of Directors, by a two-thirds (2/3) affirmative vote of those voting provided that:

- A) The amendment does not relate to membership in YWCA USA; and
- B) Notice of the meeting stating that a proposed Bylaw amendment will be considered and voted upon has been given to the Directors at least five (5) days prior to the meeting

ARTICLE 16 - AMENDMENTS AFFECTING MEMBERSHIP IN YWCA USA

Section 1. Transfer of Membership in YWCA USA or Change in Form of Organization.

For any Bylaw amendment which would alter these Bylaws in such a way as to affect the Association's affiliation with YWCA USA, the required procedures for general amendments must be met and, in addition, the amendment must be passed by a two-thirds (2/3) affirmative vote of the voting directors present at two (2) subsequent meetings of the board of directors.

Section 2. Dissolution or Reorganization.

In case of dissolution, all assets of the Association shall be given to a charitable organization to be selected by the Board of Directors of the Association at the time of dissolution. None of the assets shall be distributed to any member or members of the Association.

Section 3. Disposition of Assets upon Dissolution.

Upon the dissolution of YWCA of Lubbock, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of its assets exclusively to fulfill the stated purposes of the Association.

The Board of Directors, in the absence of a qualified YWCA entity, shall distribute such assets to a local organization or organizations organized, operated, and able to fulfill the stated mission of the YWCA and which qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Any assets not so disposed of shall be disposed of by the district court of the county in which the registered office of the Association is then located exclusively to fulfill the stated purposes of the Association as said court shall determine.

In no event shall any portion of the Association's assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the Association or any private person or individual.

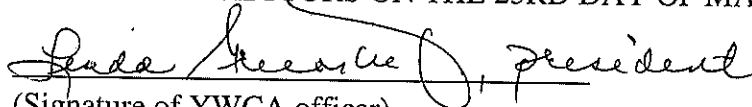
ARTICLE 17 - MISCELLANEOUS PROVISIONS

Section 1. Construction of Bylaws.

- A) If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

- B) The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws.

THESE AMENDED AND RESTATED BYLAWS WERE ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS ON THE 23RD DAY OF MARCH, 2021.


(Signature of YWCA officer)

