

Membership Meeting to Revise By-Laws
YMCA of Germantown
December 16, 2009

at
First United Methodist Church of Germantown
Germantown Avenue and High Street

Minutes

In Attendance:

There were more than 55 Members and guests in attendance.

Call to Order

Jim Foster, President of the Board of Managers, convened the meeting at 7:25 PM and thanked everyone for coming out on a cold night during the Holiday season. Notices had been mailed to well over 2,000 members and had appeared in the local paper and on posters.

Convocation – Pam Bracey, Board Member

Pam Bracey, Member of the Board of Managers, offered the opening prayer and thanked God for His help and asked for His continued guidance.

Update on YMCA Status – Jim Foster, Board President

Jim introduced other Board Members and gave a recap of issues and events since the Members last met on May 16th to elect 10 new representatives to the Board of Managers. He then addressed some specific questions from Members with input from other Board leaders.

The new Board members had to overcome resistance from some of the standing Board and were not seated until July, when new officers were elected. Since then the Board has been meeting every two weeks, working very hard to straighten out the finances and resolve the many challenges facing the organization, including insurance settlements and lawsuits. Unfortunately we discovered that much of the criticisms that members had made about mismanagement of the Y was justified. For example we learned that the funds to repair the building were available at the time of the flood incident, but the Board leaders chose to wait for an insurance settlement rather than make the repairs first. As a result, hundreds of thousands of dollars were lost paying salaries to staff and consultants while there was no income from programs.

On a positive note, the Residence portion of the YMCA was not damaged by the flood and there are no serious concerns about that part of the facility at this time; it is financially stable and functioning.

Our focus now is to restore the Recreational part of the Y. The Y is an essential part of this community. Without a staff leader it has been like a rudderless ship, so our first action has been to hire former Executive Director Pete Smith as a consultant to help us get the Y reopened. Pete has agreed to serve till we find a permanent replacement. This meeting is another important step. We lost our charter with Y national last spring, and that means we cannot use the Y name and logo, so that is why we had to convene this meeting to make By-laws changes - a name change and other changes to bring the organization up to date. We are not making big changes in the By-Laws. The By-Laws were not what got the Y into trouble, the problem was that the By-Laws were not being followed.

Q: When will the Y reopen?

Right now we are looking to reopen some parts of the recreational facility by the end of March –. We hope not only to reopen but to also to upgrade the facilities, and some renovations will take longer.

Q. Will insurance coverage be the same?

Jim Foster responded that the facility is fully insured. The Member clarified that his question was in regard to health insurance that paid for membership. Conni Bille responded that the Y will be looking to restore such contracts.

Up until three weeks ago when we rehired Pete it was difficult to address such matters because Board members are not available to respond. Also we need more Board members. With the 10 new people who were elected in May, the Board only reached 18, and we have since lost a few. The By-laws call for from 21 to 30 to be on the Board, so we will be looking for 10 new Board members. Members can help us identify candidates to bring “Work, Wisdom or Wealth” to the Board.

Q. Does the Y Have the Financial Resources to Re-open?

Jim confirmed that Yes, we have the money to get the preliminary work done, and we are working to get the insurance settlement finalized, and to solicit money, but we can do the repairs even without the insurance settlement. Just recently we received endowment monies that will also help.

Q: Why did the Y Lose Its Charter?

Jim responded that we lost the Charter because the standing Board was not taking effective action to resolve the crisis and was not acting in accordance with YMCA standards, such as open communication with members. *[Note: In an official warning letter to the former Board Chair last December, a Y-USA representative wrote “It appears that the YMCA lacks capacity to meet its financial and programmatic obligations and its continued viability is questionable. Moreover, we believe the leadership of the YMCA has not responded to this crisis effectively and the situation has continued to deteriorate.”]* Last January, the National Y directed Germantown to form a crisis committee that included members and community leaders and that committee was to address specific issues. Several of the new Board members got involved by volunteering or being invited to serve on that committee. However the standing Board did not provide satisfactory responses to all the issues that the National Y raised, such as a request for financial disclosure and communication with members and the public. The standing Board did not provide minutes of Board meetings; they were not following the By-Laws to hold membership meetings and Board elections; they were not disclosing financial statements upon the request of the members. Such things are required of nonprofit organizations. So after giving warning, National revoked the charter in June.

Q: Is it better to operate under the National YMCA Charter?

It is good to be under the National organization, but it should not get in our way. Jim explained that loss of the charter does not prevent us from moving ahead to restore the facility and programs. Ours was always an independent organization since its founding. It is possible we may reapply for a Y-USA charter some time in the future. Pete Smith explained that we would have to meet specific financial and program criteria, and we would probably have to sustain the reforms for a couple of years, before the national Y would grant us a charter again. Meanwhile we need to restore the organization.

Reopening the Y – Board Members Dan McDevitt and Peter Bentivegna

Dan McDevitt and Peter Bentivegna, Board Vice-President, then came forward to explain the reopening plan. Peter is an architect and Dan is a senior project manager with a major construction company. Dan explained that they have been working with Pete Smith to develop a strategy for reopening the Y and getting it fully operational by the summer. They will re-open in stages, first restoring areas that serve some of the biggest programs like after-school and exercise classes, and do not require much restoration.

Peter explained that the building is in decent shape. It had been fully renovated in 1991. A number of recent repairs have been done – the heating system was repaired with the installation of new boilers last spring, the roof was fixed, and interior areas have had some surface repair. Right now an architect is designing a plan as the basis for our renovation timeline and cost estimates.

The areas that serve afterschool programs and classes will be ready first – the target is end of March. The locker rooms and shower facilities will take longer. When the Y became co-ed, the locker rooms were converted from accommodating Men and Boys to accommodating Men and Women, and they did not add sufficient separate shower stalls or toilets for women. So renovation and reopening of the areas like the pool that depend on the locker room facilities will include improvements and will take longer. These renovations that involve construction work with plumbing and so on are targeted for completion by the beginning of the summer. Those areas will be upgraded and improved.

By-Laws Revision and Renaming – Conni Billé

Board Secretary Conni Bille then led the assembly through an explanation of the proposed changes to the By-Laws. She explained that the first change had to be a new name, because “YMCA” is a trademark and the Y National informed us that we cannot use YMCA in our name or their logo. The Board had considered different names wanting to reflect our mission, vision and values – our community connection, our Christian heritage, as well as our focus on wellness. There was also concern that the name would not imply that we were only a youth organization, or unwelcoming to non-Christians. Several names considered were: Germantown Youth Christian Association, Germantown Youth Community Association, and Germantown Y. The Board recommendation was “Germantown Y” but it was up to the members to decide.

The members then discussed various possibilities – Germantown Christian Association, Mens and Womens Christian Association, Faith-based Fitness Center and Germantown Christian Y with the chief concern being whether or not to retain Christian in the name. Some thought it was important for the name to reflect Christian values while others felt that organizations with Christian in their names don't always reflect those values and it was more important to be true to the original purpose. The assembly then voted and selected “Germantown Y” as the new name by an overwhelming majority.

Conni then reviewed a series of other recommended By-Laws changes. These were provided in a printed handout and reviewed on a video monitor during the discussion. Each was discussed with the rationale for each change – such as to permit email notification for meetings – and all changes were approved without any opposing votes. The document is attached to these minutes.

Several Y members then called on the Board to change the By-laws to allow for removal of Board Members. Steffany Hendon moved that the Board consider an amendment stating “If a

Board Member were found to be acting inappropriately, they can be removed by a vote of 200 members.” The motion was seconded and approved. The Board will consider that amendment.

Board Nomination Process and Next Member Meeting – Jim Foster

Members were reminded that we need additional Board members as well as recommendations for representatives to a Nominating Committee. The Nominating Committee is appointed by the President and is composed of two Member representatives and three Board representatives. Submit names of recommended Board candidates for the committee to consider - people who would make a strong commitment to getting the Y up and running again.

After the Nominating Committee Meets and prepares a slate of Board candidates we will convene another Member meeting for Elections to the Board. This will most likely be in February and we will have more information at that time regarding the reopening.

On Monday January 18th in celebration of Martin Luther King Jr. Day of Service, the Y will have a community workday, and two local schools have volunteered to participate. To register for the workday or to submit names for the Nominating Committee or Board use the email at info@ymcaofgermantown.org or call 215-848-9601.

News about the Y will be posted on the Web site at www.ymcaofgermantown.org. Any new site name will automatically connect from that web address. We will also try to get information out on events and developments through the *Germantown Chronicle*.

Jim then thanked everyone once again for their support and active participation. The meeting was adjourned at approximately 9:00 PM

Respectfully submitted,
Constance Billé, Secretary

Summary of By-Laws Changes

Proposed Name: **Germantown Y**

CHARTER and ARTICLES I, II, III	Only Name change
ARTICLE IV - MEMBERS	
Section 1 – Any person may be admitted ... to active membership on declaration that he or she supports the purpose of the corporation and on meeting such other requirements as to fees, etc.	Establish unbiased basis for member qualification
Section 2 – Each member will be issued an identification card which entitles him or her to member benefits according to his or her category of membership, so long as he or she is in good standing and current with dues and fees. The benefits for categories of membership will be established by the Board of Managers in conjunction with the corporation staff, subject to annual review and approval of the voting members, which may be after the fact.	Clarify how membership is identified (by card) and benefits established
Section 3 – Meetings of the members shall be held at . . . as selected by the Board of Managers or by duly empowered members.	Members may also select location
Section 4 – The annual meeting of the members shall be held in the third week of May each year during weekend or evening hours . . .	Not only 3 rd Tues in May at 7 PM
Section 6 – Notice of business meetings of the voting members of the corporation shall be posted in the corporation buildings and on the organization’s web site, printed on flyers distributed to members and/or or published by law. It must also be announced to members via email, telephone call and/or postcard, Such notice shall be posted and published at least 15 days but not more than 45 days prior to the date scheduled for the meeting.	For business meetings - requires public notice and allows email and telephone notice, 15 days in advance
Section 7 – If a quorum cannot be reached at the annual meeting for electing members to the Board, the election may be conducted by mail ballot of the voting members under the supervision of the Board of Managers.	This provides for mail ballot if a quorum cannot be reached
ARTICLE V BOARD OF MANAGERS	
Section 1 – Board members shall be appointed for such staggered terms as will require that one-third of the board shall be subject to reappointment or replacement each year. If there have been interim appointments to the Board of persons filling the unexpired terms of Managers who have resigned before the end of their term, those appointments must be approved by the Members.	Board appointments need to be ratified by the Members
Section 2 – The corporation, through its Board of Managers, may hold or dispose of such other property, real or personal, as may be given, devised, or bequeathed to it or entrusted to its care and keeping, and may purchase, acquire, and dispose of such property as may be necessary to carry out the purposes and program of the corporation.	Restatement of powers already outlined in Charter
Section 3 – The Board of Managers shall meet monthly or as agreed by the Board on the date determined by the President. Special meetings of the Board of Managers may be called by the President and shall be called upon written request of four (4) Managers. The call for a special meeting shall specify the purpose or object of the meeting. . . . and there shall be at least 10 meetings of the Board of Managers during each year.	Board meeting requirements
Section 4 – Notice of every meeting of the Board of Managers delivered via email or otherwise . . .	Notice may include email.
Section 8 – The Board of Managers is an active, working board and attendance, absent excuse accepted by the Board, is mandatory; Three unexcused absences within six months will entitle the Board to remove such member or officer from the Board.	attendance requirement for Board members.
Section 9 – Any officer or Manager may resign at any time by giving written notice to the President. Any such resignation shall take place at the time specified therein.	Board resignation procedure.

Section 10 – Any Manager may be removed by the vote of two-thirds of the members of the Board of Managers present at a properly constituted meeting. Election or appointment of an officer or board member shall not of itself create any contractual rights.	how Board members may be removed.
ARTICLE VII COMMITTEES AND DEPARTMENTAL ORGANIZATION	
Section 4 – The Executive Committee shall act for the Board of Managers in the interim between Board of Managers' meetings, with authority to act upon all business requiring immediate attention, but shall not have the power to reconsider or reverse any action or policy of the Board of Managers. The President of the corporation shall also serve as chairman of the Executive Committee, which is comprised of the Board Officers and Executive Director. Three members shall constitute a quorum. At the discretion of the President, other Officers and members of the 'Board of Managers may also serve on the Executive Committee.	To clarify the composition and role of the Executive Committee.
Section 7 – The Nominating Committee shall consist of five members of the Corporation, three of whom are members of the Board of Managers, whose duty it shall be to prepare a slate of candidates for election to the Board. Any member of the Corporation may present qualified members for consideration by the Nominating Committee up to fifteen days prior to the election.	Opens up the nomination process.
ARTICLE IX BOOKS AND RECORDS	
Section 2 – Every member shall have the right to examine in person, or by agent or attorney, by appointment at any reasonable time or times for any reasonable purpose, the books of account and the	Member right to examine records
Section 3 – All checks or demands for money and notes of the Corporation shall be signed by such officers as the Board of Managers may . . designate	One person can not approve all checks.
ARTICLES XI-NOTICES	
Section 1 – Whenever written notice is required to be given to any person, it may be given to such person either by sending a copy thereof via email to 'his or her registered email address or through the Post Office . . . If the notice is sent via email it shall be deemed to have been given to the person entitled thereto if there has been no notification to the sender that the transmission has failed within one day of the transmission.	Email notification
Section 2 – If a member does not supply a valid email address and/or telephone number to the Corporation that shall constitute a waiver of individual notice. Members providing such waiver agree to receive notice via the several means of public notice provided to all members in lieu of individual notice.	If members do not provide telephone or email it permits public notice
ARTICLE XII -INDEMNIFICATION AND LIABILITY	
Section 2 – The policy of this association is to indemnify and hold harmless any officer, member of the Board of Managers, executive or other agent of the association, their personal representatives and heirs, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with actions taken on behalf of the corporation, if such person acted in good faith and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful.	Added a summary to clarify this section of by-laws.
ARTICLE XIII –MISCELLANEOUS	
One or more persons may participate in a meeting of the Board of Managers by means of a conference telephone or other similar communications . . Request . . . should be made with sufficient advance notice and does not ensure the availability of suitable equipment and/or a call-in number.	Allows teleconference participation for Board meetings.