

**RULES OF OPERATION OF THE SPRING GROVE REGIONAL BRANCH
OF THE
YMCA OF THE ROSES**

ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of this organization will be the "Spring Grove Regional Branch of the YMCA of the Roses" (hereinafter referred to as the "Branch").

Section 2. Purpose

The purpose of this Branch is (1) to conduct activities throughout the Branch service area that are in harmony with and supportive of the mission and goals of the YMCA of the Roses, a Pennsylvania non-profit corporation (the "Association"), and (2) to carry out the duties and obligations of the Association set forth in that certain Regional Recreation Services Agreement between the Association, Spring Grove Borough ("SGB"), Paradise Township ("PTWP"), Jackson Township ("JTWP"), and the Spring Grove Area School District ("SGASD"), dated effective as of [, 2023] (the "Services Agreement").

ARTICLE II – BRANCH BOARD

Section 1. Branch Board

The administration and work of the Branch shall be in conformity with the Charter and By-laws of the Association and these RULES OF OPERATION.

The Board of Managers of the Branch (the "Branch Board") shall be responsible to the Board of Directors of the Association (the "Association Board").

Specific duties and responsibilities of the Branch Board shall be:

- Planning (ensure that Branch programs and services are meeting the current community needs and the Branch operates from a long-term strategic perspective)
- Financial Development (ensure that there are adequate resources to fund both current and future operational and capital needs)
- Monitoring and Evaluation (ensure that resources are effectively and efficiently managed and that programs and services are of high quality)
- Advocacy (enhance the organization's public standing and represent the YMCA's interests with public officials)
- Governance (ensure the Branch has an effective board with committed and engaged board members).

Limitations of the Branch Boards:

- The Branch Board can make no contract or financial commitment separate from the Association Board.

- The Branch Board shall take no advocacy or public policy position without prior clearance from the Association Board.

Section 2. Composition

The Branch Board shall consist of nine (9) voting managers, including the Branch Executive Director as an ex officio non-voting member of the Branch Board. At all times while the Services Agreement is in effect, the Branch Board shall be composed of one (1) manager appointed by Spring Grove Borough, one (1) manager appointed by Paradise Township, one (1) managers appointed by Jackson Township, one (1) manager appointed by the Spring Grove Area School District, and five (5) managers elected by the Branch Board. Each of the municipal members may appoint an alternate manager to attend meetings and cast a vote in the event the appointed manager is not in attendance. Further, in the event additional municipal members join the Branch, each of the new members shall appoint one manager and the Branch Board shall appoint one manager to the Branch Board.

Section 3. Terms of Office

The terms for the Branch Board shall be staggered, with the initial terms for the initial managers to be as follows:

<u>1-year Initial Term</u>	<u>2-year Initial Term</u>	<u>3-Year Initial Term</u>
1 SGB Appointed	1 SGASD Appointed	1 PTWP Elected
2 Branch Elected	1 JTWP Elected	1 Branch Elected
	2 Branch Elected	

When the initial managers’ terms expire, all managers from a municipality or school shall be appointed by the governing body of the municipality/school and all managers shall be elected for a term of three (3) years. The terms of managers shall commence on the first day of the month immediately following the meeting at which they are elected and, except in the event of death, resignation, or removal, continuing until their terms expire and their replacements have been elected and qualified.

Section 4. Elections

At least (30) days before the annual election meeting, each organization shall appoint or elect successor managers to fill any vacancies left by managers which such organization had previously appointed or elected. Appointment or election of successor managers shall be made by each individual organization’s governing body or board of directors, in accordance with the number and composition requirements set forth in Section 3.2 above. The managers shall be ratified and confirmed by the Association prior to the annual election meeting.

Section 5. Vacancies

Any vacancy or vacancies on the board of managers because of death, resignation, or removal may be filled by the appointment of a successor manager by the appropriate municipality or school at a duly assembled public meeting or the nomination of the proper organization and election of successor manager(s) at a special meeting of the Branch Board. In the event the proper organization

fails to nominate a successor to fill such vacancy or vacancies, such vacancy may be filled by a two-thirds vote of the remaining members of the Branch Board.

Section 6. Resignation/Termination

Any manager may resign at any time by giving written notice to the Executive Director of the Branch. Such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Manager who is not acting in a manner that promotes the purposes of the Branch may be removed by the affirmative vote of two-thirds of the Branch Board. For purposes of this Section 6, three consecutive unexcused absences shall be considered grounds for termination.

Section 7. Manager Fees

No manager shall be compensated for his or her service to the Branch.

ARTICLE III – MEETINGS

Section 1 Regular Meetings

The Branch Board shall meet at least six times annually at such time and place as may be determined by the Branch Board.

Section 2 Special Meetings

Special meetings of the Branch Board may be called by the board chair upon written request of four members of the Branch Board. Such requests shall specify the objective of the meeting, which shall be included in the notice. No business shall be transacted at the meeting except that for which the call was issued.

Section 3 Annual Election Meeting

The annual election meeting shall be held in June of each year on such date and at such time as the Branch Board may fix for the purpose of electing board members and officers and transacting such other business as may be properly brought before the meeting.

Section 4 Quorum; Manner of Acting

No less than Fifty percent of the Branch Board shall constitute a quorum. Except as otherwise specified herein, the acts of a majority of the managers present and voting at a meeting at which a quorum is present shall be the acts of the Branch Board. The managers shall act only as a board and the individual managers shall have no power as such; provided, however, that any action which may be taken at a meeting of the board may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the managers in office is filed with the secretary of the Branch. All actions of the Branch Board shall be subject to the review and confirmation of the Association Board.

Section 5. Use of Conference Telephone and Similar Equipment

One or more persons may participate in a meeting of the Branch Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

ARTICLE IV – OFFICERS

Section 1 Officers

Officers of the Branch Board shall be members of the Branch Board. The officers shall be a chairperson, one or more vice-chairperson (s), a secretary and a finance chairperson.

- A. Chair – presides at all meetings of the Branch Board; appoints all standing committees and their chair; voting member of the Corporate Board.
- B. Vice Chair – Fills the role of chair when chair is not in attendance.
- C. Secretary – Records minutes of the Branch Board meetings unless delegated to the office staff secretary through the staff Executive. In such case, Secretary will review, approve and sign off on the minutes prior to board approval.
- D. Finance Chair – Serves as chair of Branch Finance Committee; keeps board informed of the financial position of the branch; and, serves on the Corporate Board finance committee.

Section 2 Term of Office

Officers shall serve for one year from the first day of June following their election or until their successor takes office. Officers can serve three consecutive terms.

Section 3 Nominations and Elections

At the April meeting, the Branch Board Chair shall direct the Board Development Committee to place a slate of officers in nomination for the Branch Board. At the May meeting, the Branch Board shall elect its officers for the ensuing year.

ARTICLE V – COMMITTEES OF THE BOARD

Section 1 Appointment

Immediately after the annual elections of the officers, the Chair shall appoint the committees and designate the chair of each committee of the ensuing year. The terms of committee members shall be for one year or until their successors are appointed.

Section 2 Committees

The Board may create and disband committees as it deems necessary to carry out its duties. The board will adopt commissions specifying duties and responsibilities of all committees. The standing committees of the board shall include: Finance, Program/Membership and Board Development.

Section 3 Task Forces

The Board shall, from time to time, create and disband task forces as it deems necessary to carry out specific timely duties. The board chair will appoint task force chairs.

ARTICLE VI – STAFF

Section 1 Employment

The staff of this branch shall be employed by the Association under such terms and conditions as are outlined in the personnel policy of the YMCA of the Roses.

Section 2 Executive Director

The Branch Executive Director shall be the chief executive officer of the Branch. The Branch Executive will be employed by the President/CEO of the Association or by their designee. The Branch Executive shall be accountable to the President/CEO or their designee who shall have the power of removal. The Branch Executive shall also report to the Branch Board on all matters pertaining to the work of the Branch and shall be a member ex-officio without vote of all boards and committees of the Branch.

Section 3 Other Staff Directors

Other full time staff directors shall be employed or removed by the Branch Executive Director.

Section 4 Other Staff Personnel

The staff persons shall be employed and supervised by the Branch Executive Director or by his/her duly appointed representative. These persons shall include office, maintenance, program supervisors, summer staff and other general staff members deemed necessary for the operation of the branch.

ARTICE VII – AMENDMENTS

These RULES OF OPERATION may be amended by the affirmative vote of a majority of the members of the Branch Board, followed by the approval of the Association Board. Notice of the proposed amendment shall be given at the previous meeting of Branch Board.

Amended by _____ on _____.