1. **What are the YWCA Bylaws?**

The YWCA Bylaws (YWCA Bylaws) set forth the rules by which YWCA USA, Inc., (YWCA) as an organization, is governed. The YWCA Bylaws describe YWCA’s mission, eligibility criteria for Local Association membership, and the structure, powers and responsibilities of the YWCA Board of Directors (YWCA Board), committees and officers.

2. **Why is YWCA Proposing to Amend its Bylaws?**

Section III.A.4.j of the YWCA Bylaws describes the membership and governance requirements for Local Associations. It limits membership and governance roles to women and girls, subject to certain age limitations, but allows Local Associations to petition the YWCA Board to adopt membership and governance policies that are not gender specific. In recent years, many Local Associations have used this petition process to revise their membership and governance policies to permit non-female members and directors.

In light of these developments at Local Associations, in 2019, YWCA formed a Gender Task Force to study trends and risks related to maintaining single-gender membership and governance policies at Local Associations and to consider removing these requirements from Section III.A.4.j of the YWCA Bylaws. As part of its review, YWCA engaged a consulting firm to research the landscape of contemporary gendered organizations with missions similar to that of YWCA. YWCA also engaged legal counsel to advise regarding the potential legal and reputational risks associated with maintaining single-gender membership and governance policies at Local Associations. After careful deliberation, and in light of these trends, risks and other considerations, the YWCA Board voted to amend the current YWCA Bylaws to:

- Eliminate the single-gender membership and governance requirements for Local Associations, thus eliminating the gender-neutral petition process,
- Strengthen and codify YWCA’s commitment to racial diversity and women’s leadership at both the YWCA Board and Local Associations, and
- No longer require Local Associations to have individual membership.

The Board also voted to revise the composition of the Finance Committee.
3. **Do Local Associations Need to Approve the Proposed Bylaws Amendments?**

Yes. The proposed amendments to the YWCA Bylaws must be approved by the vote of at least two-thirds (2/3) of Local Associations. Local Associations will vote on the Proposed Bylaws Amendments at the Special Meeting scheduled for January 19, 2022.

4. **On What Date Will the Proposed Bylaws Amendments Become Effective?**

Assuming they are approved, the proposed amendments to the YWCA Bylaws will become effective on January 19, 2022, the day of the Special Meeting of Local Associations; however, Local Associations will have approximately 2½ years, until June 21, 2024, to implement any necessary changes to their bylaws. See Question 15 for more details.

5. **Which Sections of the Current YWCA Bylaws Need to Be Amended?**

In order to align the current YWCA Bylaws and practices with those of other organizations, and to address the litigation and reputational risks associated with single-gender policies, YWCA proposes to amend the YWCA Bylaws as follows (Proposed Bylaws Amendments):

- **Proposed Bylaws Amendment No. 1**: Section III.A.4.b is revised to (i) expressly include text of mission statement as reminder to Local Associations and (ii) that Local Associations’ programming and advocacy must include anti-racism work.

- **Proposed Bylaws Amendment No. 2**: Section III.A.4.c is revised to state explicitly that the commitment to diversity at the Local Association level is intended to promote YWCA’s mission.

- **Proposed Bylaws Amendment No. 3**: Section III.A.4.j is revised to (i) remove single-gender membership, voting and governance provisions for Local Associations and (ii) provide that Local Association members and persons holding governance roles must subscribe to and uphold the mission of YWCA.

- **Proposed Bylaws Amendment No. 4**: Section III.B.5 is revised to reflect that many Local Associations do not have individual members, so votes at YWCA’s annual meeting will be cast by Local Associations representatives.

- **Proposed Bylaws Amendment No. 5**: Section IV.C.3, which addresses YWCA Board diversity, is revised to state explicitly that the commitment to diversity at the YWCA Board level is intended to promote YWCA’s mission.

- **Proposed Bylaws Amendment No. 6**: Section IV.D.1, which addresses YWCA Board commitment to mission programming, is revised to expressly include text of mission statement.

- **Proposed Bylaws Amendments No. 7 & 12**: Section IV.E.4 and Section VI.K is revised to reflect that
many Local Associations do not have individual members.

- **Proposed Bylaws Amendments No. 8 & No. 9**: Sections IV.E.8 and IV.E.9 are added to govern procedures for the removal of a YWCA director or officer and the termination of a Local Association’s membership, respectively, if a director, officer or Local Association takes actions contrary to the mission of, or injurious to, YWCA.

- **Proposed Bylaws Amendment No. 10**: Section VI.B.3, which addresses nominations for the YWCA Board, is revised to state explicitly that any person nominated by the YWCA Governance Committee to serve as a YWCA director must subscribe to and uphold YWCA’s mission.

- **Proposed Bylaws Amendment No. 11**: Section VI.C is revised to permit individuals who are not directors to serve on the Finance Committee.

- **Proposed Bylaws Amendment No. 13**: Section XVIII is added to reflect YWCA’s approach to gender and non-binary individuals.


All Local Associations should review their bylaws and policies to assess whether any revisions will be necessary. For Local Associations that have already petitioned the YWCA Board and adopted membership and governance policies that are not gender specific, no change may be needed to their current bylaws and policies. For Local Associations that have not undertaken the petition process, revisions may be necessary to remove single-gender membership and governance provisions for consistency with Section III.A.4.j of the Proposed Bylaws Amendments.

Should the vote on the Proposed Bylaws Amendments pass on January 19, 2021, YWCA will then provide model forms to Local Associations to assist them in aligning their bylaws and policies with the new YWCA Bylaws in which single-gender governance provisions have been removed.

7. **Does this mean that Local Associations must add men to their Boards?**

No. What the proposed bylaws changes do is enable local associations to consider - and if determined appropriate by the local association - appoint or elect, individuals who are not women or do not identify as women to governance roles, rather than undergo a petition process to the YWCA USA Board.

Further, should a local association determine that the appointment or election of such an individual is appropriate, the proposed bylaws changes require the individual to subscribe to and uphold the mission of YWCA USA, which includes as a fundamental tenet the empowerment of women.

In addition, a particular Local Association may determine that, even if a non-female candidate subscribes to
and upholds the mission of YWCA, a particular female candidate will make a better director for the organization and elect that individual as a director. For example, Section IV of the current YWCA Bylaws, which addresses the responsibilities and practices of the YWCA Board, is not gender specific and YWCA has an all-female Board of Directors.

8. **Can Local Associations Add a Provision to Their Bylaws or Policies to Require that a Percentage of Board Seats, or that Key Positions, Like Board or Committee Chairs or Officers, Remain Held by Women?**

In addition to signaling YWCA’s commitment to inclusivity, the removal of single-gender membership and governance provisions provides some protection against an allegation that YWCA and Local Associations have engaged in illegal gender discrimination. A Local Association requirement that key positions can only be filled by women could erode that protection. Even so, the Proposed Bylaw Amendments allow Local Associations to determine which candidates are right for them, without mandating all-female boards, chairs or officers. This means that if, in exercising its judgment and duties, a Local Association board determines that the best candidates for its board, committees or officers are women, it has the power to make that decision. Similarly, if a Local Association board determines that it is in the organization’s best interest to use as an informal guide a maximum number of non-female individuals on its board, it has the power to make that decision.

9. **If the Proposed Bylaws Amendments Are Adopted, Can Local Associations Petition YWCA to Adopt a Single-Gender Governance Structure**

No. There is no benefit in replacing one opt out system for another. Under the current YWCA Bylaws, Local Associations can petition YWCA to adopt gender-neutral governance policies, essentially opting out of single-gender governance. Allowing Local Associations to petition for single-gender governance under revised bylaws would essentially replace one opt out system for another, with the difference being that the default system is gender neutrality rather than single-gender governance. Overall, no fundamental change will have occurred with respect to single-gender governance, because under either system, Local Associations can opt in or out. Such a system is inconsistent with YWCA’s commitment to being an inclusive organization at all levels of leadership and service. Also, under the Proposed Bylaw Amendments, the petition process will no longer be necessary, as Local Associations will have the ability to consider and determine what board composition is in the best interest of their organization. See Question 8 for more details.

10. **What Does a Local Association Gain by Eliminating Single-Gender Membership and Governance?**
The elimination of the mandate of single-gender governance for Local Associations signals YWCA’s commitment to being an inclusive organization at all levels of leadership and service. It allows a broader cross-section of humanity, including non-binary people and men, to support YWCA’s mission of eliminating racism and empowering women in meaningful ways through potential governance roles at Local Associations. It also aligns Local Association policies with those of YWCA USA, Inc. as the YWCA Bylaws do not require YWCA Board positions or leadership to be held by women only, and with the practices of peer organizations which do not discriminate involvement and leadership opportunities based on gender. Finally, it may provide some defense against allegations that YWCA and the Local Associations have adopted policies that illegally discriminate based on gender.

11. Men already have plenty of opportunities to be in leadership positions on boards and in the C-suite. If we adopt these bylaws changes, there’s worry that women’s leadership—especially BIWOC—will suffer.

The proposed bylaws changes do not mean any change in our commitment to women’s leadership, especially for Black, Indigenous, Women of Color.

More than ever, the YWCA remains steadfast in devotion to our intersectional mission of eliminating racism and empowering women. That’s why we strengthened the racial justice language in the proposed bylaws changes. That’s why it is our highest priority to advance BIWOC in our leadership, our movement and our advocacy.

As to the concern that men will take over, there was a similar worry almost 30 years ago when the YWCA entered a consent agreement with the EEOC to resolve a lawsuit brought by a man who applied for an ED position at a local association. The EEOC determined that the YWCA policy in place that required executive directors to be voting members— and therefore female—violated equal employment law. To resolve the case, YWCA USA and EEOC reached an agreement that EDs would no longer be required to be voting members of the YWCA. Local associations ratified the agreement in 1995. There was a lot of concern that this action would mean men would dominate YWCA leadership positions. That never happened. Since then, men have accounted for well under 10% of YWCA CEO/ED positions at any one time. Today, there are 3, which represents 1.5% of local associations.

12. Can Associations keep Individual membership and how do the Proposed Bylaws Amendments affect local associations that have individual membership? Or that are directorships?

Yes, local associations can retain individual memberships.

Local Associations currently operate primarily under one of two models: (A) an individual membership model, where the Local Association has individual members who elect the Local Association board of directors or (B) a directorship model, where the Local Association does not have individual membership, and the board of directors elects new directors. To recognize these models, Section III.A.4.j of the Proposed Bylaws Amendments will no longer require Local Associations to have individual membership, and rather will permit but not require, individual membership. For a Local Association with individual membership, under the Proposed Bylaws Amendments, the Local Association may need to amend its bylaws to remove single-gender membership requirements. For Local Associations under both the individual membership and
directorship models, the Local Association may need to amend its bylaws to remove single-gender governance requirements. See Question 6 for more details on this process.

13. **What does it mean to “take action that is contrary to the mission of, or injurious to, YWCA”?**

The Proposed Bylaws Amendments permit YWCA to (A) begin membership termination proceedings for a Local Association or (B) initiate a conversation with a Local Association to address the actions of a director, officer or member of a Local Association, in each case for actions that are contrary to the mission of eliminating racism and empowering women, or injurious to, YWCA. They further allow YWCA to begin removal proceedings for a YWCA director or officer for taking such actions.

Actions that would rise to this level include activity that demonstrates a disregard for YWCA’s mission or that could cause it organizational or reputational harm. YWCA will address these circumstances on a case-by-case basis. An example of this type of conduct is participation in or public support of events like the 2017 Unite the Right Rally in Charlottesville, VA.

14. **What if a local association has questions about the proposed bylaws amendments?**

YWCA believes that the Proposed Bylaws Amendments are necessary to align with its mission, to be more inclusive, to align with the practices of similar organizations and to address litigation and reputational risks. YWCA distributed copies of the Proposed Bylaws Amendments to Local Associations in May 2021 and they were also posted to the YWCA Intranet.

Roundtables for Local Associations were conducted the first week of November and Office Hours were held the second week of November. Additional questions and perspectives may be shared with your Member Services Director for your zone and/or via email to CEO1@ywca.org.

15. **Do Local Associations Need to Take Any Additional Action After the Special Meeting on January 19, 2022?**

Possibly. Local Associations may need to review their bylaws to remove single-gender membership and governance provisions for consistency with Section III.A.4.j of the Proposed Bylaws Amendments, as well as other provisions approved on January 19, 2022.

16. **What Happens if a Local Association Does Not Change its Current Bylaws by June 21, 2024?**

It is YWCA’s objective to support and retain all Local Associations during the implementation of the Strategic Business Plan (SBP). The Member Services Department will work with Local Associations to address any questions or challenges they may encounter if they need to amend their current bylaws. Local Associations will have until June 21, 2024 to make any necessary changes.
YWCA will assess compliance by Local Associations through its Standards and Outcomes process that may include noncompliance fines, and in extreme cases, disaffiliation procedures.

17. How does the Membership Agreement interact with the bylaws and the potential changes?

The new membership agreement will come before the entire network for signature in Spring of 2022. This is the document that defines the relationship between local associations and YWCA USA, outlines duties for local associations and YWCA USA, and legally binds local associations and YWCA USA. It includes 6 exhibits, the YWCA USA Bylaws being the first of them. As part of the agreement, local associations will be expected to meet the terms of all exhibits. Should the proposed bylaws changes be adopted, local associations will be expected to review their bylaws to bring them into alignment, as outlined in Question 6 above.

18. How Does YWCA Define “Diversity”?

The Proposed Bylaws Amendments require Local Associations to ensure that their policies and practices reflect YWCA’s organizational commitment to racial, ethnic and cultural diversity, as well as gender neutrality, within YWCA’s mission of eliminating racism, empowering women and promoting peace, justice, freedom and dignity for all. The Proposed Bylaws Amendments similarly require the YWCA Board to consider diversity in the nomination and election process for directors for the YWCA Board.

The Proposed Bylaws Amendments specifically state that YWCA’s commitment to diversity includes, but is not limited to, racial, ethnic and cultural diversity. YWCA interprets diversity broadly to be inclusive of race, color, creed, age, national origin, citizenship status, gender (including gender identity), sexual orientation, disability, marital status and partnership status.

Due to the evolving Diversity, Equity, and Inclusion (DEI) terminology, YWCA did not add these additional terms to the Proposed Bylaws Amendments but instead will continue to consult with DEI experts and amend internal policies, if needed.¹

19. How Does YWCA Define Racial Diversity?

YWCA defines racial diversity as individuals who identify with a racial group based on factors such as biological heritage, physical appearance and cultural affiliation.

20. How Does YWCA Define Ethnic Diversity?

YWCA defines ethnic diversity as a group that shares common characteristics, including racial, national, tribal,

¹ YWCA consulted with Dr. Durryle Brooks, Johns Hopkins Bloomberg School of Public Health, on all the diversity definitions in the YWCA Proposed Bylaws Amendments FAQs.
religious, linguistic, cultural origin or background.

21. **How Does YWCA Define Cultural Diversity?**

YWCA defines cultural diversity as a group that shares a set of values, conventions, social practices or customs.

22. **Does YWCA's Definition of Diversity Include Transgender People?**

Yes. YWCA defines diversity broadly to be inclusive of transgender people.

23. **Does YWCA’s Definition of Diversity Include Non-Binary People?**

Yes. YWCA defines diversity broadly to be inclusive of non-binary people.

24. **How Does YWCA Define Gender Presentation?**

YWCA defines gender presentation as a person’s behavior, mannerisms, interests, and appearance that are associated with gender in a particular cultural context.

25. **Does YWCA’s Definition of Diversity Include People with Disabilities?**

Yes. YWCA defines diversity broadly to be inclusive of people with disabilities.

26. **Does YWCA's Definition of Diversity Include Religious Diversity?**

Yes. YWCA defines diversity broadly to be inclusive of religious diversity. In 2015, YWCA formally changed its corporate name from the “Young Women’s Christian Association of the United States of America, Inc.” to “YWCA USA, Inc.” to reflect YWCA’s diverse and inclusive nature. In its early years, YWCA was “a Christian sisterhood.” Today, YWCA is driven by a commitment to social justice, no matter someone’s religion. The updated name provides YWCA with the opportunity to engage a broader spectrum of individuals in its crucial work to eliminate racism and empower women.

27. **How Does YWCA Define Anti-racism?**

Anti-racism is the work of not only acknowledging the existence of racism, but committing to actively addressing racial power inequities, both in daily life and systemic practices.

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2 YWCA reviewed anti-racist research and studies conducted by Dr. Ibram X. Kendi, author of How to be an Antiracist; Professor Annelise Singh, University of Georgia; and Professor Angela Y. Davis, University of California, Santa Cruz.
28. What Does it Mean to be an Anti-racist, Inclusive Organization?

An anti-racist inclusive organization implements intentional strategies to remove barriers to access, participation and success of those who were historically or are currently systematically excluded by or marginalized within the organization. It also actively seeks the transformation of its organizational policies and practices to foster the involvement and success of those who have been excluded or marginalized.

29. How Does an Organization Center Anti-racism?

Centering anti-racism as an organization means making conscious decisions in programming, operating and governing practices to actively move towards racial equity and interrupting habits of white supremacy.

Centering anti-racism as a governing body means making intentional decisions in governance, operating and fiscal stewardship that disrupt cycles of oppression and move towards racial equity.

30. What are the mission programs, especially in the area of Anti-racism, that the network will receive?

We will continue the work of the Racial Justice Continuum introduced earlier this year.

Some of the specific programs which will be offered in the remainder of 2021 and in 2022 include:

- A partnership between YWCA USA and YWCA Madison, which will offer training for all local associations, building on the pioneering work Madison has done in Racial Justice.
- A partnership between YWCA USA and YWCA Cleveland to expand the Stand Against Racism Challenge (aka the 21 Day Racial Equity and Social Justice Challenge) across the network in 2022 along with our annual Stand Against Racism campaign in April.

More details about these programs will follow later this month.

31. What if I want to propose an amendment to the YWCA USA Board Proposed Bylaws Amendments?

Voting members who wish to submit amendments to the proposed bylaws changes must do so in writing to the YWCA Secretary at Secretary@ywca.org by 11:59PM Eastern Standard time on Friday, December 10, 2021.

32. What if we pass all the proposed changes except for the one that relates to gender neutrality at local associations?

The gender neutral petition process will remain in place.

33. If the proposed changes pass, what are the specific steps that will follow the bylaws vote?
YWCA USA will offer support and resources in the following areas:

- Bylaws templates and other tools and resources will be provided.
- Training and materials related to best practices regarding effective recruitment and structure of governance, as well as equitable and inclusive policies and practices.
- Additional support for discussions with staff, board, other key constituents, as needed.
- Preparation to handle any public communications, as needed.