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YWCA USA, INC. PROPOSED BYLAWS AMENDMENTS FAQs Updated: December 15, 2021

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 YWCA Board also voted to revise the composition of the Finance Committee.

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3. What events necessitate a change from the current gender-neutral petition process? (added 12/15/21)

Since at least the 1980s, single-gender governance has been a topic of ongoing discussion across the YWCA network. After thoughtful consideration, the YWCA Board determined that it was in the best interest of the entire organization to address single-gender governance now, with the objectives of (a) addressing the concerns of Local Associations to provide for greater Local Association autonomy, (b) affirming YWCA's commitment to diversity, equity and inclusion, (c) aligning Local Association policies with the practices of many contemporary gendered organizations that do not discriminate involvement and leadership opportunities based on gender, and d) mitigating potential legal and reputational risks across the network.

Since the inception of the gender-neutral petition process in 2006, Local Associations regularly filed petitions to adopt gender-neutral membership and governance policies. The YWCA Board felt compelled to approve all these petitions, as most petitions cited potential loss of funding as well as legal and reputational risks if the Local Association maintained single-gender governance. Further, feedback from Local Associations indicated the gender-neutral petition process was burdensome and time consuming. Under the Proposed Bylaw Amendments, the petition process will no longer be necessary, as each Local Association will have the ability to consider and determine what board composition is in the best interest of its organization.

The elimination of the mandate of single-gender governance for Local Associations underscores 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.

Other factors considered by the YWCA Board include the alignment of Local Association policies with the YWCA Bylaws, as they do not require YWCA Board positions or other leadership positions to be held by women only. This is consistent with the practices of many peer organizations which do not discriminate involvement and leadership opportunities based on gender. Finally, the YWCA Board considered the protection of the entire network against potential allegations that YWCA and the Local Associations have policies that illegally discriminate on the basis of gender.

4. Do Local Associations need to approve the proposed YWCA Bylaws amendments?

Yes. The proposed amendments to the YWCA Bylaws (Proposed Bylaws Amendments) 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.**

5. On what date will the Proposed Bylaws Amendments become effective?

Assuming they are approved, the Proposed Bylaws Amendments 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 18 for more details.

6. Which sections of the 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 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.
 7. How will the removal of single-gender membership and governance provisions affect Local Associations' current policies? What parts of the Proposed Bylaws Amendments will Local Associations be required to include in their bylaws? (updated 12/15/21)

The bylaws of each Local Association will need to reflect that (a) if applicable, the Local Association may have membership, which is available to any person who subscribes to and upholds the mission of YWCA, (b) no person who subscribes to and upholds the mission of YWCA will be excluded from Local Association membership, if applicable, nor will such person be otherwise discriminated against within the Local Association, and (c) voting privileges and governance roles at the Local Association will be reserved solely for persons who subscribe to and uphold the mission of YWCA.

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.

8. 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 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, 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.

9. Does this mean that YWCA now plans to add men to the YWCA Board? (added 12/15/21)

NO. YWCA is devoted to our intersectional mission of eliminating racism and empowering women. Central to the furtherance of our mission is promoting women's leadership, especially for Black, Indigenous, Women of Color. That is of paramount importance in the YWCA USA's Board recruitment strategy.

At the same time, we recognize that to move our mission forward, it is important that we be an inclusive organization that engages and embraces all people in the YWCA movement. We are guided by the wisdom of our fearless leader Dorothy Height, *"As a black American woman, I have confronted both racism and sexism. I have learned that if you only have blacks talking about the future, or only women talking about the future, you don't have a model for change. If you want real change, you have to listen to - and be heard by - people who are different than you, especially if they're the ones you need to help you bring about the changes you're seeking."*

10. 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.

11. 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 10 for more details.

12. 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, as the YWCA Bylaws do not require YWCA Board positions or other leadership positions 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 potential allegations that YWCA and the Local Associations have adopted policies that illegally discriminate based on gender.

13. Men already have plenty of opportunities for leadership on boards and in the C-suite. Does the elimination of single-gender governance represent a change in YWCA's position on women's leadership, especially for BIWOC? Prior to the Proposed Bylaws Amendments, had YWCA been challenged on single-gender policies? (updated 12/15/21)

The Proposed Bylaws Amendments do not mean any change in YWCA's 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 is why we strengthened the racial justice language in the Proposed Bylaws Amendments. It is our highest priority to advance BIWOC in our leadership, our movement and our advocacy.

YWCA has been challenged over single-gender policies for executive director and chief executive officer positions. In 1993, the YWCA entered a consent agreement with the EEOC to resolve a lawsuit brought by a man who applied for an executive director 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 issue, YWCA and the EEOC reached an agreement that executive directors would no longer be required to be voting members of the YWCA. Local Associations ratified the agreement in 1995. At the time, there was concern that this action would mean men would dominate YWCA leadership positions. That never happened. Since then, men have accounted for under 10% of YWCA CEO and executive director positions at any one time. Today, there are three male executive directors, which represents 1.5% of Local Associations.

14. Can Local 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.

15. 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.

16. 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.

17. 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**. See Question 7 for more information.

18. 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. 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. Should the vote on the Proposed Bylaws Amendments pass on January 19, 2021, YWCA will 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.

YWCA will assess compliance by Local Associations through its Standards and Outcomes process that may include noncompliance fines, and in extreme cases, disaffiliation procedures.

19. How does the Membership Agreement interact with the YWCA Bylaws? (updated 12/15/21)

A revised Membership Agreement will come before the entire YWCA network for signature in the spring of 2022. The Membership Agreement is the document that defines the relationship between Local Associations and YWCA, outlines the duties of Local Associations and of YWCA and legally binds Local Associations and YWCA. The revised agreement has eight exhibits, one of which is the YWCA Bylaws. YWCA already has Membership Agreements in place with Local Associations, but parts of that agreement need updating to reflect YWCA's priorities and growth. The revised agreement and its exhibits bring together the commitments that YWCA and Local Associations make to each other into one integrated package. By signing the revised Membership Agreement, YWCA and the Local Associations will agree to abide by the terms of the agreement and its exhibits. Before asking Local Associations to sign the revised Membership Agreement, YWCA will host a series of meetings to discuss the agreement and the exhibits. See Question 20 for additional information.

20. What is the Trademark License Agreement and how does it interact with the Membership Agreement? (added 12/15/21)

The Trademark License Agreement is one of the exhibits to the revised Membership Agreement. It outlines the appropriate use of YWCA's licensed marks and incorporates YWCA's Brand Guide for Local Associations. By signing the Trademark License Agreement, YWCA grants to Local Associations the right to use the licensed marks and the Local Associations agree to abide by the terms of the agreement. The Proposed Bylaws Amendments do not require or ask Local Associations to approve the Trademark License Agreement and are not an attempt to get Local Associations to agree to the Trademark License Agreement through a vote on the Proposed Bylaws Amendments. In the spring of 2022, YWCA will distribute to Local Associations materials about the Membership Agreement and its exhibits, including the Trademark License Agreement. It will also hold meetings with Local Associations to discuss those documents. Local Associations will have an opportunity to ask questions about the Membership Agreement, Trademark License Agreement and other membership documents in advance of and at those meetings.

21. 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

22. 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.

23. How does YWCA define ethnic diversity?

YWCA defines ethnic diversity as a group that shares common characteristics, including racial, national, tribal, religious, linguistic, cultural origin or background.

24. How does YWCA define cultural diversity?

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

25. Does YWCA's definition of diversity include transgender people?

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

26. Does YWCA's definition of diversity include non-binary people?

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

27. 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.

28. Does YWCA's definition of diversity include people with disabilities?

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

¹ YWCA consulted with Dr. Durrelle Brooks, Johns Hopkins Bloomberg School of Public Health, on all the diversity definitions in the YWCA Proposed Bylaws Amendments FAQs.

29. 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.

30. 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.

31. 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.

32. 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.

33. 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.

34. 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.

35. What if we pass all the Proposed Amendments except for the one that relates to gender neutrality at Local Associations?

The gender neutral petition process will remain in place.

36. If the Proposed Bylaws Amendments 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.

37. On what specifically will Local Associations vote at the Special Meeting on January 19, 2022? (added 12/15/21)

Local Associations will vote only on the 13 Proposed Bylaws Amendments. Some Local Associations have indicated that they found the previously distributed markup of the YWCA Bylaws confusing because, given formatting changes that were tracked in the document, it was difficult to isolate the 13 Proposed Bylaws Amendments. Therefore, a new version of the markup is provided [here](#) and posted on the YWCA Bylaws intranet page. This version only shows the changes in the 13 Proposed Bylaws Amendments.