Proposed Bylaws Amendments

Background Materials

October 2021
Overview

Gender Neutrality & Membership

Racial Justice

Voting Process

Next Steps

Summary of Proposed Bylaws Amendments
Overview

Background
In April 2021, the YWCA USA Board voted unanimously to recommend amendments to the YWCA USA Bylaws for vote at the Annual Business Meeting in June 2021. These changes:

- **Increase Autonomy of Local Associations** by
  - Eliminating the requirement that Local Associations petition the YWCA USA Board to adopt gender neutral membership and governance policies; and
  - No longer requiring Local Associations to have individual membership.

- **Strengthen Overall Commitment to Race and Gender Justice** by
  - Reinforcing commitment to racial justice and women’s leadership at both YWCA USA and Local Associations.

- **Expanding Opportunities for Volunteer Leadership Service** at YWCA USA by
  - Expanding the composition of the YWCA USA Finance Committee to include non-Board members.
Overview

Background
YWCA USA conducted roundtables with local associations in May 2021 to review the proposed Bylaws changes and received feedback, including:

- The timing to a June 2021 vote did not permit local associations sufficient time to review and make voting decisions with their board of directors;

- More discussion is needed to address the proposed gender and anti-racism changes;

- In those areas, requests were made by local associations to provide information about a) the decision-making process and b) materials that informed the decision of the YWCA USA Board;

- In response to the requests, this package was prepared. Roundtables will be held in October for local associations to discuss their questions and concerns, and office hours will be extended to meet with a member of the senior team of YWCA USA.
Gender Neutral and Membership Task Force

In 2019, the YWCA USA Board formed the Gender Neutral and Membership Task Force (GNMTF) to analyze the following trends relating to Local Association membership and governance:

- Local Associations have stopped promoting or offering individual memberships.
- Local Associations have replaced membership governance with governance by self-perpetuating Boards of Directors.
- Local Associations were regularly filing petitions to adopt gender neutral membership and governance policies. YWCA USA Board felt compelled to approve all gender neutral petitions, because most petitions filed by Local Associations cited potential loss of funding as well as legal and reputational risks if petitions not granted.
In 2019, the GNMTF defined a Charter, informed Local Associations of the GNMTF formation and invited them to participate, and formalized its members.

Process
• [GNMTF Charter](#) defined

• [GNMTF Application](#) developed and distributed for Local Associations to participate. Communications in multiple YW Weekly wrap-ups.

• [GNMTF Composition](#) finalized
GNMTF Process – cont’d

**Morten Group Reports**

- Through the GNMTF, YWCA USA worked with Morten Group, LLC (a national consulting firm based in Chicago) to research the landscape of contemporary gendered organizations with similar missions:
  - [YWCA USA Gender Inclusion Research Summary](#), February 2020

- Interviews were conducted with YWCA executives from local associations around the country that:
  - have petitioned the YWCA USA for gender neutrality
    - [YWCA Single Gender Policy](#), March 2020
  - had no plans to change from single gender governance
    - [YWCA Gender Inclusive Taskforce Report on Maintaining the Single Gender Policy Mandate](#), July 2020
GNMTF Process – cont’d

Legal & Reputational Risks

- YWCA USA legal counsel, K&L Gates, was engaged to advise regarding the potential risks associated with maintaining single-gender membership and governance policies at Local Associations. Legal counsel identified litigation and reputational risks associated with maintaining these policies.
  - [YWCA Risks Related to Single Gender Bylaws Provisions](#)
GNMTF Chronology

From 2019 to 2021, GNMTF carefully weighed the issues and reported to the YWCA USA Board on its progress. The following provides a chronology of the key steps in the process.

September 2019
Gender-Neutral Task Force (GNMTF) formed. Scope and Composition defined. Key Questions:
• Is YWCA USA aligning its organizational bylaws with legal requirements?
• What is YWCA USA approach to single gender governance?
  ▪ Associations that have petitioned for single gender: 43 as of Aug 2019
• What is definition of individual membership in YWCA USA

December 2019
GNMTF meets for first time to discuss gender policies and procedures. The Task Force is composed of 12 members including Local Association staff, YWCA USA staff, YWCA USA Board members, YWCA USA Board Chair and CEO, and facilitator/consultant Mary Morten. Target to develop formal recommendation for review at March 2020 Board Meeting.
GNMTF Chronology – cont’d

**March 2020**
GNMTF requests extension to address complexities of gender and diversity/equity/inclusion. Expectation was to provide update to local associations at June 2020 LCBI. Formal proposed bylaws amendments targeted for June 2020 YWCA USA Annual Business meeting.

**COVID! GNMTF work pauses due to emphasis on addressing critical network needs.**

**September 2020**
YWCA USA Bylaws, Section 4 (j), in which membership and single gender governance, is reviewed by GNMTF, which recommends that, “Individual Membership in Local Associations” be removed from local association standards in the bylaws. Recommendation contingent upon codifying policy that will ratify YWCA USA and local associations as anti-racist organizations.

GNMTF, along with the YWCA USA BOD, to propose policy language to ensure that the removal of Section 4 (j) from the bylaws works in concert with a strengthened commitment to racial justice.
GNMTF Chronology – cont’d

September 2020 - cont’d
GNMTF recommendation would:
- allow local associations to determine the gender composition of their respective boards while codifying the importance of both racial diversity and women’s leadership at the board level;
- remove association individual membership requirements, which no longer apply to many local associations.

YWCA USA BOD approves GNMTF recommendation

Sep 2020 – April 2021, GNMTF drafts bylaws language, which goes through extensive legal review. Proposed bylaws changes to be submitted for vote at June 2021 YWCA USA Business Meeting.

April 2021
YWCA USA outside legal counsel (K&L Gates) and YWCA USA outline all proposed bylaw amendments and the rationale for each (content was later provided to local associations). GNMTF reviewed and approved the proposed amendments related to its scope of work and recommended them to the Governance Committee.
GNMTF Chronology – cont’d

April 2021 – cont’d
Upon recommendation of the Governance Committee, the YWCA USA BOD unanimously approved all proposed amendments to the bylaws (which included additional proposed amendments to the bylaws beyond the scope of GNMTF). Local Associations to vote on the proposed amendments to take place at YWCA Annual Business Meeting on June 25, 2021.

May – June 2021
Roundtables of multiple zones conducted from May 20 – June 1.
• Materials provided: Memorandum outlining the Proposed Bylaws Amendments and Frequently Asked Questions.

In response to feedback from local associations, the decision was made to postpone the vote on the proposed bylaws amendments until January 2022.
GNMTF – Personal Pronouns

Personal Pronouns

- GNMTF considered evolving definitions of gender
  - Pew Research – GNMTF reviewed 2019 data; updated 2021 data shows continued evolution
    - [https://www.pewresearch.org/fact-tank/2019/09/05/gender-neutral-pronouns/](https://www.pewresearch.org/fact-tank/2019/09/05/gender-neutral-pronouns/)
GNMTF – Personal Pronouns – cont’d

GNTF considered discrimination and challenges experienced by transgender/non-binary people

<table>
<thead>
<tr>
<th>Morten Group report: your efforts at YWCA can make things better</th>
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<tbody>
<tr>
<td><strong>high unemployment</strong></td>
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<td>4x the national unemployment rate for transgender and gender non-conforming people of color</td>
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<tr>
<td><strong>near universal harassment on the job</strong></td>
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<td>90% reported experiencing harassment or mistreatment on the job or took actions to avoid it.</td>
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<td><strong>considerable loss of jobs and careers</strong></td>
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<td>47% had experienced being fired, not hired, or denied a promotion because of being transgender and gender non-conforming</td>
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<td><strong>large majorities attempted to avoid discrimination</strong></td>
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<td>Hiding their gender or gender transition (71%) or delaying their gender transition (57%).</td>
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<td><strong>job performance improved</strong></td>
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<td>78% of those who transitioned while working reported that they felt more comfortable at work</td>
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<td><strong>access to restrooms appropriate to gender identities</strong></td>
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<td>86% of those who have not lost a job due to bias were able to access appropriate restrooms at work; 14% were denied access.</td>
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In the proposed bylaws changes, a section was added to YWCA USA bylaws to include language that addresses YWCA’s approach to gender and non-binary individuals.
"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."

Dorothy Height

*Open Wide the Freedom Gates*
Racial Justice

GNTF proposed changes to strengthen the anti-racism language in the bylaws. Shannon Isom, GNTF chair, made the initial recommendation to the GNTF and, subsequently, to the YWCA USA Board, as follows:

**Additional YWCA Bylaws Changes Recommendation – Commitment to Racial Justice**

**YWCA’s Mission to Eliminate Racism - edited from persimmon paper**

Our mission’s commitment to eliminate racism is the direct result of our historical struggle to become an anti-racist and inclusive organization, at all levels of leadership and service. Our story is one of women recognizing that it is impossible to empower all women without also addressing institutional and structural racism.

Despite persistent social, political, and environmental inequities and our development as a women’s social justice movement with a commitment to racial justice, in 2021 there are those who question the relevance of focusing on issues of race and racism.

**YWCA’s Vision for the Future State - from SBP**

Create a world where all women and girls, especially women and girls of color, are free from racism and sexism, experience justice and equity, and are able to thrive.
Racial Justice – cont’d

Additional YWCA Bylaws Changes Recommendation – Commitment to Racial Justice – cont’d

*In a racist society, it is not enough to be non-racist, we must be antiracist.* ~ Angela Davis

**What is Antiracism?**
Antiracism 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.

*Picture credit: Stanford University – Anti-Racism Toolkit*
Racial Justice - cont’d

Additional YWCA Bylaws Changes Recommendation – Commitment to Racial Justice – cont’d

What it means to be an Anti-Racist, Inclusive Organization:
1) An organization implementing 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.
2) An organization actively seeking the transformation of its organizational policies and practices, to foster the involvement and success of those who have been excluded or marginalized.

Centering Anti-Racism:
1) 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.
2) Centering anti-racism as a governing body, means making intentional decisions in governance, operating and fiscal stewardship that disrupts cycles of oppression and moves towards racial equity.
Racial Justice – cont’d

Additional YWCA Bylaws Changes Recommendation – Commitment to Racial Justice – cont’d

Bylaws Change Recommendation:
The GNTF recommends that YWCA USA Board of Directors approves edits to:
1) Section III.A.4.b - adding language to explicitly name YWCA as an Anti-Racist organization as it relates to Local Association and Board commitment to racial justice work in support of the mission to the above section.
2) Section III.A.4.j – adding language to define “uphold the mission”

These recommendations were approved by the YWCA USA Board as part of the proposed Bylaws changes.
Other Key Proposed Bylaws Amendments

**Membership**
- Removes requirement that local associations have membership, while preserving membership as a local association decision, and to provide for local associations that are governed by a board of directors. Matters that require local association vote will be cast by local association voting representatives, at least one of whom is a volunteer. Local association attendance at YWCA USA Board meetings is open to local association representatives.

**Diversity**
- Broaden diversity categories and ensure local association diversity policies and practices and YWCA Board nomination and election process are consistent with YWCA mission.

**YWCA Mission**
- Mission adherence reinforced in local association programming, membership, and governance and in nominations to YWCA USA Board
- Provides for removal of YWCA Director or Officer and Termination of Local Association Membership if actions taken that are contrary to mission of, or injurious to, YWCA.
  - For protection of entire network (USA and local associations)
  - Process to be defined in policy to follow
Voting Process

Key Steps - Special Meeting for Vote on Proposed Bylaws
Each amendment must be approved by at least two-thirds (2/3) of Local Associations at a Special Meeting on Wednesday January 19, 2022.

Following timeline is based on requirements of current YWCA USA Bylaws:
- **Tues, November 30, 2021** - Provide notice of January 19, 2022 meeting
- **Wed, December 8, 2021** - Distribute Annual Business Meeting packet
  (voting delegate form, proxy authorization form, voting procedures, FAQ, copy of Bylaws change slate, standing rules, meeting link)
- **Monday, January 10, 2022** - Deadline to submit voting delegate and proxy forms / Ensure quorum / Voting Open

- *Regular follow-up and reminder emails throughout this period*

- **Wed, January 19, 2022** – Special Meeting
Next Steps

Your feedback, questions, and concerns are welcome.

Please use any of the following or let us know if there’s another way that works best for you:

- Your Director of Member Services
- Zone meetings – October & November
- Roundtables Panel Discussions with YWCA USA Board Chair and Interim CEO, Chair of GNTF, and Legal counsel – register through links below:
  - November 1, 3 pm ET: Register Here
  - November 2, 3 pm ET: Register Here
  - November 4, 3 pm ET: Register Here
- Individual Office Hours – register through links below:
  - November 8, 4 pm ET: Register Here
  - November 9, 3 pm ET: Register Here
  - November 10, 3 pm ET: Register Here
- Email: CEO1@ywca.org
Supplementary Materials

I. Proposed Bylaws Amendments by Chronological Order
II. Proposed Bylaws Amendments by Area
   (Both included in following pages for easy reference)
 III. Gender Neutral and Membership Taskforce Overview
 IV. Gender Neutral Taskforce Application
 V. Gender Neutral Taskforce Member List
 VI. YWCA USA Gender Inclusion Research Summary – Morten Group
 VII. YWCA USA Single Gender Policy – Morten Group
 VIII. YWCA USA Maintaining the Single Gender Policy – Morten Group
 IX. YWCA USA Points on Single Gender Bylaws Risk – K&L Gates
Proposed Bylaws Amendments by Chronological Order

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.
I. Proposed Bylaws Amendments by Chronological Order—cont.

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.
I. Proposed Bylaws Amendments by Chronological Order—cont.

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

Proposed Bylaws Amendment 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.
I. Proposed Bylaws Amendments by Chronological Order—cont.

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.
II. Proposed Bylaws Amendments by Area

Local Associations & Anti-racism Work

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.

Local Associations & Single Gender

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 YWCA mission.
II. Proposed Bylaws Amendments by Area—cont.

Local Associations & Membership Related Matters

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

**Diversity—Local Associations & YWCA Board**

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. 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.
II. Proposed Bylaws Amendments by Area—cont.

Other

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.

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II. Proposed Bylaws Amendments by Area—cont.

**Other—Continued**

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

*Proposed Bylaws Amendment No. 13:* Section XVII is added to reflect YWCA’s approach to gender and non-binary individuals.
Thank you for Your Feedback, Dedication, & Honesty!