



**YWCA USA, INC.**  
**BYLAWS FAQs AFTER GENDER NEUTRALITY AMENDMENT**  
**DATE: SEPTEMBER 7, 2022**

1. What is the current status of the Bylaws of YWCA USA, Inc. (YWCA Bylaws)?

The YWCA Bylaws were amended at the YWCA USA, Inc. (YWCA) Special Meeting of Local Associations held on January 19, 2022, at which the Local Associations adopted amendments relating to anti-racism, diversity, the permissibility of directorships and certain other matters. Several months later, at the YWCA Annual Business Meeting on June 11, 2022, the Local Associations voted to amend the YWCA Bylaws further to provide for gender-neutral membership and governance at Local Associations. Summarized below are the amendments made at both meetings:

- Amendment No. 1: Section III.A.4.b was revised to (i) expressly include text of mission statement as reminder to Local Associations and (ii) clarify that Local Associations' programming and advocacy must include anti-racism work.
- Amendment No. 2: Section III.A.4.c was revised to state explicitly that the commitment to diversity at the Local Association level is intended to promote YWCA's mission.
- Amendment No. 3: Section III.A.4.j was revised to (i) remove single-gender membership, voting and governance provisions for Local Associations and (ii) provide for gender-neutral membership and governance at Local Associations, while preserving the ability of Local Associations, if determined within their reasonable discretion, to reserve governance roles solely for persons who identify as female, including transgender women and those who identify as non-binary or gender non-conforming, and who subscribe to and uphold the mission of YWCA. See Questions 2-12 below for additional information on this amendment.
- Amendment No. 4: Section III.B.5 was revised to reflect that many Local Associations do not have individual members, so votes at YWCA's annual meeting will be cast by Local Association representatives.
- Amendment No. 5: Section IV.C.3, which addresses diversity at the YWCA Board of Directors (YWCA Board), was revised to state explicitly that the commitment to diversity at the YWCA Board level is intended to promote YWCA's mission.

- Amendment No. 6: Section IV.D.1, which addresses YWCA Board commitment to mission programming, was revised to expressly include text of mission statement.
- Amendments No. 7 & 12: Section IV.E.4 and Section VI.K were revised to reflect that many Local Associations do not have individual members.
- Amendments No. 8 & No. 9: Sections IV.E.8 and IV.E.9 were 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.
- Amendment No. 10: Section VI.B.3, which addresses nominations for the YWCA Board, was 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.
- Amendment No. 11: Section VI.C was revised to permit individuals who are not directors to serve on the Finance Committee.
- Amendment No. 13: Section XVII was added to reflect YWCA's approach to gender and non-binary individuals.

2. Are the YWCA Bylaws now gender neutral?

Yes, but Local Associations may decide to reserve governance roles at their associations for persons who identify as female. At the YWCA Annual Business Meeting on June 11, 2022, Local Associations voted to amend the YWCA Bylaws to provide for gender-neutral membership and governance at Local Associations, while preserving the ability of Local Associations, if determined within their reasonable discretion, to reserve governance roles solely for persons who identify as female, including transgender women and those who identify as non-binary or gender non-conforming, and who subscribe to and uphold the mission of YWCA.

3. What is the current text of the section of the YWCA Bylaws relating to gender neutrality?

Section III.A.4.j of the YWCA Bylaws (GN Bylaw) now reads in its entirety:

Membership in and Governance of Local Associations. Each Local Association may have membership, which is available to any person who subscribes to and upholds the mission of YWCA. No person who subscribes to and upholds the mission of YWCA shall be excluded from such Local Association membership, nor shall such person be otherwise discriminated against within the Local Association. Voting privileges and governance roles at each Local Association shall be reserved solely for persons who subscribe to and uphold the mission of YWCA. At each Local Association's reasonable discretion, and consistent with the mission of YWCA, governance roles at the Local Association may be reserved solely for persons who identify as female, including transgender women and those who identify as non-binary or gender non-conforming, and who subscribe to and uphold the mission of YWCA.

The text of Section III.A.4.j, specifically the last sentence above (Governance Provision), incorporates the language jointly proposed by YWCA Kalamazoo and YWCA Central Massachusetts. It allows Local Associations to choose, in certain circumstances and while exercising their reasonable discretion, to reserve governance roles solely for persons identifying as female.

4. What does “governance roles” mean in the context of the Governance Provision?

“Governance roles” refers to the role of a director at a Local Association. Said another way, it refers to members of the Local Association’s board of directors. The Governance Provision allows each Local Association’s board of directors, in the exercise of its fiduciary duties, to determine that the association will be best served by reserving director roles solely for persons identifying as female and who subscribe to the mission of YWCA. The Governance Provision does not apply to membership in a Local Association, meaning that for Local Associations that have membership, membership is available to all persons who subscribe to and uphold the YWCA mission, regardless of gender identity. Similarly, it does not apply to officer positions at Local Associations that are open to persons that are not directors, such as the role of Executive Director.

5. Does this mean that Local Associations will no longer need to petition YWCA to have general-neutral membership and governance?

Correct. The gender-neutral petition process is no longer necessary and is terminated.

6. Does this mean that Local Associations must add men to their boards?

No. The GN Bylaw enables Local Associations to consider, and if determined appropriate by the Local Association, appoint or elect, individuals who are not female or do not identify as female 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 GN Bylaw requires that 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.

It is the responsibility of each Local Association’s board of directors to exercise its fiduciary duties to determine which director candidates will best serve the needs of that particular Local Association. Recognizing the autonomy of each Local Association and that each Local Association best knows its needs and community, YWCA will not provide recommendations to any Local Association on how it chooses its directors, including on the overall composition of its board of directors or the advisability of selecting or nominating any particular director candidate.

7. Does this mean that YWCA plans to add men to the YWCA Board?

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

8. Does the elimination of single-gender governance represent a change in YWCA's position on women's leadership, especially for BIPOC?

No. The GN Bylaw does not represent any change in YWCA's commitment to women's leadership, especially for individuals who identify as BIPOC. More than ever, YWCA remains steadfast in commitment to the intersectional mission of eliminating racism and empowering women.

9. Can Local Associations keep individual membership and how does the GN Bylaw affect Local Associations that have individual membership? Or that are directorships?

Yes, Local Associations can retain individual memberships.

Local Associations currently operate under one of two models: (a) a membership model, where the Local Association has individual members who elect the Local Association board of directors (Membership Association) or (b) a directorship model, where the Local Association does not have individual membership, and the board of directors elects new directors (Directorship Association). The GN Bylaw recognizes these models and no longer requires Local Associations to have individual membership. It permits, but does not require, individual membership.

10. Do Local Associations need to take any action to implement the GN Bylaw?

Yes. Local Associations must review their bylaws to consider whether revisions are necessary for consistency with the GN Bylaw. YWCA anticipates that most Local Associations will need to revise their bylaws. To assist in this effort, YWCA prepared for Local Association consideration (a) a list of suggested revisions to Local Association bylaws for compliance with the GN Bylaw and other key governance matters and (b) two separate bylaws templates, one for Membership Associations and one for Directorship Associations. Each of those documents is available on the YWCA intranet.

While YWCA is providing these documents to Local Associations for their convenience, it does not direct or determine the governance of autonomous Local Associations. Each Local Association is strongly advised to consult with its own legal counsel prior to bylaw adoption to assure that revisions are consistent with its state's nonprofit statutes and may also want to consult regarding other governance practices. YWCA is not providing legal advice to Local Associations and does not guarantee that the documents are complete nor that they comply with all applicable laws and regulations.

11. By when must Local Associations revise their bylaws for consistency with the YWCA Bylaws?

YWCA understands that Local Associations will need time to consider revisions to their bylaws for consistency

with the YWCA Bylaws. YWCA expects all Local Associations to have revised their bylaws by **June 21, 2024** to comply with the YWCA Bylaws. YWCA will assess compliance by Local Associations through its Standards and Outcomes process that may include noncompliance fines, and in extreme cases, disaffiliation procedures.

It is YWCA's objective to support and retain all Local Associations when revising their bylaws to implement gender-neutral membership and governance. The YWCA Member Services Department will work with Local Associations to address any related questions or challenges they may encounter.

12. What other support will YWCA offer Local Associations as they revise their bylaws?

In addition to providing a list of suggested bylaws revisions and bylaws templates, YWCA will offer the following support and resources to Local Associations:

- Suggested talking points and support for discussions with staff and key constituents, as needed
- Suggested preparation to handle any public communications, as needed
- Guidance and linkages to best practice around governance and operationalizing equity within governing structures

13. How does the Membership Agreement interact with the YWCA Bylaws?

A revised Membership Agreement will come before the entire YWCA network for signature in the fall 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 continue to host meetings to discuss the agreement and the exhibits. See Question 14 for additional information.

14. What is the Trademark License Agreement and how does it interact with the Membership Agreement?

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 YWCA Bylaws do not require or ask Local Associations to approve the Trademark License Agreement. In the fall 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.