

The Reorganization of the YWCA of the USA
1998 – 2002

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Thesis Abstract: This thesis is the first written chronology of the large-scale change process that the YWCA of the USA went through between 1998 and 2002. It details the three distinct phases of the massive reorganization of the national YWCA (the Change Initiative, the Transition Phase and the final Reorganization phase) and identifies the significant outcomes of the change process: a radically restructured governance model that requires national board members to remain active at the local level, new affiliation requirements for local associations which include a Hallmark Programs (racial justice and economic advancement of women) requirement, the implementation of regional councils that assume responsibility for local capacity building, a significantly down-sized/right-sized National office, and a re-instated emphasis on the role of advocacy at the national, regional, state and local levels.

The second part of the thesis is an analysis, which compares the YWCA change process with organizational change theory as detailed by several authors.

This thesis suggests that the change process accomplished the primary goals that had been identified by key stakeholders as desired outcomes of the reorganization: it brought into being a representative and responsive national governance body; it reinstated the authority and decision-making impact of local associations within the national structure; it strengthened support systems available to local YWCAs; it created a structure that has strengthened the collective nature, identity and power of the YWCA movement; and it has committed to continuously re-creating itself by involving young people in shaping its future.

The documents (some whole, some excerpts) most central to the change process have been included in the Appendices. As part of the research project related to this thesis, the author compiled substantive documents related to the change process and submitted them to the National Office of the YWCA of the USA in Washington, D.C.

Author's Note: What follows is the first written chronology of the large-scale change process that the YWCA of the USA went through between 1998 and 2002. Sources for the chronology include the author's personal experience as well as the minutes and supporting documents of:

- the Change Initiative Steering Committee (December 1998 – September 2000),
- the Open Space Event held in Dallas in October 1999,
- the Accelerated Solutions Environment Event held in Dallas in August 2000,
- the Special National Convention of the YWCA of the USA held in Dallas in September 2000,
- the weekly Progress Reports made on the *Steps to Absolute Change* Implementation Plan (also known as the Monday Mailings),
- the Transition Team Steering Committee (September 2000 – July 2001),
- the National Convention of the YWCA of the USA held in Albuquerque, New Mexico in July 2001,
- the Reorganization Task Force (July 2001 – June 2002),
- the Referendum on the Reorganization of the YWCA of the USA (May 2002),
- and the minutes of the first meeting of the newly constituted National Coordinating Board of the YWCA of the USA in June 2002.

As part of this research project, the author has compiled all of these documents and has submitted them to the National Office of the YWCA of the USA in Washington, D.C. Eventually, they are likely to be added to the archives of the YWCA of the USA housed at Smith College.

The documents (some whole, some excerpts) most central to the change process have been included in the Appendices of this thesis.

The format of this thesis is a departure from the normal format in that the first part is the creation of the historical document of the change process and the second part is an analysis, which compares the YWCA change process with organizational change theory as detailed by several authors.

Prelude

In February 1998, the Board of Directors of the National Association of YWCA Executives (NAYE) met to plan its annual conference. But members of the Board were preoccupied with ideas other than what might be the best topics for the upcoming conference to be held in Pittsburgh in July. In fact, they had grave concerns about the viability of the YWCA movement, and these concerns were well founded:

- The number of local YWCAs had decreased by nearly 60% in the last 25 years, with a decrease in the last four years of more than 22%. This decline was due to two primary factors: bankruptcy which forced YWCAs to go out of business, and disaffiliation with the national organization, most often by the action of the National Board but occasionally by the action of local boards that no longer wished to remain a YWCA.
- Of the 300 existing YWCAs only 45% were in good standing with affiliation requirements of the National Board.
- Over 50% of existing associations were running sizable operating deficits.

As disturbing as the above facts were, what was of equal concern was the increasing feeling of alienation and “disconnect” between the staff and volunteers of local YWCAs and the National Office/National Board. The National Board and Office were not unaware of these dynamics. In fact, they had commissioned eight reports/studies over the last six years to address the declining condition of the YWCA movement. They had authorized invading unrestricted endowment funds to spend over 12 million dollars to launch a “Strategic Initiative” and other initiatives meant to serve as a corrective course of action. Yet there was little sign of a turnaround to what seemed to be a death spiral.

A person who had closely studied the trends of the YWCA over the last ten years, the Executive Director of the YWCA Retirement Fund, was heard to comment: “The YWCA of the USA is a profile of a dying organization.” (Elizabeth Clark, October 1998) That observation, NAYE Board members came to discover, was a shared belief among them, and became their basis for a plan.

NAYE had been established in 1985 by a group of YW executive directors. Its primary purpose was to promote the professional development of YW executives, but its original charter listed a second purpose as well: to address concerns of a national nature. (NAYE By-laws) Because it wanted to keep a strong emphasis on professional development and not have its energies constantly diverted into political battles, it rarely acted on the second purpose. In fact, it was intentionally careful to *not* get into the political fray of things on a regular basis. But Board members had a developing sense that now was the time to take action on “concerns of a national nature.”

The NAYE Board decided to host an open forum prior to the start of the upcoming National Convention (July 1998). Delegates and visitors to the convention would be invited to attend a discussion that would be professionally facilitated and that would pose one essential question: What kind of change do the present circumstances call for: incremental or radical? A notice was sent out to all associations indicating that an open forum would be held the evening prior to the opening day of the convention. NAYE Board members estimated that about 200 people might attend (based on their normal

participation rate of 100 of the 300 executive directors). They booked a room at the convention hotel, hired a professional facilitator, and wondered if anyone would attend. That evening, over 450 individuals packed into the room that had been set up for a little more than 200 people. Additional chairs were brought in and people stood in every available space along the sides and back of the room. NAYE Board members welcomed the attendees and explained the purpose of the forum: to discern whether the general sentiment of the group favored incremental change (as in a new strategic plan) or whether more dramatic change was needed (as in a significant restructuring of the organization).

The facilitator invited those who wished to express their opinions to line up at the two microphones that had been placed in the aisles. Speakers were asked to identify themselves, their association and state, and keep their remarks to about two minutes. Instantly two long lines formed and people began to speak. Most told of how their associations were, or had been, facing difficult circumstances and when they turned to the National Office for assistance, they received little to no help. Occasionally, someone spoke of how helpful the National Office had been, but of how their association continues to struggle. Many National Board members were in attendance and several spoke of their efforts to create a more responsive national organization. The National CEO spoke of how the recently launched Strategic Initiative would turn things around, for the better. (Transcript of pre-convention forum in Pittsburgh July 1998, commissioned by the National Association of YWCA Executives)

After about an hour and a half of comments, the facilitator said it was time to take a straw vote. Individuals had three options: to vote for incremental change (essentially to have a more effective strategic plan for the organization), to vote for radical, systemic change (to consider major restructuring of the organization), or to vote indicating that more information was needed about the two options before a determination could be made as to which was the most appropriate course of action. The facilitator asked those who favored radical change to either raise their hands or stand. Instantaneously, about 90% of the room rose to their feet. They were asked to sit down. Then those who favored incremental change were asked to raise their hands or stand and about 30 individuals stood (many of whom were the existing National Board and staff). Finally, about a dozen individuals stood to indicate that they needed more information before forming an opinion.

NAYE Board members had developed a plan in the event that the straw vote mirrored their own beliefs. They recommended that the NAYE Board launch a steering committee that would oversee the design of a change initiative. They offered the following guiding principles for the change process:

- Commitment to the YWCA mission and national movement would be unwavering;
- The change process would be ethical, inclusive and respect diversity;
- Through the change process, the role of local associations in the national structure would be valued and strengthened;
- Open and honest communication would be adhered to;

- The leadership of the change process would be responsive and responsible; and
- An outcome of the process would be the development of efficient and representative governance for the national organization.

Participants in the forum requested that three other principles be added:

- The YWCA of the USA's work with the World YWCA would be continued;
- Student associations would be included in the change process; and
- The change process would be designed to promote the collective power of the national YWCA movement.

(Transcript of forum)

The facilitator asked attendees of the forum to indicate their support for the formation of a 15-member steering committee and for the guiding principles by standing. An overwhelming majority of individuals stood. Then those who had not indicated their belief in the necessity for radical, systemic change were asked to stand and the facilitator asked those standing to sit if they would be willing to refrain from sabotaging the change process. Of the 20 – 30 who were standing, all sat. The facilitator concluded the forum by emphasizing how important it would be for everyone to work together to bring about the needed changes. She emphasized to those who did not share the belief in radical change that it was important that they not actively work to sabotage change efforts; they need not be active in bringing about change, but they must not try to block what so many have embraced as a door to the future for the national organization. (Transcript of forum)

In addition to the forum initiated by the NAYE, other events had been serving as prelude to the massive change effort that was about to be undertaken by YWCAs across the country. One such dynamic, that in many ways foreshadowed what was to happen on a large scale, was the formation of the Great Lakes Alliance. In the fall of 1997, a group of YW executives from the states of Illinois, Indiana, Michigan and Ohio decided to get together to talk about the deep dissatisfaction they felt with the national organization.

The current national structure was comprised of local associations that were affiliated with the national organization, the YWCA of the USA. While not a formal part of the organizational structure, many states had formed state councils (local associations within a particular state) and state council meetings were typically the only time YWs gathered together except for the national convention, which was held every three years. The activity level of state councils varied greatly, from very active to nonexistent.

The meeting held in the fall of 1997 in Fort Wayne, Indiana was to be a multi-state gathering, involving the state councils of Illinois, Indiana, Michigan and Ohio, and designed to leverage greater collective power than what was the norm. Attendees of the multi-state gathering decided to take action on several fronts, structural as well as political. In studying the existing constitution and by-laws that governed the YWCA of the USA, two items were identified as problematic to the optimum operation of the national organization: 1) only volunteers were eligible to serve on the National Board, i.e., no paid staff of local associations could serve on the board of the national organization; this was viewed as preventing the national decision-making entity from

having a fully informed and inclusive body, which was believed to be inconsistent with the basic purpose of the YWCA movement, namely, empowerment; and 2) structural change of any substance typically took nine years to implement (three convention cycles). Two additional items were identified as priorities by the multi-state gathering: the total lack of customer orientation by the national office toward local associations, and the national dues structure. At the conclusion of the multi-state gathering, task forces were formed to accomplish three things: 1) to demand a meeting with the National Board President and National CEO to address customer service issues; 2) to develop a proposal for the dues structure that would be an alternative to that which was being proposed by the National Board (this was one of the primary items on the upcoming national convention agenda); and 3) to begin the process for eliminating the categorical exclusion of paid local staff from serving on the national decision-making body (National Board).

Associations from Illinois, Indiana, Michigan and Ohio continued to meet in preparation for the 1998 National Convention. They were soon joined by associations in Wisconsin and the local association in St. Louis, Missouri who had heard about the multi-state gathering and asked to join the collective efforts. Participants of the first multi-state gathering accomplished three of their goals. The National CEO and National Board President agreed to meet with participants and attended a session (in Fort Wayne, chosen for its centrality) that focused on customer service concerns. Two resolutions, drafted by participants, were accepted by the Resolutions Committee for consideration at the 1998 National Convention: one addressing the removal of the categorical exclusion of paid

local staff from National Board service, and one that proposed an alternative dues formula to that being advanced by the National Board.

Two other alternative dues proposals were also accepted by the Resolutions Committee for convention consideration, one from Tulsa, Oklahoma and one from San Deigo, California. The Michigan Council, which had taken the lead for the multi-state gathering on the formulation of the dues proposal contacted Tulsa and San Deigo and proposed that one alternative proposal be advanced rather than ask convention delegates to consider three different alternatives. Michigan, Tulsa and San Deigo all agreed to step back from their individual proposals and study which one might have the greatest chance at success. The Michigan proposal was deemed to be the proposal that was most likely to generate the greatest support. Tulsa and San Deigo agreed that they would withdraw their proposals in order to support the Michigan proposal.

During the 1998 National Convention, members of the multi-state gathering and delegates from Tulsa and San Deigo attended state and regional caucuses to advocate for adoption of the Michigan alternative dues proposal. When the vote came, the Michigan proposal was adopted by a strong majority of convention delegates. While the resolution permitting YWCA local staff from serving on the National Board was defeated, members of the multi-state gathering had discovered the difference their collective power could make, and decided after the convention to continue to meet as the Great Lakes Alliance (GLA), pledging to work together to bring about the transformational changes they believed were fundamental to the survival of the YWCA movement. Attendance at

subsequent meetings grew and strategic relationships among the five states deepened. The isolation and frustration that so many had given voice to at the open forum sponsored by NAYE had become mitigated for those who had become involved in the GLA. Members of the GLA had learned first-hand the benefits of leveraging their power collectively. The strategic relationships that developed out of the multi-state gathering and subsequent convention action, and out of the NAYE Board and membership, were to strengthen and expand over the course of the next four years and often provided the tenacity needed to withstand the strong resistance to change that was to manifest itself.

The Change Initiative Steering Committee

After convention (in August 1998) a survey was sent to all YWCAs (approximately 310) and to the National CEO and National Board members (about 35) asking how they would like to be involved in the Change Initiative and asking for recommendations to be considered for the steering committee and as potential change management consultants. More than 100 surveys were returned. 72 individuals were recommended for the steering committee; 19 consultants were suggested. (Minutes of the December 1998 Change Initiative Steering Committee meeting)

The NAYE Board met in September 1998 in Cleveland, Ohio with the sole purpose of launching the Change Initiative. The Board had determined that its role was to serve as a catalyst to begin the change process, but that the change process would not be controlled by NAYE. It declared its commitment to select the steering committee, to provide the charge and parameters to the steering committee, to help raise funds, to maintain fiscal

responsibility, and to support the steering committee's work and the implementation plan. The charge given to the steering committee was: "Building on the guiding principles presented at the July 21st forum, the steering committee will guide the process to design a new organizational structure for the YWCA of the USA and create a plan for approval and implementation." Specifically, the steering committee was to:

- Develop a budget and timeline
- Hire a consultant to guide the process
- Hold its initial meeting as soon as possible
- Set ground rules for meetings
- Communicate regularly with all stakeholders
- Review previous strategic plans and studies commissioned by the National Board
- Strive to complete the process in 12 – 18 months

(Minutes of the NAYE September 1998 Board meeting)

Fifteen members were to be selected to serve on the Change Initiative steering committee: ten of whom had a local perspective, five of whom were part of the existing national power structure. Those with a local perspective were to be representative of the diversity of local associations. Among the considerations used to identify potential committee members were: geography (regional representation), (budget) size of associations, rural/suburban/metropolitan diversity, racial/ethnic, age and sexual orientation diversity, and staff and volunteer perspectives. Other criteria included: had a circle of influence that extended to others throughout the YWCA, had established

reputation for integrity and objectivity, and had a strong track record of respected leadership. Over the course of two days, the NAYE Board members reviewed the recommendations that came forward from the surveys and selected the 10 “local” people to serve on the steering committee. (Minutes of the September 1998 NAYE Board meeting) The National CEO and Board President were also invited to serve and were asked to nominate three existing National Board members to serve. The members of the steering committee were: Rita Brown (White Plains/Westchester, NY), Celia Crossley (Columbus, OH and National Board member), Myrna Deckert (El Paso, TX), Diane Dillon-Ridgley (New York , NY and former National Board member), Margot Graettinger (Wilmette, IL), Tina Herrera (Montara, CA and National Board member), Kathi McClanahan Horton (Flint, MI), Alexine Clement Jackson (Potomac, MD and National Board President), Janet Marcotte (Tucson, AZ), Prema Mathai-Davis (New York, NY and National CEO), Audrey Peoples (Chicago, IL), Kay Philips (Palo Alto, CA), Pam Pollock (New Bedford, MA), Antonieta Ramos (Pinole, CA), and Waltye Rasulala (Cary, NC).

The NAYE Board also knew that another critical decision was to choose the right person to chair the steering committee. The person needed to have a long and rich history with the YWCA, as well as an indisputable reputation for personal integrity and dedication to the YWCA movement. The Board felt that one person was a stand-out: Myrna Deckert, Executive Director of the YWCA of El Paso Del Norte Region. Myrna was asked by NAYE President, Janet Marcotte to serve as chair of the steering committee. She agreed to serve as acting chair for the first meeting of the steering committee, at which point she

believed the committee as a whole should select its chair. At the first meeting, the committee unanimously elected Myrna Deckert as chair. (Minutes of the December 1998 Change Initiative Steering Committee meeting)

The first Change Initiative steering committee meeting was held in El Paso, Texas on December 15 and 16, 1998. The purpose of the first meeting was to review the guiding principles established at the open forum, to identify key issues and barriers, to review the conclusions of previous reports/plans commissioned by the National Board, to develop a communication plan, and to establish an initial timeline.

In reviewing the guiding principles, the steering committee decided to alter one and to add one. The consensus of the steering committee was that the principle on including student associations was too narrow and needed to be reworded to be more expansive. It was restated to say: Intentionally involve women of all ages in the change process. The committee also decided to add: Ensure fiscal responsibility throughout the change process.

Consensus was reached on two other dynamics that would guide the process. First, the process would be designed to be highly inclusive and to allow everyone to participate in shaping the future organizational structure. That is, the primary responsibility of the steering committee would not be to produce the specific outcomes of the change process; rather, the role of the steering committee would be to design processes that facilitated the involvement of all stakeholders who would fashion the outcomes. As a corollary to this,

the committee determined that all of its meetings would be open and publicized so all interested parties could attend. Second, even though the ultimate outcome of the change process had been identified as deep systemic change, committee members agreed that the process should attempt to create a seamless transition from present structures to future structures. This goal was seen by committee members to have two specific ramifications: those who were in power positions within the current structure would be afforded opportunities to participate in the reinvention of the organization; and, while establishing a new, separate entity from the YWCA of the USA was always a possibility, the change process would work to keep the overall entity of the YWCA of the USA in tact and to prevent schism.

Another outcome of the first steering committee meeting was to issue a Request for Proposal to organizational development specialists to assist with the change process. Committee members realized the scope of the work required professional guidance. In addition, committee members decided on some actions to develop the funds that would be needed to sustain the change effort. They recognized that they would need to be personally responsible for raising the needed funds and that funds would need to be acquired in a fashion that would support the independence of the change process from the current national organizational structure. All local associations would be asked to make a voluntary contribution to the effort, personal solicitations would be made to those with strong YWCA roots, and foundations would be approached for support. The NAYE Board had made an initial commitment of \$7,500 and NAYE Board members had been

asked to secure a minimum of \$2,000 from each of their local associations. The NAYE leveraged funds enabled the change efforts to begin immediately.

The second meeting of the steering committee took place in Phoenix, Arizona on February 27, 28 and March 1, 1999. Phoenix was chosen because the National Board was meeting there at the same time and the committee had requested to make a presentation to the National Board to promote an accurate understanding of the scope of the Change Initiative. A presentation was made and a lengthy discussion ensued. Many National Board members articulated a fundamental discomfort with a change initiative that was, in their view, outside the purview of the official decision-making structure (the National Board).

The primary purpose of the February meeting was to select a change management consultant. Request For Proposals (RFP) had been mailed to 12 consultants; five full proposals were received and two had been selected for interviews. Dianna Old of the Rae Group in Ann Arbor, Michigan and Harrison Owen of Potomac, Maryland presented approaches for the committee to consider. Old's approach relied heavily on her team of consultants working with a YW leadership group "to navigate the path" to the desired organizational change. Owen, the originator of the Open Space event, recommended that as a first step the steering committee conduct an Open Space session that would identify the top priorities that stakeholders had in their minds and hearts, and these priorities would then shape the balance of the process. Owen's fluid, open and inclusive approach deeply resonated with the steering committee.

Open Space

The committee contracted with Owen to conduct an Open Space meeting in Dallas in October 1999. They met in Chicago on April 17 and 18, 1999 with Owen to plan the details of the Open Space meeting.

In June 1999, the President of the National Board and the National CEO resigned from the Change Initiative steering committee, declaring a conflict of interest based on “the role and responsibilities of the National Board as established by the Constitution.” While no longer serving on the steering committee, they did remain in communication with the committee and made plans to attend the Open Space meeting.

The Open Space meeting was widely publicized to all local associations. All executive directors and local board presidents (or other local board members and staff) were strongly encouraged to attend. The steering committee wanted to ensure that no association would be denied the opportunity to participate in the Open Space meeting due to lack of financial resources so they innovated a scholarship process that enabled associations that lacked the full financial resources to send representatives to be able to do so.

The Open Space experience is predicated on the belief that people achieve amazing results when priorities are articulated, and when individuals assume personal responsibility for bringing about the changes they desire. Owen’s role as facilitator was

to “keep the space open” so individuals could give voice to their passionate beliefs and so a positive approach to change would prevail (rather than a concentration on barriers/naysayers). Over 500 people came from across the country (representing more than two-thirds of existing YWCAs) to participate in the Open Space process. This was the largest non-convention gathering of YWCA volunteers and staff in the last several decades.

The first step of the Open Space process was to allow anyone to identify a priority in the YWCA that they cared deeply about and that they were willing to take personal responsibility for improving/changing. 86 individuals stepped forward and wrote out a priority on a piece of newsheet. Then all 500 participants were asked to choose one of the articulated priorities and to participate in break-out sessions. At the conclusion of the break-out sessions, a recorder from each group went to the computer lab that had been set up and input the data (thoughts and recommendations) around their issue. Overnight, the data was compiled into a working document and the next day all participants were given a copy to read. Then each participant was asked to go to the computer lab and vote (in rank order) for the top ten priorities they believed the change process should focus on.

The votes were tallied (Appendix B) and issues were identified in the following priority:

- 1) Governance/Structure of the National Organization
- 2) Survival of Local Associations
- 3) Racial Justice
- 4) Mission
- 5) Membership

- 6) Vision
- 7) Communication
- 8) Youth Leadership Development
- 9) Advocacy
- 10) Staff Development/Training
- 11) The World YWCA

Owen then asked the individuals who had initially brought forward the ideas whether they would be willing to serve in a leadership role in fleshing out how that idea should be shaped into the future YWCA. The individuals who agreed to carry forward the voted-upon priorities became known as the conveners of the Issue Groups. They agreed to meet with the steering committee to plan the next steps in the change process.

Issue Groups

All participants who attended Open Space were given the opportunity to become a part of the Issue Groups that were established. Communication went out to all associations summarizing the outcomes of Open Space and encouraging all interested parties to join the Issue Group of their choice. The steering committee budget was amended to authorize operating funds for each Issue Group. Issue Groups did the great majority of their communication via email augmented by phone conference calls.

When the steering committee and conveners met in December 1999, they decided that the focus of the Issue Groups would be to evolve components of a new operating model that would position the YWCA to thrive in the 21st century. They also decided that there were a few “land-mine” issues that should be set aside for later consideration. These issues were of such a significant value that they had the capacity to tear asunder the seamless transition the steering committee was trying to facilitate. It was believed that a new operating structure that allowed member associations to consider important items in a non-convention like format was desirable. Past experience had demonstrated that YWCA conventions rarely afforded a reasonable and dispassionate consideration of controversial matters. The complexity of the parliamentary procedures imposed by convention rules and the polarizing of opposite points of view often left convention delegates feeling powerless, frustrated and fractionalized. In subsequent meetings, several topics were identified that would await a more in-depth analysis at a later date in a format other than the norm of a national convention (These topics included: a considered name change from what many believed had become a misnomer, the Young Women’s Christian Association, and any re-wording of the adopted mission statement). Issue Groups would be free to develop perspectives on these issues, but they would be treated as background information and the conveners agreed that they would not bring forward specific recommendations related to these topics. It was believed that this would enable member associations to concentrate on creating the future, i.e., on designing the fundamental components of a new operating model, rather than focus on the past, dealing with items that had deep historical sentiments associated with them.

Another outcome of the steering committee and conveners meeting was the conviction that a special convention in the summer of 2000 was needed for member associations to consider the recommendations of the Issue Groups. The constitution of the YWCA of the USA had a provision for a special (extraordinary) convention, if convened by the National Board. The steering committee asked the National Board to call a special convention, and further requested an adjustment to the ordinary way of doing business. In the normal way of business, local associations were allocated delegates to conventions based on their membership strength. Every association was given a minimum of two delegates; maximum delegate strength was established at 15. In addition, the bylaws granted each National Board member (there were usually around 35 Board members) a vote and 30% of the National staff votes. The steering committee suggested that a different rule of order should prevail at a convention that would be considering far-reaching changes, namely, that all local associations, the National Board, and the National staff have an equal voice with two votes being allocated to each association, and two to the National Board and two to the National staff.

The National Board rejected the recommendation of the steering committee to convene a special convention, offering that a regular convention was scheduled for July 2001 and that would be sufficient for considering anything that might come forward from the Change Initiative.

The steering committee disagreed with the National Board, stating that the continued decline of local YWCAs necessitated a more urgent course than “business as usual.” The

steering committee used another provision in the constitution and advanced a referendum to member associations, recommending the convening of a Special Convention in Dallas in September 2000. The referendum also recommended the change of rules to allow for equal representation among all local associations and the National Board and National staff.

A communication phone-tree was put in place by the steering committee to call all local associations to make sure the terms of the referendum were clearly understood. Of the 214 votes cast on the referendum, 208 votes were in favor of the referendum. A Special Convention was convened in Dallas (chosen because of its centrality and low cost for airfare and accommodations). Once again, scholarships partially funded by funds privately raised through the Change Initiative were offered to help financially struggling associations defray the cost of participation.

While the Issue Groups were making great progress on identifying key components they wanted woven into the new operating model, the work of the Issue Groups remained disparate. The steering committee was looking for a way to bring the emerging ideas into a more complete framework that convention delegates could consider. The CEO of the Milwaukee, Wisconsin YWCA, Julia Taylor proposed an idea. The Milwaukee YW had been working with Cap Gemini Ernst and Young to develop their latest strategic plan, and Julia had learned about an organizational change management tool developed by Cap Gemini, the Accelerated Solutions Environment (ASE). The steering committee invited

Cap Gemini to their next meeting to learn about ASE, and decided that its structure was consistent with the guiding principles of the Change Initiative.

Accelerated Solutions Environment (ASE)

An ASE event was held in Dallas of 2000. 80 individuals who represented a microcosm of the YWCA of the USA were invited to participate. Participants included the steering committee, the conveners, selected members of the Issue Groups, and National Board members (who by and large had not become active in any Issue Groups). Extra efforts were made to recruit participants who had a rich history with the YWCA, who were new to the YWCA, and who were young (under the age of 25).

The first part of ASE was designed to help participants open their minds to possibilities rather than current realities. Radical change was studied, as evidenced throughout history, anthropology, and biology. Participants were challenged to model their thinking processes in a more organic way rather than along traditional, structural lines. Skits were designed that brought out “the unspeakables” that often lie at the very heart of the YWCA experience, but are rarely admitted, owned and dealt with in a proactive and responsible manner. Two of those “unspeakable” truths were that many believed that the YWCA as a national movement was dying, evidenced by the widespread lack of involvement of young women as well as the lack of vibrancy and solvency of many local associations, and secondly, that the defining characteristic of the YWCA corporate culture was mistrust, particularly mistrust of those who held formal positional power. With just a few hours remaining in the three-day experience, everyone was placed in a

workgroup and charged with studying the work of the Issue Groups, applying creative thought processes to the work and bringing forward its essence in a way that could be woven into a new operating model. The work product of each workgroup was woven into a framework called “*The Steps to Absolute Change.*”

(See Appendix C)

A Special Convention and The Steps to Absolute Change Framework

The Steps to Absolute Change was sent out to all local associations as the framework that would be considered for adoption at the Special Convention. Over 870 women from 274 local YWCAs gathered in Dallas from September 14 – 16, 2000. They endorsed the concepts detailed in *The Steps to Absolute Change* and adopted a Transition Plan

(Appendix D) that:

- Named the co-chairs of a Transition Team steering committee, Alexine Clement Jackson (current National Board President) and Audrey Peoples (recently retired CEO of the YWCA of Metropolitan Chicago);
- Stated that 13 additional members of the Transition Team steering committee would be appointed by the co-chairs; individuals would be recruited based on identified skill sets necessary for the work to be done;
- Charged the Transition Team steering committee with formulating a more detailed plan for a new operational structure, based on the *Steps to Absolute Change* framework; the steering committee would also determine the appropriate means for ratification by local associations of the detailed plan;

- Charged the National Board with working closely with the Transition Team to develop a budget and funding plan, to redefine their current responsibilities in light of the imminent changes, and to redirect staff energy to focus on the transition to a new operating model;
- Encouraged the establishment of resource teams: legal, personnel, funding and communications, to research the most effective way to make the transition into the new structure.

The Transition Team

The following individuals were appointed by Peoples and Clement Jackson to the Transition Team Steering Committee: Christie Dailey (Evanston, IL), Anne Golden (Walla Walla, Washington), Sandra Kresch (New York, NY), Phyllis Martin (Shreveport, Louisiana), Leticia Paez (El Paso, Texas and Vice-President of the National Board), Nancy Santana (El Paso, TX), Sara Strobe (St. Louis, Missouri), and Julia Taylor (Milwaukee, WI).

Project Teams were established in order to flesh out the concepts adopted at Special Convention. They included:

- Advocacy
- Asset Management
- Branding

- Customer Focus and Membership
- Global Connections
- Hallmark Programs
- Healthy Behaviors
- Mission/Vision
- Structure
- Volunteer/Staff Development

A group of attorneys was recruited to act as a Legal Project Team in order to bring forward recommendations that were of a legal nature. Because of the complexity of the work of the Transition Team, a Program Management Office was established (employing staff) to support and facilitate this phase of the reorganization.

One of the first determinations that the Transition Team wrestled with was the manner in which local associations would ratify the new operating model. It was eventually decided that a national convention would provide the best forum for review, discussion, debate and adoption of the new operating model. Local associations were advised to plan on attending a convention in Albuquerque, New Mexico in mid-July 2001.

The Transition Team adopted the following guiding principles to guide the work of the project teams in designing the new operating model:

- Place greater decision-making authority at the local level.
- Set standards based on the YWCA mission which allow flexibility for addressing local community needs.

- Promote the sharing of expertise and information.
- Establish a representative and agile decision-making process that creates a new way for associations to relate to each other.
- Provide multiple approaches for working together.
- Remain results-oriented, responsive to emerging needs and changing priorities.
- Require accountability from all entities.
- Promote strength throughout all organizational components.
- Advance the YWCA mission through direct-service programs and a strong advocacy network.

Steps to Absolute Change Transition Plan

As charged by the Special Convention of 2000, the work of the various project teams was eventually woven into a detailed document outlining a new operating model for the YWCA of the USA. The components of the new operating model included: the standards of affiliation for local associations; roles and responsibilities of (newly established) regional councils; the function of a (newly established) National Coordinating Board; and a proposed structure to manage the national assets. The primary departures from the status quo were:

- Hallmark Programs – while local associations would maintain a great deal of autonomy, all would be required to establish programs promoting racial justice and economic empowerment of women. Currently, there existed no mandates regarding programs at the local level.

- Additional new requirements for local associations included: participation in a peer review process both as reviewed and reviewer, participation in advocacy efforts at local, regional and national levels, and intentionally involving women under the age of 30 in their association work.
- The establishment of Regional Councils: all local associations would affiliate with, and actively participate in, a Regional Council; dues would be paid to the region rather than to the National Office; regional councils would serve as a conduit of communication between local associations and the National Coordinating Board and vice-versa; regional councils would have the responsibility of building local and regional capacity.
- The National Board as it existed would dissolve and a new National Coordinating Board (NCB) would assume constitutional responsibility for the national organization. Each regional council would select two representatives to serve on the NCB. The NCB would elect an Asset Management Committee to oversee the assets of the national organization.

Prior to convention, the *Steps to Absolute Change Transition Plan* (excerpts appear in Appendix F) was sent out to all associations and convention delegates. The Transition Team steering committee also requested the National Board to provide for the same voting rules that had applied at the Dallas 2000 convention (equal representation), but the board did not comply with this request.

Shortly before the convention, an alternative plan was also sent out to delegates. A group of local associations from Pennsylvania had joined efforts with the Los Angeles YWCA and the YWCA of Tacoma, Washington and designed a plan that incorporated some of the ideas from *Steps to Absolute Change* but that was, overall, less of a departure from the status quo structure.

National Convention 2001

Approximately 800 individuals (703 voting delegates and non-voting guests) from 191 associations met in Albuquerque, New Mexico from July 12 – 14, 2001. The convention was structured to facilitate full consideration of both the Transition Team's plan for reorganization and the alternate plan being advanced by the Pennsylvania associations. Emotions ran strong, both for and against radical, systemic change. Convention was structured to allow adequate time for debate. When it became apparent that there was both confusion about, and strong opposition (in some quarters) to, the *Steps to Absolute Change*, the agenda was altered to allow for additional debate time. (This kind of a flexible approach to convention issues that facilitated stronger consensus building was an innovation of the Change Initiative process.) The vote did not take place until after midnight on July 14th. The constitution required a majority for the vote to carry. Convention delegates adopted the *Steps to Absolute Change Transition Plan* with a vote of 64% in favor.

Resolutions for Reorganization

The Transition Team had worked extensively with attorneys to formulate the additional resolutions that would be required for the legal reorganization of the YWCA of the USA.

The convention entertained additional resolutions (Appendix F) pertaining to the specifics of the plan of reorganization. These included:

- 1) restructuring of the National Board according to the Transition Plan.
- 2) changing the corporate name of the organization. (Note: the organization was founded by an act of the New York state legislature prior to the existence of nonprofit corporation law in New York, and actually existed in two bodies: an incorporated body called the National Board of the YWCA of the USA and an unincorporated body, with a constitution and bylaws, called the YWCA of the USA. Technically, the YWCA of the USA only existed, in Brigadoon fashion, when local associations were gathered in convention. The reorganization plan called for renaming the corporate entity “the YWCA of the USA” and dissolving the unincorporated entity.)
- 3) repealing the constitution and by-laws of the YWCA of the USA to dissolve the unincorporated body.
- 4) establishing the Board of Directors of the “new YWCA” as the National Coordinating Board as defined in the Transition Plan.
- 5) establishing the committees of the new YWCA.
- 6) establishing the regional councils as outlined in the Transition Plan.

- 7) establishing a Reorganization Task Force that would be responsible for overseeing and guiding the implementation of all aspects of the new operating model and the reorganization plan.

A final resolution directed the National Board to (no later than the close of convention) approve and adopt the operating model and reorganization plan and to give evidence of its intention to cooperate fully with, and implement, the recommendations of the Reorganization Task Force. All of the aforementioned resolutions were passed by convention.

The original version of the resolution forming the Reorganization Task Force (RTF) stated that three members of the Transition Team (Christie Dailey, Anne Golden and Sandra Kresch) would be appointed to the RTF and that each of the nine regional councils would appoint a representative to serve. In the spirit of moving forward in a more unified fashion, the original resolution was modified to include an additional three individuals who had been involved in advocating for the alternative plan.

Reorganization Task Force

Members of the RTF were: Judith Brown (Pacific), Christie Dailey (Transition Team), Jean DeMaster (Northwest), Yvonne Drayton (New England), Cristina Fuentes (alternate plan), Trudy Fuselier (Southwest-Delta), Anne Golden (Transition Team), Cecilia Griffin Golden (Mid-Atlantic), Casey Harden (alternate plan), Claudia Hawkins later replaced by Suzanne Olsen (Heartland), Kathi McClanahan Horton (Great Lakes), Sandra Kresch

(Transition Team), Bonnie Lewis (alternate plan), Peggy Sanchez Mills (Southeast), and Tanya Perrin-Johnson (Northeast). The newly elected National Board President, Leticia Paez, and the National CEO, Margaret Tyndall were invited to serve on the RTF, ex-officio (with no vote). (Note: National CEO Prema Mathai-Davis had resigned in May 2000; Margaret Tyndall was named Interim CEO and then named CEO in November 2000 by the National Board.) The Project Management Team from the Transition Team phase, headed by Shelly Schnupp, provided staff support to the RTF.

With a renewed sense of urgency to bring this final phase of the reorganization to a deliberate conclusion, the RTF met within six weeks of the close of the Albuquerque Convention. Its first order of business was to elect a chair; Christie Dailey was the unanimous choice. It then decided that four work teams would be needed to complete the reorganization: by-laws, regional capacity building, operational review, and asset management. Members of the RTF chose which work team they wanted to work on, leadership was selected for each team, and charters were developed. Each team also identified skill sets that would be needed for their work and set about to recruit individuals from the wider YWCA community who were a match to those skills. At the conclusion of the opening RTF meeting on August 27 and 28, 2001 a timetable and flow chart of activities was developed. Work teams were asked to begin their work immediately and the next RTF meeting was set for November 11 and 12, 2001.

An aggressive timeline was set for the completion of all work team responsibilities. It was deemed particularly important that the by-laws work team develop and disseminate

the first draft of the by-laws that would govern the “new YWCA” because until new by-laws were formally adopted the existing structure remained officially in tact. By the November 11th meeting, the by-laws work team had developed the first draft, circulated it to all associations and interested parties for comment, incorporated the input and developed the second draft for RTF review. The Regional Capacity Building team had assembled the fledgling leadership from each of the newly formed regional councils and had met to identify common approaches to addressing the key challenges facing the establishment of strong, effective regional councils. The Operational Review work team had met to define functions and to structure ideas for a right-sized national office. They had also conducted a survey of local associations to ascertain the priorities pertaining to a “national presence.” The Asset Management Team had met with key individuals from the National Board of Directors, the Board of Trustees (who provided oversight to endowment assets), and the YWCA Retirement Fund, to facilitate transitional plans for the new structure. They also took steps to complete the 2001-02 budget in a way that would protect assets and meet organizational requirements of the current structure as well as the restructuring efforts.

A strong priority at the November meeting was to review the communication plan that had been developed and to ensure that all efforts were being taken to keep everyone in the loop.

By-laws Approval Process

Another priority was to review the by-laws approval process that was acted upon at the August 2001 meeting. One of the resolutions adopted at the 2001 Convention gave the authority to the RTF to determine courses of action to bring the reorganization to conclusion. At the August meeting of the RTF it reviewed its constitutional options pertaining to the approval of the new by-laws: convening a convention or issuing a referendum. A convention was the normal way of carrying on legislative activity and would permit a formal amendment process, but the RTF believed it was best to proceed with a referendum rather than a convention, providing the process involved numerous opportunities for constituent input. Its rationale was that the numerous cycles of input gave constituents greater opportunity to impact the final product than what the rigid rules of convention offered, and associations had spent sufficient funds in attending three national meetings in the last three years (Open Space, the 2000 Special Convention, and the 2001 Convention). Some feedback (particularly from some National Board members) was given that opposed the decision made by the RTF regarding the by-laws approval process, so the Regional Capacity Building (RCB) work team was asked to communicate with regional leaders to discern whether the decision of the RTF met with the approval of most regional councils. The RCB work team communicated with all regional councils and asked them to deliberate on the by-laws process. Eight of the nine councils reported strong support for the referendum approval process; one council reported a split vote. At the November RTF meeting, the task force decided to keep the approval process consistent with its original decision for a referendum, and asked all Regional Councils to include ample opportunity for by-laws discussion at their next meetings. The RTF also

asked the By-Laws work team to offer to attend regional council meetings so feedback could be given face-to-face.

One other development transpired with the by-laws. The original resolution of the 2001 Convention stated that the existing by-laws of the YWCA of the USA would be repealed. As legal counsel delved deeper into New York State law (the state of incorporation for the YWCA of the USA) they advised that a more appropriate route would be to repeal the constitution and fully amend the existing by-laws rather than to repeal them. The RTF agreed to follow the advise of the attorneys and the by-laws process became one of amendment rather than repeal.

Transitioning to a New National Board

Another agenda item of the November 2001 RTF meeting was to begin the facilitation to a new national board. While the basic structure for the new board was outlined in the Transition Team plan, the kind of processes that support election had not been identified. The Regional Capacity Building work team was asked to develop a protocol that could be used by regions to select their two representatives that would serve on the new National Coordinating Board. The RCB work group disseminated a protocol and requested that regions select their NCB representatives in time to attend the next scheduled meeting of the RTF in mid-February 2002. The February meeting would be designed to facilitate the transition from the existing National Board to the new National Coordinating Board.

The RTF decided that it could conduct a great deal of the balance of its business via phone conference calls rather than incur the expense and time of face-to-face meetings. It scheduled conference call meetings for November 19th and 26th and December 3rd. Its primary focus would be to approve the second draft of the by-laws by December 1st and to review the recommendations from the Operational Review and Asset Management work teams.

Operational Review Recommendations

The Operational Review team brought recommendations to the RTF on a new national staff structure that was consistent with the adopted operating model. They recommended 13 positions to coordinate/lead/support the work of the YWCA of the USA as follows:

- CEO – to also serve as the YWCA National Advocate
- Director of Advocacy and two Issue Analysts
- Director of Marketing/Brand Development
- Director of Development
- Director World, Regional and Local Relations
- Controller
- Accounting Clerk
- Administrative Support Staff (4)

This would entail significant down-sizing as the existing National staff was in excess of 50 positions.

The Operational Review team also conducted an analysis related to the location of the National Office. The current office was in New York City; the YWCA of the USA was the largest tenant in the Empire State Building with an annual lease of \$550,000. It also had a set of smaller offices in Washington, D.C. The Operational Review team ranked a series of selected criteria for use in identifying a potential future headquarters location, including: cost of living, transportation accessibility, diversity and “world view” of the community, availability of required labor, proximity of headquarters to other relevant organizations/businesses, availability of local association support (volunteers, meeting space, etc), and moving costs. Based on the aforementioned criteria, the work team recommended to the RTF that the national office be moved to the Baltimore-Washington, D.C. corridor. The RTF approved that recommendation (and passed it along to the NCB once it was officially constituted, which sub-let the New York office space and moved the national office in 2003 to Washington, D.C.)

The Operational Review team also made recommendations regarding branding, national presence, advocacy, financial development and World Relations, which were endorsed by the RTF and passed onto the National Coordinating Board for their consideration.

Asset Management Team

The work of the Asset Management team focused on creating a smooth transition with the existing YWCA of the USA Board of Trustees, most of whom were gravely concerned with transitional issues related to fiduciary responsibility. The Board of Trustees had historically been treated as though they had a legal status and an authority

over the assets of the YWCA of the USA separate from the Board of Directors (National Board). As legal research for the restructuring progressed, it was discovered that the trustees were, in actuality, a committee of the National Board and had no independent status. This came as news to the trustees and heightened their discomfort with the transfer of fiduciary duties that was part and parcel of the reorganization. Because the trustees had served a valuable role over the last several decades and as a way of easing the tensions related to the reorganization, the Asset Management team recommended that trustees be given the opportunity to continue service to the YWCA of the USA by becoming part of the Asset Management and Development Committee established in the newly adopted operating model. The RTF concurred with this recommendation. The Asset Management team had also been charged with the responsibility of working with the YWCA Retirement Fund (a separately incorporated entity from the YWCA of the USA) to develop greater options within the fund for participants and annuitants. While, over the course of time, the Fund developed some options, the work team reported that, by and large, their attempts to work collaboratively with the Fund were treated in an unresponsive manner. They recommended to the in-coming NCB to implement a continuation of the analysis begun about the Fund and resume efforts to engage the Fund to become more responsive to its participants.

Regional Capacity Building

The Regional Capacity Building work team met by phone conference call, on average, about every three weeks from September 2001 through June 2002. It focused on: sharing information on how to structure regional councils and related logistics; facilitating the

election of the NCB representatives; serving as a conduit for communication from other work teams, especially for the by-laws approval process; addressing new requirements in the adopted operating model, especially the peer review process; brainstorming about structural and other logistical challenges; and bringing forward a recommendation about back dues owed by local associations.

It recommended that dues owed to the national organization prior to July 2001 be considered “back dues” and be referred by the NCB to regions for determinable action. The RTF endorsed this recommendation and passed it on to the NCB once it was officially constituted. The NCB adopted this recommendation.

Another accomplishment of the Regional Capacity Building work team was the submittal of a funding proposal that secured from a donor \$111,600 to build regional capacity and to support the initial phase of the new National Coordinating Board.

Finalizing the Reorganization

The RTF met on February 11 and 12, 2002 to finalize the reorganization and to facilitate the transfer of the constitutional responsibility from the existing National Board to the newly constituted National Coordinating Board. A timeline was adopted as follows:

- Early March – the Reorganization Task Force sends out the final version of the proposed by-laws (Appendix G) for information and review (no voting at this time).

- Mid-March – the National Board sends out a ballot for associations to vote whether they support implementing the plan of reorganization; this packet includes a resolution that outlines the plan of reorganization (Appendix H) as having four components:
 - The amended Certificate of Incorporation, which changes the corporation’s name *from* the National Board of the YWCA of the USA *to* the YWCA of the USA;
 - The new by-laws, which are actually amended and restated bylaws of the old/current bylaws;
 - The repeal of the current constitution and by-laws of the YWCA;
 - The resignation of the current members of the National Board, effective the first day of the month following the state of New York’s acceptance of the amended Certificate of Incorporation.

Note: This packet had a series of “exhibits” detailing the above, and had very specific voting instructions. Voting strength for each association was at the level it was at the 2001 Convention; National Board and National staff did not vote as the constitution allowed for associations only to vote in a mail referendum.

- Mid-April – ballots will be due back to the office of the attorney retained by the Reorganization Task Force.
- Third week of April – Vote count will be completed; ballots will be counted by the President of the National Board and the Chair of the Reorganization Task Force, or their designees.

- Early May – Amended Certificate of Incorporation will be submitted to the State Attorney General of New York; COI approval is expected to take approximately one month.
- June – National Board meets to take the necessary votes (ratification of by-laws, etc.) and to submit resignations; National Coordinating Board assumes constitutional responsibility.

The by-laws work team continued to negotiate with the National Board to reach agreement on the final version of the by-laws. These negotiations took longer than originally anticipated and delayed the referendum timeline by approximately one month. The Regional Capacity Building work team conducted a “Get Out the Vote” campaign to ensure a strong voter turn-out.

Results of the Referendum on Reorganization

On May 17, 2002 when the votes were counted, 80% of local associations had voted and out of the 721 valid votes cast (some ballots were disqualified for non-compliance with voting specifications), 577 voted for the reorganization; 114 voted against. The Reorganization Referendum passed with a 83.5% majority.

On June 15, 2002 the Reorganization Task Force and the new National Coordinating Board met in New York City. (Note: the two groups had met on several previous occasions in order to build a smooth transition for the time when the NCB would assume constitutional power.) On June 16, 2002 the National Board met and voted to ratify the resolutions of reorganization and all but three board members submitted their letters of resignation from the National Board. (Note: New York law does not permit the adoption

of new governing documents to shorten the term of a sitting director. Thus, the turnover envisioned the voluntary resignation of the sitting board. The three board members that choose not to comply with the adopted resolutions of reorganization requesting their resignations were recognized as new National Coordinating Board members at-large. One of the three has served as an active board member.)

On June 17 and 18, 2002 the new National Coordinating Board held their first meeting, elected officers, named an executive committee, established five Board Operating Committees (executive, finance, human resources, nominating, and communications), established seven Strategic Committees to include representatives from each region (advocacy, branding, communication, hallmark programs, regional leadership, peer review, and world relations), rescinded the use of Policy Governance (Carver Model) as the mode of board operation, endorsed continuation of designated honorary board members, and adopted guiding principles.

Additional actions of the first NCB meeting included:

Re: General YWCA Operations

1. Endorsed the circulation of requests for proposals for professional services in the areas of corporate counsel, auditor, real estate broker, and insurance broker.
2. Adopted a governance calendar to implement provisions of the new by-laws.

Re: Human Resources (note: the National CEO left her position at the same time the National Board members resigned)

1. Adopted a new position description for President/CEO as recommended by the Reorganization Task Force.
2. Named a search committee charged with hiring a search firm to assist in filling this position.
3. Named the Assistant Executive Director as Interim Director.

Re: Financial Operations

1. Reviewed current financial situation and discussed methods of financing the projected deficit.
2. Adopted a plan for defining dues obligations:
 - Dues assessed for the period July 1, 1991 – June 30, 2001 will be considered “back dues”.
 - Per convention action and the recommendation of the RTF, back dues will be referred to regions. Regions will make decisions about collection and will retain any funds collected.
 - Dues assessed for the period July 1, 2001 – June 30, 2002 will be considered “current dues” and are payable to the national office. These dues will be split with regions on the established 80/20 basis.
 - Dues assessed for the period July 1, 2002 and after will be payable to regions according to region’s adopted formula.
 - Minimum dues were set at \$500 in order to allow regions the greatest possible flexibility.

3. Rescinded the February 2002 board policy allowing withdrawal from the unrestricted reserve fund (“endowment”) without board approval.
4. Adopted a policy requiring NCB approval in consultation with the Asset Management and Development Committee for any use of endowment funds.

Re: World Relations

1. Adopted a process to select the USA voting delegation to the World Council in Brisbane, Australia in July 2003 using regional representatives.
2. Endorsed a \$30 million goal for the YWCA of the USA in the Global Campaign: \$15 million for the World YWCA’s leadership development component and \$15 million for capacity building in the USA.

Re: Transition

1. Appointed a transition team to expedite the transition of current operations, oversee consultants and staff assigned to transition work and consolidation of staff and services.
2. Voted to consolidate office space for a transition period in Washington, D.C., with a goal of consolidation by December 31, 2002.
3. Adopted a communications plan through September 1, 2002 that continues weekly mailings and regular newsletters.
4. Met with representatives of the World Service Council and appointed a Task Force to define the on-going relationship.
5. Met with members of the former Board of Trustees who will become the members of the Asset Management and Development Committee.
6. Established a committee to define mutual concerns in asset management.

7. Interviewed a consultant to oversee retooling of the financial management operation and office consolidation.

Author's Comments:

The substance of the achievements of the first NCB meeting gave evidence of the diligence that went into the reorganization of the YWCA of the USA. A seamless transition (though not without **major** challenges) did take place. Through the processes involved in the three stages of reorganization (overseen by the Change Initiative Steering Committee, the Transition Team, and the Reorganization Task Force), local YWCAs created a new structure for themselves, a structure that was deeply linked to the aspirations articulated by the local associations at the pre-convention forum hosted in Pittsburgh in July of 1998, at the Open Space event in Dallas in October in 1999, in the *Steps to Absolute Change* framework adopted by the Special Convention in Dallas in September 2000, in the Transition Plan adopted by the Albuquerque Convention in July 2001, and finally, in the Resolutions for Reorganization and the re-stated by-laws adopted in May 2002:

- Those in formal positional power at the National level are to be individuals who remain active and involved at the local level. This was accomplished by structuring a governance system that calls forth elected representatives that have distinguished themselves at the local level and requires that they remain active at the local level in order to serve at either the regional or national levels. A strong reporting relationship back to both the local and regional levels has been woven into the new

governance system. This link between national, regional and local levels is reinforced by the composition of the strategic and standing committee structure as well.

- Funds extracted from the local level (previously as national dues) are to be returned to the local level to build the individual and collective capacity of YWCAs. This was accomplished by establishing the regional councils, which collect funds from the local associations to be used for capacity building, technical assistance and support within the region.
- While respecting the autonomy of each local association to carry out its mission according to community need, the framework for a stronger brand identity that supports the visibility and credibility of the YWCA as a national organization is to be established. This was accomplished by instituting the Hallmark Programs, requiring all YWCAs henceforth to do substantive work around racial justice and economic advancement of women. This also provided the YWCA with an opportunity to deliver on the 30 year old promise it made to “thrust its collective power toward the elimination of racism” (adopted at the National Convention in 1970) and to recapture its credibility around racial justice.
- Strengthen the collective power and nature of the YWCA movement. This was accomplished by creating a governance system that requires all local YWCAs to be actively involved within a regional council and to participate in a peer review process, both as a reviewer and as reviewed. Prior to the Change Initiative it was not unusual to have local YWCAs

have little connection with other YWCAs. This was as true of the large, strong YWs as it was of the small, struggling associations. The kind of isolation that was possible prior to the Change Initiative is impossible in the new structure.

- Avoid the stagnancy that can often come about in established organizations with a long history. One of the new affiliation requirements mandates that all YWCAs intentionally involve women under the age of 30. This was incorporated into the structure because it was recognized that by doing so, the organization will continuously be shaped by the views and experiences of younger generations, which is likely to facilitate its capacity to remain relevant and pertinent to emerging issues.
- Re-instate the pioneering presence of the YWCA. Since its inception (mid 1800s), the YWCA was often a pathfinder within the social justice movement. Today, most YWs are a critical part of the human service delivery system in their communities, offering programs such as domestic violence services, child care, employment training, etc. As responsibilities for program development and maintenance loom large, it can be difficult to focus resources on being a leading edge within emerging issues. In order to ensure that YWCAs continue to serve as a social pioneer, an affiliation standard requiring all YWCAs to be involved in advocacy is part of the new structure. The National Office was re-

designed to make advocacy it's top priority, and all regional councils are charged with facilitating advocacy efforts within their regions.

Thus, the large-scale change process that took place from 1998 – 2002 within the YWCA of the USA has accomplished some of its primary goals. It brought into being a representative and responsive national governance body; it reinstated the authority and decision-making impact of local associations within the national structure; it strengthened support systems available to local YWs; it created a structure that has strengthened the collective nature, identity and power of the YWCA movement; and it has committed to continuously re-creating itself by involving young people in shaping its future.

The long-term outcome, as to the value of the changes, is yet unknown...that will only become manifest if throughout the 21st century YWCAs across the country make significant inroads in advancing social justice by eliminating racism and empowering women and girls.

Finances

(See Appendix I for a detailed financial report)

The reorganization of the YWCA began as a grassroots effort and remained so during its four-year history. As such, much of the funding that supported the reorganization came from sources outside of the national organization, itself.

Change Initiative steering committee members had a fundamental conviction that if radical, systemic change was to be brought about it was more likely to succeed if most of the change agents operated outside of the existing (national) power structure. In order to maintain autonomy and independence from existing power structures, the steering committee knew that the majority of funds that sustained the work of the Change Initiative would need to come from other than national YWCA coffers.

The committee set a goal of raising \$250,000 dollars for its first phase of operation. All steering committee members were asked to leverage support from their local associations and from other individuals, corporations or foundations they knew would be receptive to the goals of the Change Initiative. The NAYE Board made an initial commitment of \$7,500 to enable the steering committee to begin operations prior to additional fund-raising efforts. It also asked NAYE Board members to secure a minimum contribution of \$2,000 from their local associations. Eventually, all local associations were asked to financially support the change efforts. Contributions came from local associations (\$113,064) and from individuals with a long history with the YWCA (many of whom were retired YW executives). Two foundations made contributions of \$50,000: the Packard Foundation (of Palo Alto, California) and The Funding Exchange (New York) from a donor advised fund established by Mrs. Ruth Mott of Flint, Michigan.

When the Special Convention was convened, the steering committee negotiated with the National Board to contribute \$50,000, a dollar for dollar match to steering committee funds to provide scholarships to representatives from financially challenged YWCAs.

Ernst and Young Cap Gemini, the firm that conducted the Accelerated Solutions Environment, contracted with the steering committee to provide their services at a reduced rate and made a significant in-kind contribution of over \$300,00. The NAYE Board voted to underwrite the primary tool of communication that was used throughout the change process, the Monday Mailings, which went through several iterations over a three-year period but remained a constant flow of communication to all local associations and any additional stakeholder that expressed interest. The NAYE Board investment in this communication tool totaled \$8,410.

During the Transition Phase of the change process, the fund established by Ruth Mott (via the Funding Exchange) contributed an additional \$100,000 and the Packard Foundation contributed an additional \$50,000. Also, during that phase, the Transition Team negotiated with the National Board that local association dues that were paid into the national office would be split 80/20 between the National Office and the Change Initiative Transition Team budget. During the Reorganization Task Force phase the 80/20 split was divided between the National Office and the Regional Council of the contributing local association.

A final grant was submitted to the Funding Exchange (donor advised fund established by Ruth Mott) to ensure that there were adequate resources during the final transition from the old structure to the new. \$111,600 was donated to ensure a strong start-up of regional

structures as well as a smooth transition for the new National Coordinating Board that would assume responsibility upon adoption of the new by-laws.

An Analysis

A literature search on organizational change and change management led this author to the work of Jerome Want, a leading change strategist and a University of Maryland fellow. Want has developed a *business change cycle* construct that is meant to represent the natural ebb and flow that businesses encounter. (Want, 1995) In studying his model, this author believes that its framework is applicable to many organizations, not just businesses, and is of specific value because unlike most organizational life-cycle models that are two dimensional (internal functions and external forces), Want uses a three dimensional framework that plots how change impacts an organization's performance and its culture.

It is this author's belief that Want's framework provides an understanding of where in the life-cycle of organizations the YWCA of the USA was in the summer of 1998 when the Change Initiative began.

Want reminds us that every organization began as an idea in someone's (or a group of someones) mind. In the visioning stage, organizational synthesis happens. Dreams, assumptions, values, mission, and leadership give shape to strategy and policy. The second phase of organizational development is the standardization phase wherein systems become standardized and give shape to a particular organizational structure.

During the first phase, the organization is constantly changing. The standardization stage is less dynamic and in it change often begins to be actively resisted.

As the model depicts, dissent will be the initial response of the organization's culture to change once standardization has occurred. Organization dissent will increase as the organization experiences more change and proceeds down the change curve. Key constituents will disagree with existing conditions or decisions. Want notes that dissent is responded to differently by organizations that are designed to be innovative compared to those that are primarily bureaucratic and/or political in design. In the former, dissent is a source of innovation and consensus building that leads to better ideas. In the latter, dissent is many times suppressed or is seen as a threat or disloyalty. In non-innovative organizations, as dissent deepens and broadens, it leads to alienation, which can become the precursor to organizational disintegration.

The extent of dissent is usually evidence, according to Want, of the kind of change that is needed. Operational change is the most common form of organizational change. In this scenario, the foundation of the organization is strong (mission, leadership and strategy), but functional improvements of systems are needed. At a deeper level, directional change indicates that some guiding strategies of the organization have broken down. Directional change entails certain conditions, external and internal, that are threats to performance. Turnaround strategies are called for and should, according to Want, be individualized and be given an investment of financial and human resources that will make a critical difference in improving organizational performance. Involvement of key

constituents in such strategy development is integral to its eventual success. Directional change is defined by Want as *the pivotal performance axis*, as it reflects a critical difference between organizations “that are struggling to succeed and those that are struggling to fail.”

If turnaround strategies are not employed to effect directional change, dissent will turn into alienation. An organization that has disintegrated into alienation requires radical change if it is to survive. Want refers to this radical change as “fundamental change” because the very foundation of the organization, either its mission or its leadership is failing. When this level of organizational rift happens, people can no longer identify with the mission and/or are not committed to the organization’s leadership. Want characterizes the stage of disintegration in this manner: the leadership often doesn’t recognize that the organization is failing and that its existence is in serious jeopardy; it is non-responsive to both internal concerns and external pressures; the organization’s culture becomes less flexible, more conflict oriented, and more change averse; key people and their ideas leave; turnover in middle management ranks increases; and mission can be seen as obsolete.

Fundamental change requires changing the culture of an organization and gaining broad buy-in. Such change cannot effectively be accomplished by a select few individuals. Broad involvement of key constituents, Want emphasizes, is needed.

Failed leadership is also reflective of a need for fundamental change and may be the most powerful source of alienation within an organization. Bureaucracy, political game playing, or predatory styles of leadership speed up organizational decline.

Fundamental change requires a different level of turnaround strategy because the culture is becoming alienated from the organization's mission and leadership. A strategic plan, by itself, at this phase, will not work because the organization is incapable of supporting it. What outlines the essential components of the nature of the turnaround strategies that effect fundamental change. They must:

- be comprehensive
- be capable of penetrating to the point of dysfunction
- enjoy the advocacy of courageous leaders who are not afraid to embrace change.

Total change, in the change cycle model, indicates that the organization is *failing*. Not only are systems failing, even more importantly, the original values and assumptions about the mission have failed or are being ignored. The culture has become highly fragmented and excessively politicized, giving way to a nonproductive and sometimes irrational environment. In organizations with officers and boards, the directors have become isolated from the culture and are insulated within their own subculture. Too often, they misinterpret that subculture as being the same as the larger organizational culture. Issues of trust, integrity and reliability become daily stumbling blocks.

Total change reflects the most serious challenge to an organization's survival. Survival will hinge on the organization's capacity to transform its culture and leadership, as well as its strategies and operations. Want warns that only a total commitment to strategic re-visioning that includes a comprehensive understanding of change will alter the trajectory of an organization ensnared in the death throes of extinction.

Much of what Want describes as the stage of alienation was true of the YWCA movement at the beginning of the Change Initiative. As noted in the chronology of this paper, the National Board had spent millions of dollars on strategic plans and turnaround strategies that failed to correct the disintegration patterns in the YWCA movement.

When they employed these strategies they did so with a small, select group of individuals, not with the broad constituency involvement that Want notes is essential to success. "Issues of trust, integrity and reliability" had, indeed, become daily stumbling blocks for local YWCAs when dealing with their national organization.

When participants went through the Open Space process they were told that they had to put "everything on the table." Everything, even the mission of the YWCA, had to be open to scrutiny and fundamental questioning. Participants honored this and at the end of the Open Space process had come to a singular conclusion: the mission was not the problem, the structure of the national organization, particularly in how removed the National Board had become from the challenges and daily life of local associations, was identified as the single most important priority.

Want says that failed leadership may be the most powerful source of alienation within an organization. The leadership of the YWCA of the USA had become what Want describes in a *failing* organization: isolated from the culture and insulated within their own subculture, mistaking that subculture for the larger organizational culture.

Consistent with Want's framework, the participants in the July 21, 1998 Open Forum in Pittsburgh took the first critical step in saving the organization. They voted for radical, fundamental change and began the process of transforming the culture and leadership of the YWCA, as well as its strategies and operations. In that action, forum participants altered "the trajectory of an organization ensnared in the death throes of extinction."

At the beginning of the Change Initiative no one had a master plan in mind, no one person or group even had a clear sense of how the change process should proceed. What was owned by "a small group of courageous leaders" was a compelling conviction that the YWCA needed to change in *substantive* ways, that it needed to learn ways of conducting its collective business in ways that were extremely different from prevailing ways. It needed to shed the layers of bureaucracy that had developed over the last half of the 20th century and reclaim its original culture of innovation, a culture that welcomes change and views it as an opportunity rather than as a threat.

Another early, fundamental conviction of the Change Initiative steering committee was that the discovery of what needed to change, needed to be a discovery shared by an ever-widening pool of stakeholders, not by a few select "leaders". The desire to create a

process that involved ever-widening pools of people is what distinguished the Change Initiative from other failed attempts at rejuvenating the YWCA. The “normal” modus operandi of the National Board had been to use small, appointed committees to fashion recommendations that often had far-reaching effects on local associations. These committees or task forces rarely had a critical mass of individuals who were still active at the local level. The decision to do business *other than* usual was, this author believes, fundamental to the successful transformation of the YWCA.

Dianna Old was one of the consultants the Change Initiative steering committee interviewed, and although she was not selected to work with the committee, as a result of her interview with the steering committee, this author delved deeper into her change methodology and published works. She states:

Unless the underlying structures and the patterns which have evolved over time in an existing organization are tackled, disrupted and worked through along a critical path while simultaneously laying new foundations for the emerging form of organization, a successful transformation to the system’s new intrinsic order cannot result. (Old, 6)

Old believes that too often organizational change is seen as a two-part process: planning and implementation. In contrast to this traditional approach, Old makes no distinction between the design phase and the implementation phase because design and implementation are integrated into continuous cycles. The end result is a reconfiguration of the total system, a shift from one organizational reality to another. This author

believes that the Change Initiative processes facilitated a reconfiguration of the total YWCA system, creating a “shift from one organizational reality to another.”

Old identifies six methodological principles which, when longitudinally employed, will cause a fundamental shift in an organization’s deeper structures and help to bring about deep change. All six of these principles were activated in the Change Initiative processes.

Identify the leaders who have the “DNA” of the change within themselves. For organizational change to happen, there must be a leader or a group of leaders who have the blueprint within themselves to bring about a fundamentally different organization. The role of the change consultant, Old purports, is to help the leaders clarify and articulate what they want to bring about. A dialogue with the organization’s members must then be initiated in order to engage their responses, build understanding, convey a larger purpose and begin a creative relationship that will link the aspirations of the members with the strategic insights of the leaders. Leaders must be willing to engage repetitively in strategic and reflective dialogue with the organization as actions to implement the strategy take place. Such repetitive dialogue is critical to driving transformational change.

Contextualize the change. Most re-engineering projects have collateral structures and change activities operating along with the organization’s formal structure, creating essentially two parallel organizations operating at the same time with the same people.

Old recommends not separating change work from running the business. She suggests, within the normal flow of work, finding key times when something can be done differently that will move the organization closer to its desired direction. Working with the real system and customizing a desired change within the ongoing functions of an organization will eventually shift the way it operates. Since organizations increasingly become what they do, she suggests looking for key opportunities to change organizational patterns. This prevents the kind of extraneous activity so often associated with change efforts, which often have a demoralizing effect on employees or members of an organization. Instead, the organization discovers new ways to act in its everyday work and begins to understand how to apply this new behavior to more and more situations.

Navigate the critical path. In any change effort, restraining forces will come into play. Old identifies the potential sources of resistance when involved in a whole-system transformational change: psychodynamic-defensive resistance, culturally patterned resistance, cognitive resistance which can occur when mental frameworks or models shift, and system-dynamic resistance, the tension or force that resists alteration in existing systemic structures. She suggests that rather than seeing resistance as “the enemy”, it should be awaited watchfully and viewed as a critical path to be navigated. Restraining forces, understood in their origin, provide the action that needs to be aimed at the resolution of the systemic problem. Old suggests using such forces as key events and “coordinates.” The deep work to be done in organizational change happens around resistance giving way to new patterns of thought and action.

Pattern or repattern the system. In existing systems, deep patterns bind everything together in a coherent order. Of particular interest in organizations are the deep patterns related to thinking and action that happen reflexively, operating below the level of consciousness of the members of the organization. Transformative change will only happen if these deep reflexive patterns are changed. Thought and action must be re-patterned. Old identifies two ways in which patterning new responses in an organization is accomplished: embedding and reframing. Embedding involves the use of language and processes in a repetitive manner. *Repetition is key.* Repetition of a particular pattern while the organization is engaged in what it does will eventually embed the pattern in the system. Reframing involves a shift in the context of a thought or idea. To reframe means to take a concept and place it in a context different from the usual one and thereby change its entire meaning. By thinking about something in a different way, new ways of responding are possible.

Bring wholeness into the design process. Organizations need to view themselves as a whole and as an integral part of a larger whole. Likewise organization subunits, which are required to carry out diverse functions, need to be designed as wholes within themselves and as a part of the larger whole organization. For effective transformational change to happen, Old purports that organizations need to identify a core of people from each natural system who become the central thread around which the subparts of the system are designed. They become, in essence, the nucleus of the change. Rather than working with one system (e.g., management) and then extend out to other layers (e.g., support and line workers), Old recommends working with the “whole equation” all at

once. She refers to this as the practice of simultaneousness, and claims that it enables an organization to fit together the right combination of elements in the organization design.

Build dynamic processes and pathways. Most organizational processes, such as decision making, communication, and planning, become static and rigid over time. If an organization wishes to have more dynamic processes, Old believes that pathways need to be built between organizational subsystems. She suggests that members of the various subsystems must gather together on a regular basis and talk about emerging issues, assess what is going on to block their efforts, and look behind them to determine whether a loose end needs to be attended to. Old refers to this as the “emerging issues, blocks and dangles framework.” Such a framework encourages its members to look forward and back and think about blocks to movement along a time continuum. Old states that most organizations design static pathways for conveying information and making decisions, utilizing a hierarchy or power structure. In contrast, she recommends dynamic pathways that are routes for dialogue across the primary whole systems within the organization. These pathways are used for reflective dialogue and for strategic decision making. Such pathways are essential to a successful change initiative but are also a part of organizational design for those organizations wishing to be positioned for quicker and more relevant responses to both internal and external demands.

Old concludes her article by emphasizing that while the six principles work interactively to effect organizational change at a transformative level, they are also what contribute to

sustainability as they build into the organization's culture the capacity to reconfigure itself in response to environmental fluctuations.

All six methodological principles articulated by Old were clearly at work within the YWCA change process. While the core group of leaders who had the "DNA" of the change within themselves insisted on designing processes that extended beyond themselves, they played the role that Old's identifies as crucial: the Change Initiative steering committee, the Transition Team steering committee, and the Reorganization Task Force "engaged repetitively in strategic and reflective dialogue with the wider organization as actions to implement the strategy" took place. The leadership teams of the three phases also had an intuitive sense about "contextualizing the change." They were always alert to key opportunities to change organizational patterns. One such important change was the insistence on altering the voting rules at the 2000 Special Convention. Giving an equal voice to all local associations (regardless of membership size or budget size) did shift the way the YWCA would operate in the future. Once the reorganization was complete, all local associations had equal representation in the regional councils and all regional councils had equal voice on the National Coordinating Board, even though large variances in size (both numbers and dollars) exist among local associations and regional councils.

Another key dynamic in contextualizing the change came about through the formation of regional councils. Even before regional councils became mandated by the new by-laws, local associations organized themselves into regions and began to develop regional

identities. Regional leadership played a key role in bringing about new ways of behaving (primarily in communication) that became “the way we do things.”

Those involved in the Change Initiative came to discover that the deepest work in organizational change happens “around resistance giving way to new patterns of thought and action.” Those leading the change process encountered two kinds of resistance: that of the entrenched power structure seeking to maintain their status and that of the grassroots folks seeking to maintain their comfort. At times those two pockets of resistance crossed paths and came closer to derailing the reorganization efforts. When the entrenched power seized upon the discomfort of those at the local level who feared the deep change that was being proposed, they felt justified and (overly) optimistic about turning back the attempts at “absolute” change. Those leading the push toward absolute change most often viewed resistance (no matter what its source) as “the enemy” rather than as the opportunity Old describes as a critical path to be navigated. The extent of resistance evidenced by the current power structure (national staff and Board) seemed endless, and made the change process feel like a battle of endurance. Perhaps if Old had been “coaching” the leaders of the reorganization, they would have been able to be more dispassionate about resistance, viewing it as an opportunity, which may have significantly reduced the stress level endured by those individuals.

The wholeness that Old describes along with the building of dynamic pathways became fundamental to the operating model that was eventually evolved. YWCA relationships at the local, regional, national and world level became transformed as a result of the change

process and the operating model that was adopted was intentionally designed to sustain and develop those changes. The YWCA that exists today is a far more dynamic, interactive and relational entity than what existed prior to the reorganization.

A change management book that actually helped to shape the processes of the Change Initiative was John Kotter's Leading Change. Several steering committee members had read Kotter's book and worked intentionally to weave aspects of his change model into the processes of the Change Initiative. Three components advocated by Kotter were particularly employed: 1) establish a sense of urgency; 2) communicate, communicate, communicate; and 3) anchor new approaches in the culture.

In the initial stage of the change process, steering committee members employed strategies to heighten the sense of urgency. Conditions had been deteriorating in the YWCA for well over a decade to a point that deterioration almost felt normal rather than alarming. The steering committee sounded the alarm bell and believed what was evidenced at the opening forum in Pittsburgh: the YWCA was at a crossroads and if it didn't take action it would end up extinct. Many local associations felt overwhelmed with fundamental viability issues; the challenge was to get the healthy and thriving associations to understand and care about the plight of the struggling associations and of the YWCA as a national movement.

One way of keeping a sense of urgency was to establish aggressive (to the point of being nearly unattainable) time lines during each of the three phases of the change. The sense

of impatience shared by those who had been involved from the beginning helped to fuel the drive to complete the reorganization, but the constant barriers that were raised by the “powers that were” required a level of tenacity that tested even the most tenacious.

In all three phases of the change, open and continuous communication was paramount. This took the form of adoption of an open meetings policy, numerous organized phone trees to reach all constituents on pivotal occasions (see Appendix J), and the mainstay of communication, the Monday Mailings/Progress Reports that went out to every association and interested individual every Monday morning without fail, mostly by email, but also by fax to those who didn’t have access to email. The Monday Mailings (Appendix J) became so valuable during the change process that they became “embedded” into the new culture and continue to make weekly pertinent information available about all aspects of the YWCA community to all associations and anyone else who wants to be on the mailing list.

Kotter concludes his book by asserting that change is only lasting when it becomes “the way we do things around here.” The change must, he insists, become rooted in the social norms and the shared values of the organization. Typically, he states, this is a three to ten year process. He concludes by making a case that change in an organization’s culture *comes last, not first*, that the norms and shared values of an organization are the *result* of a successful transformation process, not a precursor.

After the “glow” from the first several NCB meetings began to wane, some individuals who had been integrally involved in the change process became concerned about the propensity for old (cultural) habits to reassert themselves, for reverting back to “business as usual”, and especially, for resistance to change to manifest itself so soon. Consultants were hired and meetings were held to focus on what an organization must do if it wishes to have a new culture take “root”. At this point in time, the most substantive discussions being held are around the issue of finishing the business of creating a new culture. Board members and others continue to actively question and analyze whether decisions, actions and processes reflect the old or the desired new culture.

Kotter would likely say that the YWCA is on the right track. He emphasizes that creating a new culture requires a lot of talking. He says articulating the connections between new behaviors and organizational success is key to reinforcing the changes. And as a final caution, he adds that steps must be taken to ensure that the next generation of leaders and gatekeepers personify the new approach.

Aaron Wildavsky, in his book (co-authored with Jeffrey Pressman) entitled Implementation, examines the role organizational learning plays in bringing about effective change, and makes the case as to why organizational change should give way to “a climate of evolution through continuous self-analysis.” Organizations that commit to such a climate are likely, he says, to discover a higher order of learning, namely, learning to learn. He cautions that few organizations go this route because it entails “cherishing impermanence” and even organizations that have completed successful change efforts

will discover that a strong resistance to change will try to supplant the tendency to learn. However, those who commit to establishing such a culture will gain a strategic advantage. They will develop the capacity to not only look backwards and analyze but also to look forward and place themselves in more strategically effective positions within emerging conditions.

What Wildavsky identified as “the willingness to learn to learn” is, the author believes, the fundamental challenge facing the YWCA today: will it continue the self-analysis begun during the Change Initiative and embed it into the culture it will create over the next 10 years, or will it begin the process of repeating history and enter the life cycle as Watzlawick described it, where visioning gives way to standardization which gives way to dissent which gives way to alienation. Hopefully, the YWCA will learn to “cherish impermanence” and will embed in the culture it is creating today a capacity to continue the transformational change it began in the Change Initiative. If it does so, it will have defied the odds of organizational life, and will have created a model that other organizations interested in being truly innovative can emulate.

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APPENDIX A

Change Initiative Steering Committee Communiqués

CHANGE INITIATIVE

Report from December 1998 Steering Committee Meeting

The Change Initiative Steering Committee, chaired by Myrna Deckert, has accepted the charge to guide the process which will make it possible to build an organizational structure for the YWCA of the USA that is reflective of the Guiding Principles and to create a plan for approval and implementation.

We are committed to designing a process that will allow everyone to be involved and the YWCA Mission will be used as a filter for everything we do.

Guiding Principles:

- * Commitment to the YWCA Mission and national movement.
- * An organization that is ethical, inclusive, and diverse*.
- * Local associations that are valued and strengthened.
- * Open and honest communication.
- * Responsive and responsible leadership.
- * Efficient and representative governance.
- * Fiscal responsibility.
- * Inclusion of women of all ages.
- * Continued commitment to the World YWCA.
- * Recognition of our collective power.

** A diverse organization that includes women and girls of all ages, races, ethnic backgrounds, sexual orientation, disabilities, religions, and those without religious affiliation or belief.*

Many studies, reports, meetings, surveys, and forums have brought us to this point in our history. A summary of the most recent of those efforts is attached. Our organization requires a bold intervention---a healing process that will build trust and create a structure that is truly reflective of the Mission of the YWCA---the empowerment of women and girls and the elimination of racism.

- * The current rules and procedures of the YWCA of the USA do not allow for rapid response to the changing environment or full participation in the convention process.
- * The YWCA of the USA needs to examine and reach consensus on the role, function, and relationship of the National Board vis a vis the community associations and work to develop a cohesive culture.

The Change Initiative was initiated by the Board of the National Association of YWCA Executives (NAYE) and the initial funding for this effort comes from the NAYE Board and community associations.

All YWCA stakeholders will receive regular written updates and be notified in advance of the Steering Committee's meetings and are welcomed to attend. Our next meeting will take place at the YWCA Leadership Development Center in Phoenix, Arizona on Sunday, February 28, and Monday, March 1, 1999 Please feel free to contact any of us if you would like additional information. (See attachments)

CHANGE INITIATIVE

Steering Committee

Rita Brown, CEO
YWCA of White Plains/
Westchester

Celia Crossley
National Board Member

Myrna Deckert, CEO
YWCA El Paso Del Norte
Region

Diane Dillon-Ridgley
Former National Board Member

Margot Graettinger, President
YWCA of Metropolitan Chicago

Tina Herrera
National Board Member

Alexine Clement Jackson
President, YWCA of the USA

Kathi McClanahan, CEO
YWCA of Greater Flint

Janet Marcotte, CEO
YWCA of Tucson

Prema Mathai-Davis, CEO
YWCA of the USA

Audrey Peebles, CEO
YWCA of Metropolitan Chicago

Kay Philips
Former National Board Member,
Former Exe. Dir. of YWCA
Palo Alto

Pam Pollock, Assoc. E.D.
YWCA of Southeastern
Massachusetts

Waltye Rasulala, President
YWCA of Raleigh-Durham

AN OVERVIEW: THE WHO, WHAT, AND WHY OF THE CHANGE INITIATIVE

What is the Change Initiative?

The Change Initiative is an effort to develop the systemic change within the YWCA necessary to move us into the 21st century.

Why are we doing this?

Over the last decade, there has been an accelerated rate of YWCAs being lost, declining membership, financial crises, rapid turnover of both executive directors and board members, and a serious disconnect between local associations and the national office. At least seven in-depth studies have been conducted and recommendations made, yet the problems still remain. Given the rapid changes in the environment, it seems that systemic change is needed.

How did the Change Initiative get started?

In July 1998, the Board of Directors of the National Association of YWCA Executives (NAYE) hosted an open forum in Pittsburgh at the end of their annual conference to determine if there was support for systemic change within the YWCA of the USA.

Who was invited? Who attended?

All associations, the CEO and members of the National board, staff, and volunteers were invited. Approximately 450 individuals attended the forum and the overwhelming majority expressed support for systemic change.

What was the plan?

The plan was to appoint a fifteen member steering committee---ten from local associations and five from National Board and staff---to lead the effort. A set of guiding principles for the Change Initiative was agreed to: commitment to the Mission; ethical, inclusive and diverse in its values; the role of local associations strengthened and valued; open and honest communication; responsive and responsible leadership; fiscally responsible; efficient and representative governance; work with the World YWCA continued; our collective power is recognized.

What did the Steering Committee do first?

The Steering Committee met in December 1998 and selected Myrna Deckert as chair. The group reviewed seven of the most recent strategic plans and studies designed to make change. They focused on the barriers to change and how to involve all stakeholders. They developed a communication plan, a timeline and a process for the work ahead. They decided that the meetings and processes would be completely open to all who wish to participate.

They mailed an report of their meeting and summary of the seven previous reports to all YWCAs and to the National office and invited anyone who was interested to attend the Steering Committee meeting in February.

They mailed RFPs to a dozen consultants, received five proposals, and selected two for interviews.

What happened next?

The Steering Committee held its second meeting in Phoenix in February 1999. They:

- * attended an evening session with the National Board and made a presentation about the Change Initiative.*
- * interviewed two consultants and selected Harrison Owen, originator of Open Space.*
- * scheduled an Open Space meeting for all stakeholders for October 1999 at a place to be determined.*
- * agreed to mail an update to all YWCAs inviting input.*
- * decided to hold their next meeting in Chicago on April 17th and 18th.*

Closing words?

The Steering Committee is passionately committed to the YWCA. We seek to bring all the stakeholders together in order to build the strength, vitality, trust, and systems to carry us well into the next century. The effort is not about individual competence or throwing out structures, but rather to look into the future and to renew an organization committed to the empowerment of women and the elimination of racism.

For more information, contact any of the Steering Committee members of the CHANGE INITIATIVE or Myrna Deckert, Chair, YWCA of El Paso del Norte Region, 1918 Texas St., El Paso, TX 79901.

Attached is a form for you to use to express your support for the Change Initiative, express your concerns, or why you do not support this effort----if you have not already done so.

How was the plan implemented:

In August, a survey was sent to all YWCAs, to the CEO and members of the National Board asking how they would like to be involved in the Change Initiative and to recommend names to be considered for the committee and as consultants.

- * More than 100 surveys were returned.*
- * 78 said they would seek support from their associations.*
- * 42 said they would seek financial support.*
- * 72 individuals were recommended for the Steering Committee.*
- * 19 consultants were suggested.*

Who are the Steering Committee members?

The Steering Committee is made up of a diverse group of volunteers and staff from local association, National Board and staff They were chosen by the NAYE Board of Directors in September 1998.

What is their charge?

"Building on the Guiding Principles presented at the July 21st Forum, the Steering Committee will guide the process to design a new organizational structure for the YWCA of the USA and create a plan for approval and implementation."

The Steering Committee was asked to:

- * develop a budget and timeline.*
- * hire a consultant to guide the process.*
- * hold its initial meeting as soon as possible.*
- * set ground rules for meetings.*
- * communicate regularly with all stakeholders.*
- * review previous strategic plans and studies.*
- * complete the work in 12 - 18 months.*

What is the role of the NAYE Board?

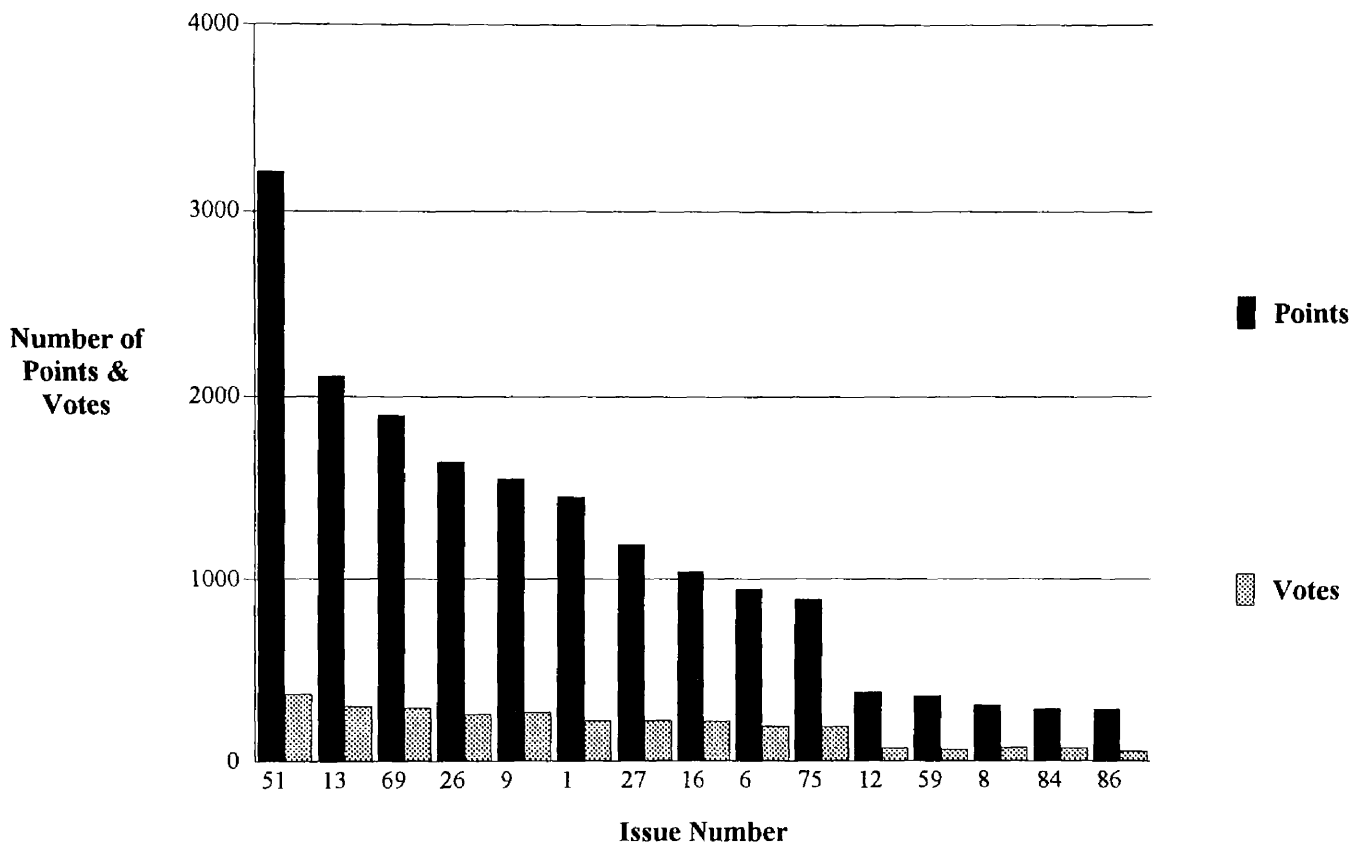
Their role is to be the catalyst, provide the charge and parameters, help raise funds, maintain fiscal responsibility, support the Steering Committee's work and the implementation plan.

APPENDIX B

Open Space Document
Dallas, Texas October 1999

Rank Ordering of the Priority Issues as Voted Upon by Participants

Top 15 Issues By Total Points



Issue #51 – Governance/ Structure of the National Organization

Issue #13 – Survival of Local Associations

Issue #69 – Racial Justice

Issue #26 – Mission

Issue #9 – Membership

Issue #1 – Vision

Issue #27 – Communication

Issue #16 – Youth Leadership Development

Issue #6 – Advocacy

Issue #75 – Staff Development/Training

Issue #12 – The World YWCA

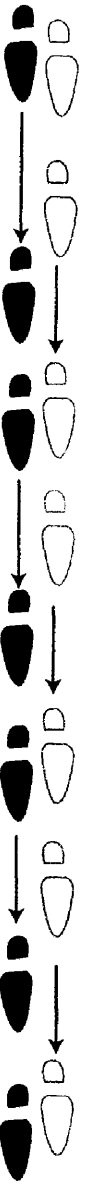
APPENDIX C

Steps to Absolute Change Document

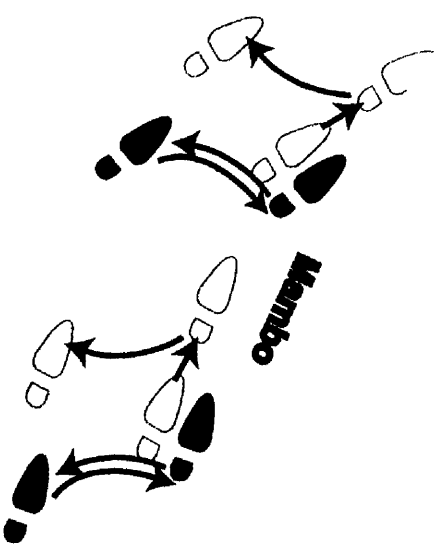
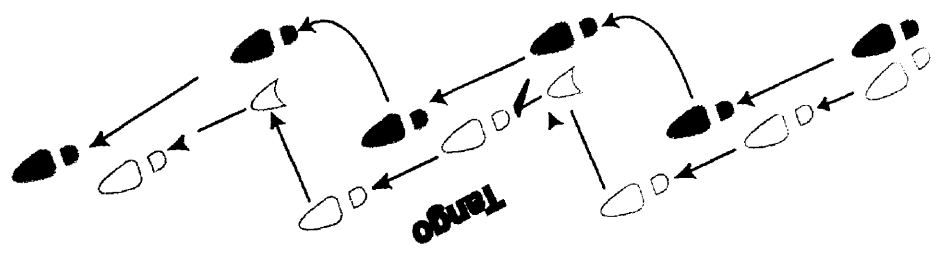
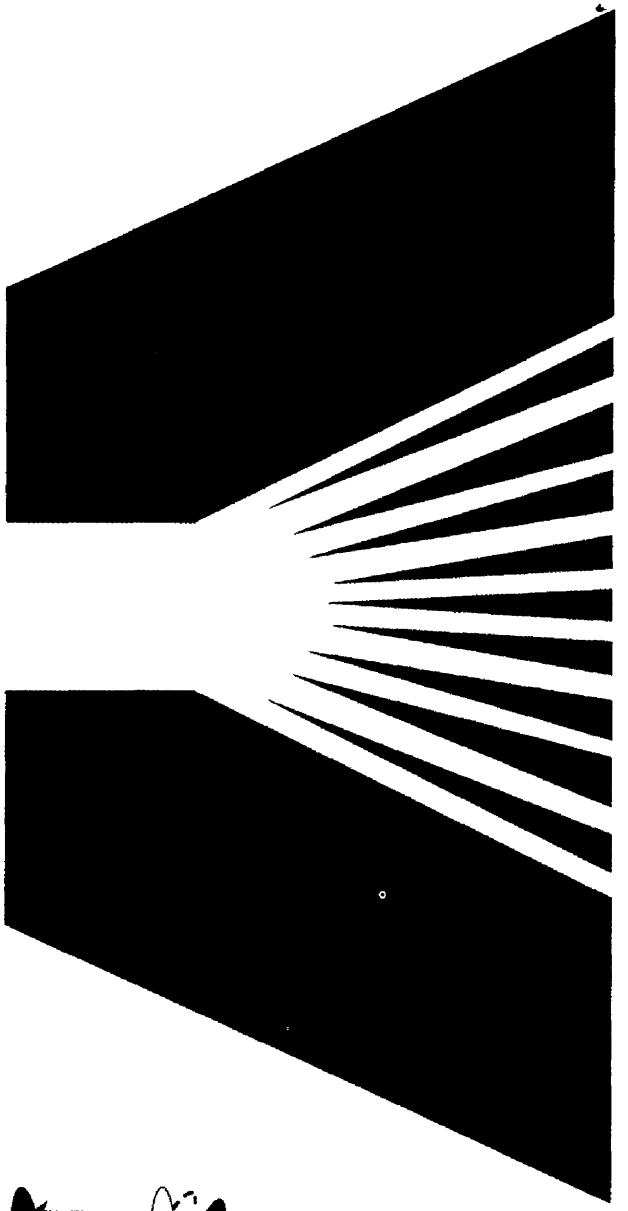
Developed through the Accelerated Solutions Environment
Conducted by Cap Gemini Ernst & Young

Dallas, Texas August 2000

Texas Two Step

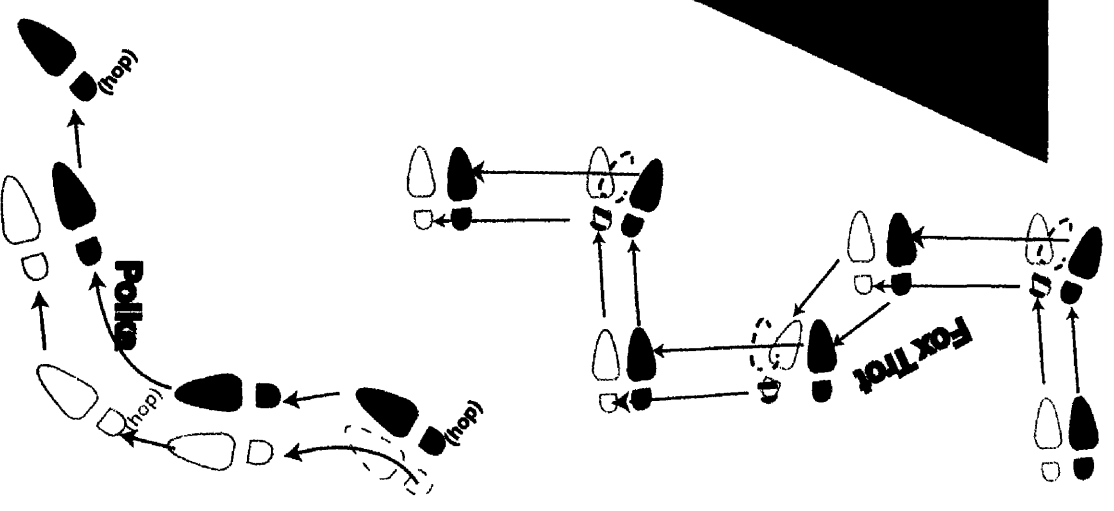


Steps To Absolute Change



YWCA of the U.S.A

YWCA DesignShop@ • Cap Gemini Ernst & Young
Dallas ASE • August 22-24, 2000



What is an ASE?

The Cap Gemini Ernst & Young ASE is an accelerated solutions environment. The ASE leverages innovative work processes that link an extensive knowledge base, technology, adaptable environment, and collaborative design to serve clients. The ASE uses a DesignShop system to overcome the issues that cause organizations to struggle with identity, innovation and implementation.

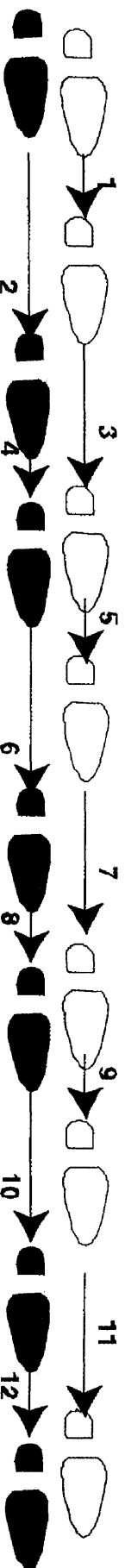
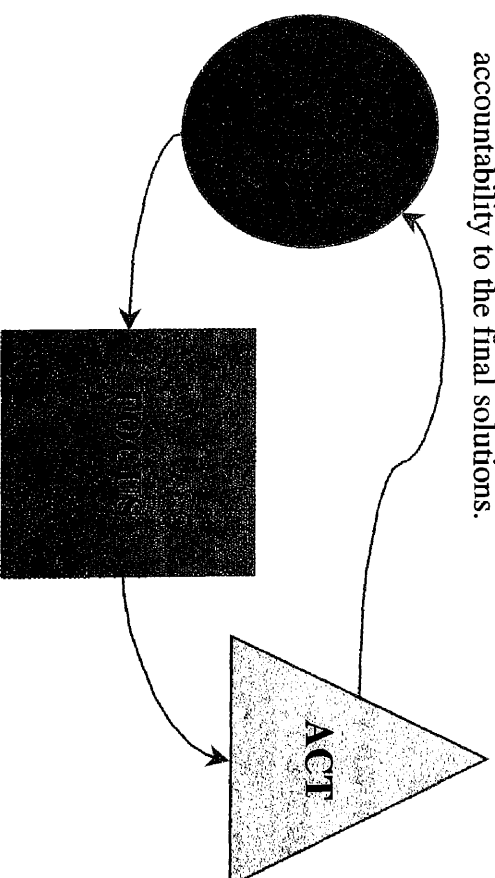
A DesignShop brings together stakeholders from every level of an organization into an ASE environment that enables collaborative exploration and solution development of complex problems and challenges. It is a process of "decision by design" that fuses planning/design, design/decision-making, and short/long-term goals. DesignShops accomplish in a few days what usually takes three to six months.

The DesignShop is organized into three phases: Scan, Focus, and Act.

During the SCAN phase, participants engage in individual and team exercises that challenge them to think beyond the norm as they explore new conceptual frameworks and relate them to their current situation. Scan is used to open up the range and depth of vision for the participants. In the Scan phase, designers look into the future and outside normal industry parameters. Hidden design assumptions are surfaced and examined; new ways of exploring and using information are used. Participants are introduced to each other and to each other's ideas - building upon the collective group genius.

In the FOCUS phase, groups dive deeply into specific business problems - recognizing emerging patterns, generating potential solutions, and developing a foundation of understanding upon which to build the solutions. Options explored during scanning are evaluated and tested to both eliminate and allow ideas to mature and be validated. Groups look for points of intersection between ideas and projects. Ideas that don't "fit" fall away naturally, without voting or complex decision-making processes. The emphasis during the Focus phase is on design.

During the ACT phase, focused creativity, parallel processing, and exponential increases in work happen. People challenge their design from all angles, testing solutions as they develop into greater detail. Breakthroughs occur as the participants zero in on the solutions that best meet the strategic focus of the business. Action is the emphasis. During this day, participants work in self-selected teams and build excitement and commitment while defining projects that include allocated resources and start-and-end dates. At the same time, they build ownership and ultimate accountability to the final solutions.



Steps to Absolute Change

Overview

Thirty-five individuals volunteered from all areas of the YWCA to form the Change Initiative and to be responsible for transforming the current YWCA into a thriving organization capable of influencing change in society. The leadership team decided to use Cap Gemini Ernst & Young's accelerated solutions environment process to help the YWCA truly change for the future.

A diverse group of 80 women from national leaders to community volunteers, program participants to funders, younger to more mature, were selected to help shape the YWCA's future.

As the participants gathered on the first day, they were unaware of just how this process would affect the organization. For some, expectations were high; others, had been down this road before and were quite skeptical. Some participants were clinging to the past and really resisted change. Some participants saw the YWCA for what it was: it was broken and did not represent what future women leaders needed.

The ASE uses a three-step process to help transform organizations. The first step is to *scan*. On the first day, participants had the opportunity to hear each other's vantage point, learn from metaphors that represented core principles, understand current initiatives, and review case studies of companies who have grappled with some of the same issues.

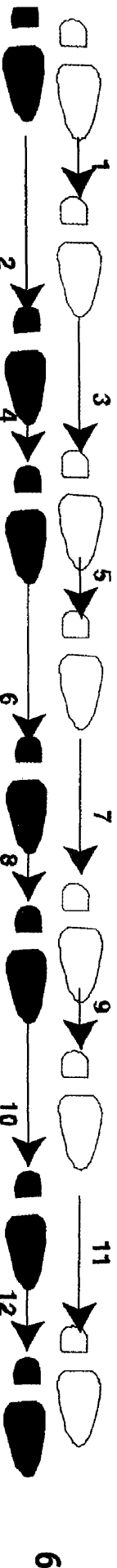
The second step in the process is to take all of the knowledge they gained and begin to *focus* on their own organization. They began by creating solutions based on scenarios that are possible in their future.

Then, groups were asked to build the new organization - each from a different perspective. One group was limited by current funds, while another had no constraints. One group looked at making the new organization a customer-intimate organization.

Other groups looked at designing the new mission and vision, the operating agreement, communication plan, staff and volunteer model, the affiliate program model, and the funding model. Another group looked at the transition plan for positioning this organization from its current state to the future state. This was a first iteration on how the YWCA was going to organize. Before retiring for the evening, the group had the opportunity to write their thoughts and let the other groups know "why it wouldn't work."

The final day was all about *act*. It was important that the group collectively leave all current "baggage" behind and design the future. As a group, they engaged in a healthy dialogue where they actively listened and contributed until everyone was ready to move forward. Many were given the gift of true personal change and breakthrough. They were ready to work!

Eighty women from different vantage points created the new organization. Each woman carried the burden of the 25,000 she represented. They made dignified *decisions* about their future which represent the hopes and dreams for all. They are bold and courageous. They care about the organization, and about women. They evolved into true servant leaders for their customers and created a design that the organization can be proud of for the next century of empowered women shaping the future!



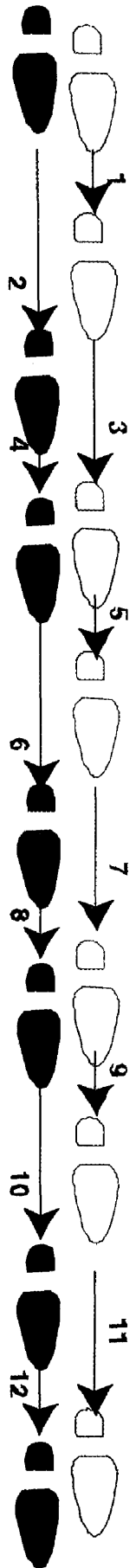
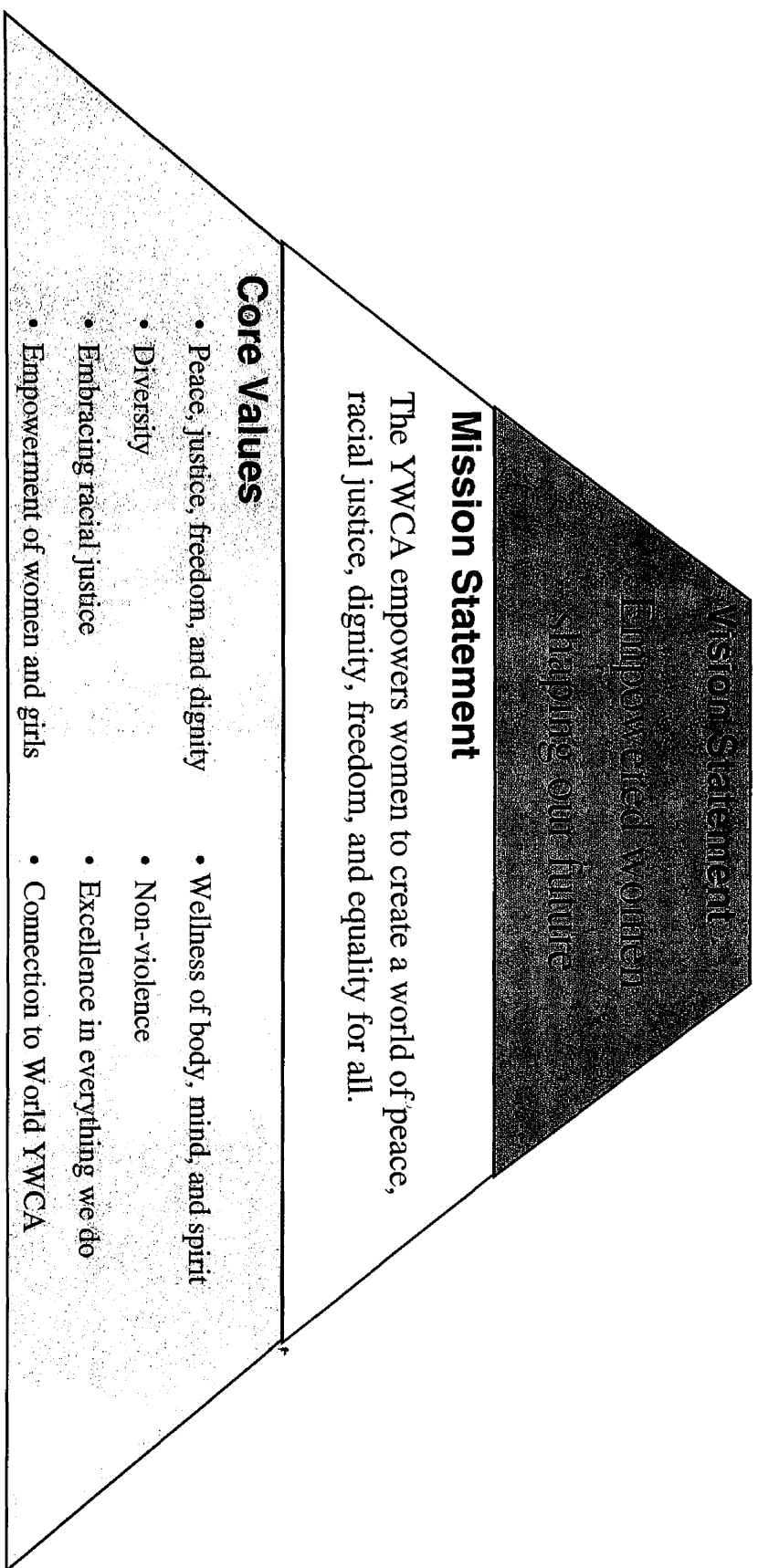
Steps to Absolute Change

Mission and Vision

The consensus of our team was that the mission and vision of today's YWCA no longer meet the needs of its present and potential constituents. We were committed to preserving the rich history of the YWCA, while finding the language essential to guide the YWCA of today and the future. Believing that language represents our values, beliefs, attitudes, and behaviors, this team of eight women truly grappled with words that would be reflective of the ideals of the YWCA. The power of the language will serve to embrace, and be embraced by, both the current YWCA constituents and the women who are the hope of the future.

Objectives

- To create a new mission and vision relevant to the YWCA of today and the future, the team endeavored to define:
- The core values of the YWCA
 - The vision statement of the YWCA
 - The mission statement of the YWCA



Customer-Focused Programs

The overriding goal of our activity was to ensure that customers stay with the YWCA forever - perhaps initially as recipients of services, and then later as volunteers, donors, or other supporters.

Success will depend on effective:

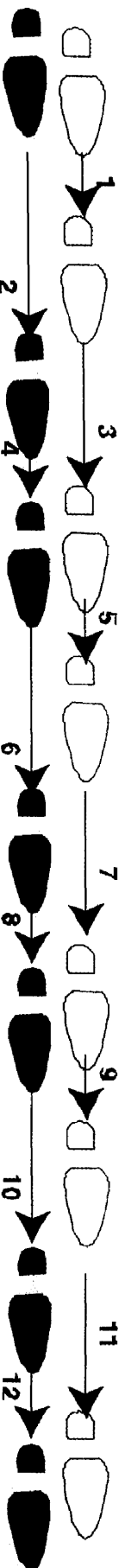
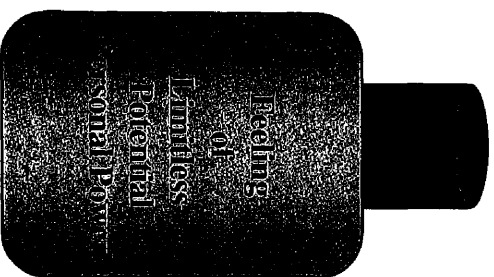
- Listening to the customer
- Anticipating her needs
- Responding to her needs
- Checking in with her often

Additionally, by tracking information and analyzing trends through a customer relationship management system, the YWCA can provide highly responsive services and programs to meet changing needs.

Objective

- To identify what the YWCA is going to bottle and to whom

Our Product



Deliverables

Definition - Customer

- Anyone who comes to us to fulfill a need and/or a want

Categories of Customers

- Recipients of services/programs
- Supporters
- Stakeholders
- Donors
- Volunteers
- Boards
- Collaborators
- Funders
- Employees
- The community at large
- Partners: Other Associations, National, World

Steps to Absolute Change

Customer-Focused Programs

Deliverables (cont.)

YWCA Customer Service/Product Cycle

These key features of a customer service program will help ensure a truly customer-centered organization:

- Value-added benefits/features
- Marketing attraction (incentive)
- Point of contact (active listening - consultative sales)
- Method of selling
- Point of sale and/or commitment
- Customer service delivery
- Customer interaction/feedback/evaluation on benefits to validate customer satisfaction
- Customer retention



Drivers

The primary drivers that motivate YWCA customers to participate with the organization are the desires for:

- Power
- Taking charge of personal destiny
- Utilization of potential
- Pride
- Courage
- Freedom
- Choices
- Satisfaction
- Nurturing support

Next Steps

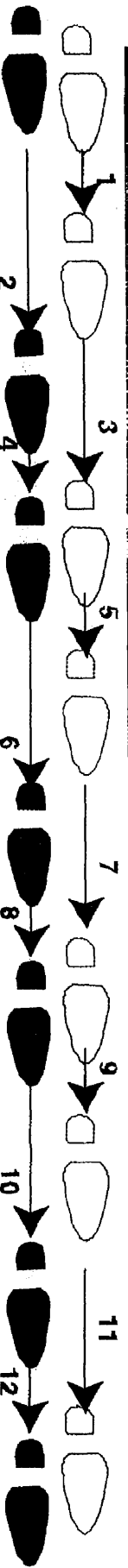
Development and implementation of a Customer Relationship Management System (CRM) -- a national database.

Development and implementation of a membership model.

Membership Model

Our group recommended that a single, form of common membership be implemented. Under this model, community associations would be able to set their own fee for membership, but would contribute an established amount per membership to the CT entity. All members receive the same national benefits such as a newsletter and a membership card that could be used at any community association.

Our proposed goal is to recruit and retain 10 million members.



Advocacy

Advocacy's intent is to assist all women in becoming active in the political process.

Through advocacy, we will change or have impact on achieving just and equitable laws.

Objectives:

- Process of Advocacy
- Education
- Building Communication System
- Measurements of Success

Process of Advocacy

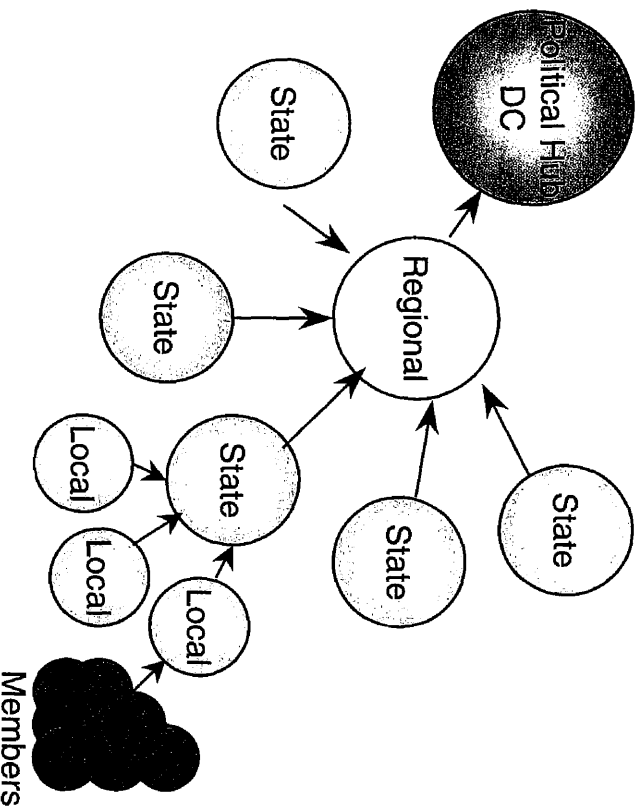
This organization will have a presence in Washington D.C. It will be a network of Public Policy Coordinators and contacts in each region and state.

Public Policy Coordinators will be active in each community association.

Community associations will identify and prioritize issues using the electronic network.

Members knowledgeable on issues will form the lead association with responsibility for educating customers on the prioritized issues using websites. They will encourage all locals to provide their own websites on public policy.

The D.C. political hub staff will provide customers with a variety of strategies to address national issues (e.g. letter-writing, phone calls, and lobbying). Customers will determine their level of involvement and activity and will coordinate their actions through the community association that takes the lead.



There will be follow-up to monitor activity, measuring success through the electronic network.

Each state will have an advocacy contact.

This model will build alliances and networks for information.

Education

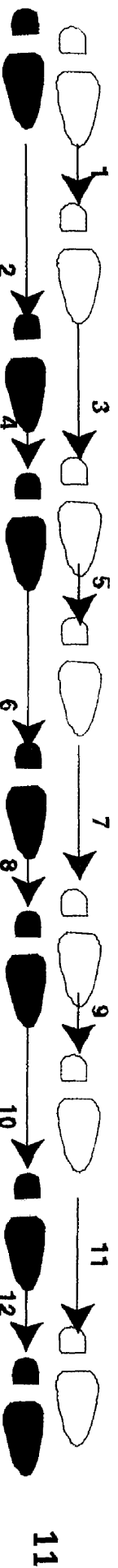
What is it?

Education will:

- Help build skills and participation in the political process at all levels from registering voters to running for elected office
- Help increase the understanding of laws effecting 501(c)3 and 501(c)4.

Who's Responsible?

A team of local leaders made up of staff and volunteers will serve as the Coordinator of Advocacy.



Advocacy

Education (con't)

Why do we do it?

Our mission is to methodically get everyone on board with advocacy. We will educate around:

- What is advocacy?
- How do you advocate?
- Education on advocacy issues

The answer to these questions and more will be provided on the advocacy website.

Building a Communication System

The communication system (website) is intended to build a network of associations and individuals interested in particular issues. The internet site will encompass community, content, and commerce. We are going to start the process of building the site by September 2000. The organization will employ resources from our associations at national convention to provide technical expertise.

The content of the site will focus on informing the public on advocacy opportunities that the YW offers. Content should be concise, convenient, relevant, and action-oriented. The content will be organized by state, national and international. A web manager will need to be identified to keep the site current.

The community of the website will be served by chat rooms and bulletin boards that are self-maintained.

Eventually, it is the intention of the advocacy group to hire outreach advocacy organizers to help communicate on a personal basis.

Measures of Success

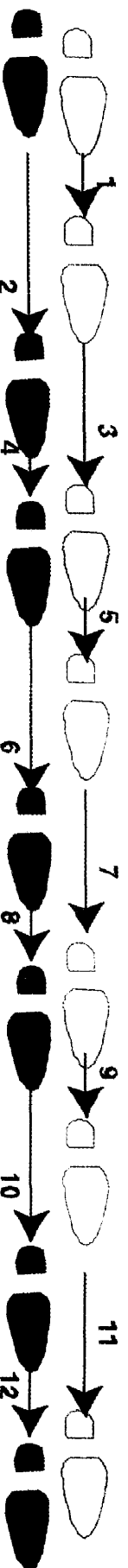
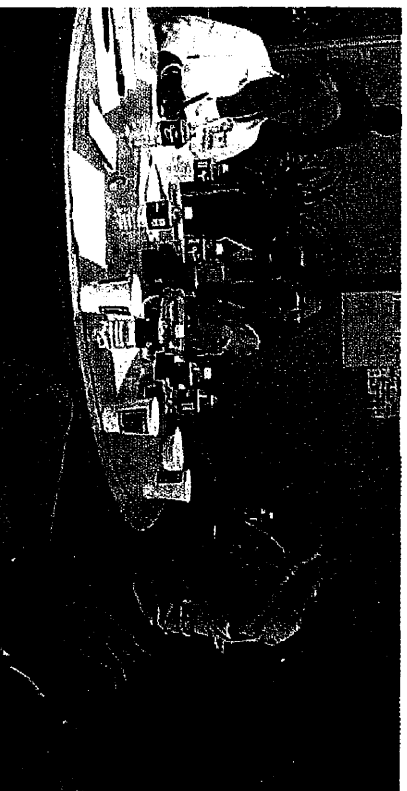
- Courses are provided in 50% of the states by January 2002
- Increase in the number of YWCA women trained in the advocacy and political leadership
- 5% monthly increase in website hits once established.

Next Steps

Associations will be surveyed regarding knowledge and involvement in public policy issues and advocacy.

The responsibility for building training for member communities will be outsourced to each community. The collective shared training material will be housed on the website to empower all.

Training and education can be financed through two methods. One suggestion is to have each community pay a single annual fee for training. This fee would give them access to all training and materials organized in a centrally shared location. The community would have the freedom to choose how training would be implemented at the local level. The second suggestion is to have training paid for on a per product basis. Each time training material is accessed, it would be paid for.



Structure

The structure team was charged with designing a more fluid, customer-focused structure for the new YWCA. The structure we created is governed from the outside in, focuses on the customer, and allows for latitude within the local associations while preserving national YWCA standards. In order to avoid being derailed by issues of nomenclature, we have not given names to the entities within the organization. Each entity has been assigned roles and responsibilities which they will fulfill in any way they see fit.

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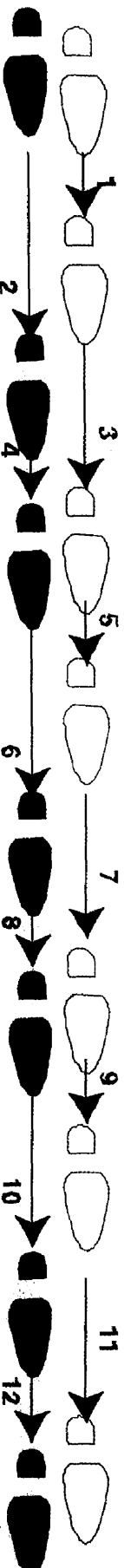
Objectives

- Preserve non-profit status
- Preserve single-sex status pending further discussion
- Allow staff to serve at the national level
- Enable local associations to design programs based on the needs of the community while maintaining brand integrity of the YWCA.

Next Steps

- Challenge the legal team to make this work
- Obtain concrete numbers from the finance team
- Determine specifics, including regional boundaries.

Steps to Absolute Change



13

Structure

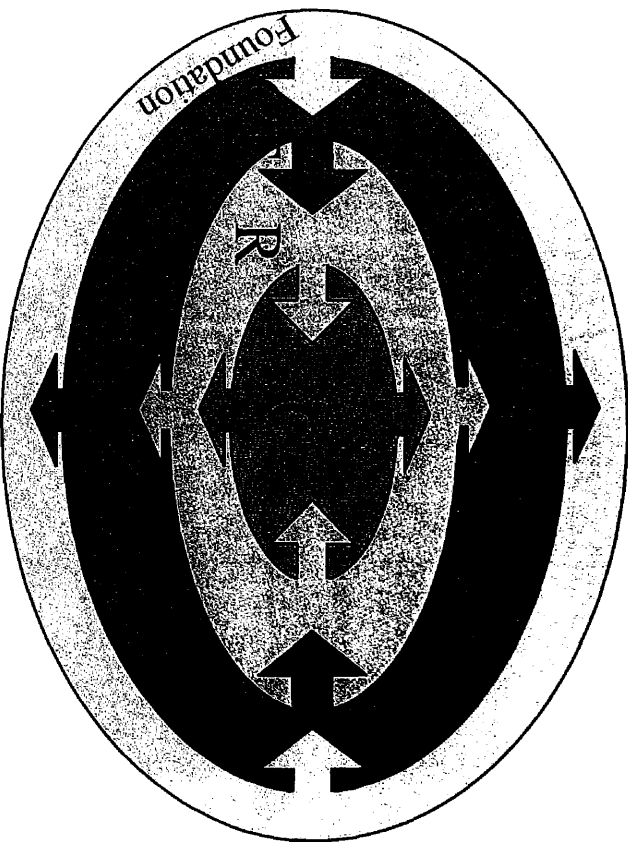
Roles & Responsibilities

R's (Regional Scope)

- Extend peer review process across regions
- Select members of CT
- Build regional capacity
- Connect C's and R's
- Maintain support services/assistance
- Generate issues to be addressed nationally

CT (National Scope)

- Capacity-building
- Brand/image/marketing
- Central communication
- Technology
- Data collection
- Resource services/best practices/training
- National advocacy (possibly PAC)
- Maintain charitable status 501(c)
- External linkage
- Administrative functions
- Allocation of funds
- Charters
- Sets own budget (income from Foundation)
- Appeal process
- Submit plan/status report annually to R's

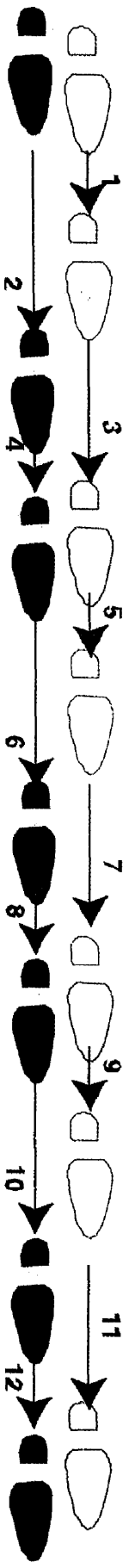


Foundation

- Manage and grow endowment
- Provide funding to CT
- Accountable to CT

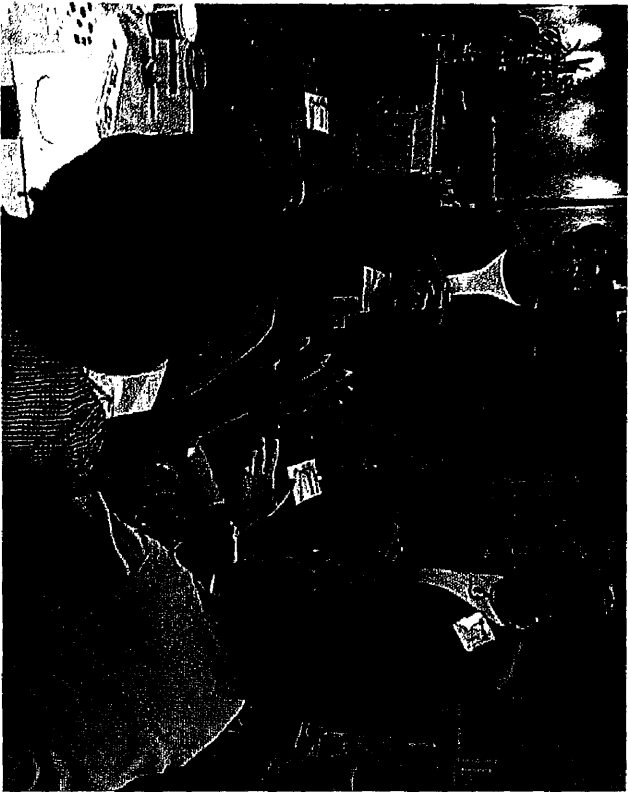
C's (Local Associations)

- Racial justice and women's economic empowerment programs
- Submit plan/status report annually to CT
- Pay minimal fee for use of YWCA name
- Maintain charitable status 501(c)
- Select representatives to R's
- Generate issues to be addressed nationally
- Advocate locally
- Maintain stable, diversified funding
- Deliver the mission of the YWCA
- Maintain focus on the customer



Structure

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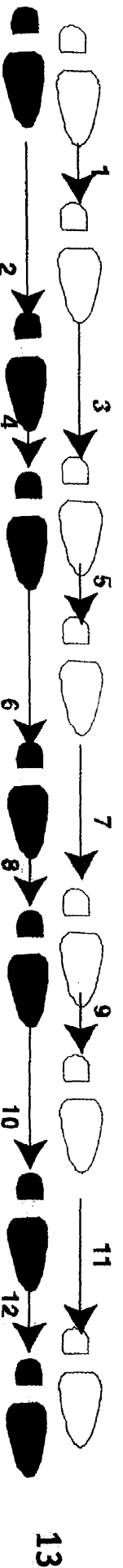
Objectives

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- Enable local associations to design programs based on the needs of the community while maintaining brand integrity of the YWCA.

Next Steps

- Challenge the legal team to make this work
- Obtain concrete numbers from the finance team
- Determine specifics, including regional boundaries.

Steps to Absolute Change



Brand Name & Marketing

The YWCA was named when the organization was founded in the mid 1800's. Over the past century, YWCA has often been confused with YMCA. To increase brand recognition, we looked at how we can better increase the brand awareness of the YWCA.

The brand should convey the core values and be easily recognized by a cross section of every generation of women. We want to attract young women and increase the awareness of what the YWCA offers as programs, support, and advocacy.

Limitless
Potential

Deliverables

We must create a brand that will attract the women of the future. Since we are reorganizing, we also need a new look and image to accompany our new organization.

To change brand, we need momentum. Since we have a strong commitment to revitalizing the YWCA, momentum can be used to reinvent our brand image.

Personal
Power

Objectives

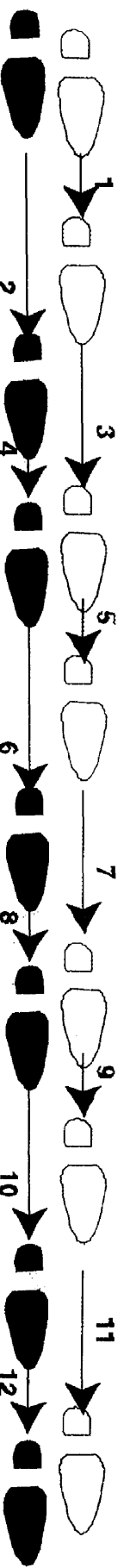
We identified our objectives as follows:

- To eliminate confusion with the YMCA
- To illustrate, through brand, the YWCA ideals of inclusivity, leadership, connectivity, and advocacy for women
- To increase membership numbers as well as student associations and donors to initiate the process in finding a new name and image that will attract the future women of the YWCA.

Next Steps

- Mary Reardon Johnson is accountable for carrying the initiative forward
- Experts will be retained to research new name possibilities for the organization
- Present the new name in 2001.

Steps to Absolute Change



Funding

When considering funding in the following areas, we based our decisions on several guiding principles in order to fully realize a financially responsible organization. All components of the YWCA will be lean, accountable, and will provide value-added services. The financial relationships of the organization will be structured to operate on the principle of mutuality.

Creating A Foundation

We will establish a foundation to support YWCAs. The foundation will provide operational support of for the organizing structure and funds to enhance the capacity and growth of locals. The foundation will be funded by transferring endowment assets and aggressive fund development. In October of this year, we will begin working on:

- Legally establishing the foundation
- Transferring the endowment assets
- Defining responsibilities including an asset allocation policy and a distribution policy

Kathi McClanahan-Horton has agreed to take ownership of this process.

Retirement

- Support requirement that YW's provide retirement benefit to employees
- Formally request that the YWCA Retirement Fund bring a restructured plan which includes investment options for participants by 12/31/00
- Formally explore legal ramifications of YWCA's having choices of retirement plans in addition to the YWCA retirement fund

Judi Bishop will be responsible for contacting the retirement group by September of this year and will ask for a plan by the end of the year.

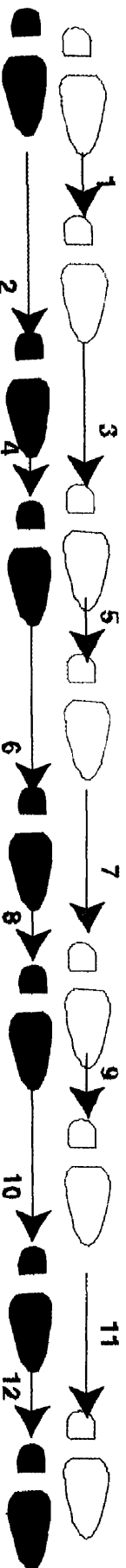
Transition Phase

We estimated the minimum revenue needs during the transition to be \$7-8 million. Sources of revenue could be:

- \$3.5 Million- Current Levels of Dues
- \$2 Million- Interest Income
- \$2.5 Million- Fund Raising

In order to fund the transition the following areas were identified as key to our success:

- A balanced budget
- Full participation in the current dues structure for the next 12 months
- Payment of back dues
- Strengthen fund development through alliances, collaboration, and the maximization of our resources.



Integration

Vision to Change and Power to Act

- 80 women representing a cross-section of YWCA members across the nation met for three days in Dallas to hammer out a plan to transform the organization. It is estimated that each participant had approximately 25,000 women standing on her shoulders. It was recognized that each woman present understood the responsibility she carried.
- Guided by professional facilitators from CapGemini Ernst & Young, the participants worked in an Accelerated Solutions Environment using a process called the DesignShop. The DesignShop is a cutting edge, high-tech, fast-paced environment and process which allows participants to do a year's worth of transformation planning in three day's time.
- The environment included a wide range of applicable fact-based information about customer needs, management, and marketing that informed the transformation process at every level.
- After three days, the group emerged from the process with a new organizational framework characterized as flexible, innovative, and highly responsive to its customers.
- Participants developed an environment of trust and confidence in each other's commitment and ability to transform the organization. The group celebrated its history and then let it go as an operating premise for the organization. It then embraced and reaffirmed its values, *in new language*, and prepared to move forward to begin to construct its future.
- The next step is to present the results of the planning session to the full YWCA at the National Convention beginning September 14, 2000.
- The YWCA thanks the CGEY ASE and Leslie Hamilton for their generous contribution of the DesignShop environment and services to catapult the transformation.

COMMITMENT

IMPACT

TRUST

Steps to Absolute Change

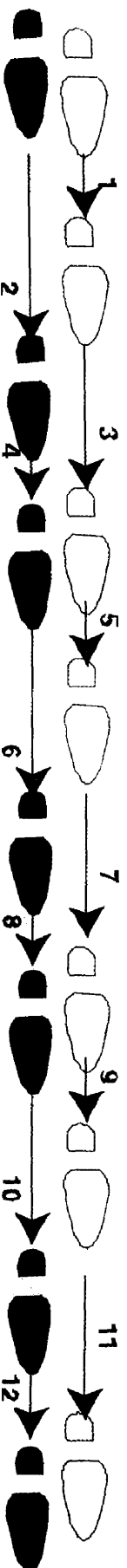
FUTURE ORIENTED

FLEXIBLE

CUSTOMER INTIMACY

RENEWAL

WISDOM



APPENDIX D

2000 Special Convention: Dallas, Texas

Motion to endorse the *Steps to Absolute Change*
And to establish a Transition Team

**YWCA 2000 Convention
September 16, 2000**

Motion

I move to endorse the ideas, concepts, and suggestions contained in the Steps to Absolute Change framework and to endorse a Transition Team, the chairs of which will be Audrey Peeples and Alexine Clement Jackson who will jointly appoint the other members. The Transition Team will have the responsibility to:

- 1. Further define the Steps to Absolute Change framework;**
- 2. Prepare a detailed draft plan of the changes to be implemented based upon the Steps to Absolute Change framework and the input provided at the 2000 Convention and additional input to be provided by YWCA Associations;**
- 3. Present this plan to the member associations of the YWCA of the USA for consideration.**

I move further that the National Board of the YWCA of the USA consider and approve adequate funding for the transition plan.

I move that the National Board of the YWCA continues the moratorium on the disaffiliation of member associations during the transition, except for major violations of the constitution.

APPENDIX E

Steps to Absolute Change Transition Plan

Presented to the National Convention of the YWCA of the USA

Albuquerque, New Mexico July 2001

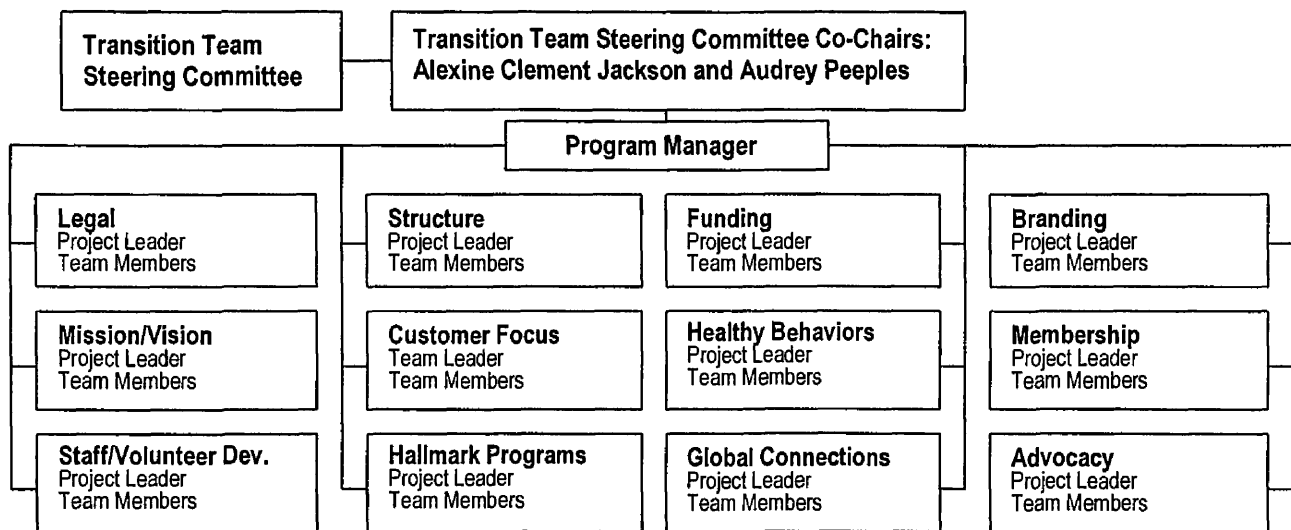
Information / Invitation to Apply

Here are the organizational chart and job descriptions for the Steps to Absolute Change positions of: Program Manager, Project Team Leader (volunteer) and Project Team Member (volunteer). Those interested in filling a position are encouraged to apply, directions to do so are included with each job description. The Transition Steering Committee will be in touch with applicants and will announce results as soon as decisions are made and the project teams are organized.

Applications for the Structure Solution Group and the Legal Work Group (attorneys only) are due 12/22/00. Please send your application to Ann Golden at agolden@bmi.net for Structure. Attorneys interested in the Legal Work Group should send their application to: Nancy Santana at nsantana@petrotruckstops.com or via fax: 915-774-7366.

Send applications for other Project Team positions – to be received by 1/10/01, and proposals for the Program Manager – to be received by 1/15/01, to Julia Taylor who is coordinating this process. Julia can be reached by phone: 414-267-3122, fax: 414-374-2680, e-mail: jtaylor@wi.rr.com, or surface mail: c/o YWCA of Greater Milwaukee, 1915 N. Martin Luther King Dr., Milwaukee, WI 53212.

Organizational Chart



Job Description: Project Team Leader or Member

Responsibility: Monitor & manage (Ldr) or monitor & contribute to (Mem) the work of a project team.

PTLs ensure high quality deliverables (defined in the transition workplan), and effective monitoring and control of project progress and economics by providing leadership, communication, planning, organization, facilitation, and the structure necessary to develop and implement project plans/solutions. Each works with a TTSC sponsor, the Program Mgr, and their Project Team. PTLs must have flexible schedules to allow for scheduled Transition Team mtgs.

Team members help develop the strategies necessary to ensure successful implementation of plans and solutions in their Project Team area.

Estimated time commitment: PTLs: 9-12 months with an average minimum time commitment of 10 hours per wk. Authorized expenses will be reimbursed.

To apply for specific Project Team positions: Send a letter to Julia Taylor indicating project team preference and role (leader, member or either), and outlining core competencies in the following areas: leadership conduct, teaming, solution design, project development and management, analytical problem solving, customer value focus, and skills relevant to the particular team task.

Job Description: Program Management

Responsibility: Via contractual arrangement, oversees the implementation of the Steps to Absolute Change. Collaborating with the TTSC and Project Teams; provides the leadership, vision, communication, cohesion, management and analysis necessary to respectfully and effectively implement a smooth and successful transformation process.

The key deliverable is a comprehensive strategy and implementation plan based on the Steps to Absolute Change, including the following:

1. Establish and maintain an operational and administrative infrastructure that allows for the management of multiple projects involving volunteers while assessing pertinent risk factors to ensure program success.
2. Promote project team efforts, and share a sense of purpose so that work is synchronized and concurrent, knowledge is shared and seamless service is provided. Foster teamwork and encourage continual communication across project teams.
3. Foster creativity, support accomplishment of team goals and enable volunteer team members to work effectively.

4. Provide guidance to project team leaders or members not meeting expectations that enhances performance or places the individual in a more appropriate project/team assignment.

5. Provide access to market knowledge resources in specific solution areas and establish a project environment to expand knowledge within the team.

6. Demonstrate integrity and ethics in dealings with others; including honesty, trust, absence of hidden agendas, fulfillment of obligations/commitments, and professionalism.

7. Maintain internal and external communications flow across the country.

Core Competencies:

- demonstrated success with program/project management and controls, and teaming
- written and verbal communications
- financial management
- values tracking and measurement
- executive interaction
- strong computer skills

To apply (individuals, associations and agencies): E-mail, fax or send bid, to be received no later than January 15, 2001, to Julia Taylor that includes a list of key competencies, references, relevant experience and estimated cost of services for a 12 month period commencing in February, 2001.



Introduction

A process to transform and re-invigorate the YWCA of the USA was initiated in July of 1998 at the annual convention in Pittsburgh. This process became known as the Change Initiative and was driven by several trends in our organization:

- Nearly 25% of our associations have disaffiliated in the past decade.
- Multiple studies and task forces have documented problems but all previous efforts to solve them have been less than adequate.
- Typically less than half of all associations meet all affiliations requirements.
- Our operating structure was designed in 1906 for a very different world than we have today.

We began to address our concerns more formally in 1999 at the “Open Space” meeting in Dallas. Critical issue groups evolved from that meeting. Those issues were then further explored through the “Steps to Absolute Change” process in Dallas at the Accelerated Solutions Environment (ASE) in 2000. Outcomes and recommendations from that meeting were presented at a special convention held in Dallas in September 2000. The recommendations contained in “Steps to Absolute Change” were adopted and the Transition Team Steering Committee was named to prepare a draft plan based on the “Steps to Absolute Change” framework.

In the months from September 2000 to July 2001 the Transition Team Steering Committee formulated eleven project teams to develop detailed plans based on the “Steps to Absolute Change” framework and feedback received at Convention 2000. In the succeeding months several drafts and iterations of the plan and its components were circulated for comment; hundreds of hours were spent in revisions based on feedback from local associations, Regional Councils, the work of project teams, the Transition Team Steering Committee, and volunteers and staff.

The results of that process appear in this booklet and will provide the basis for Convention 2001.

- **Operating Model** describes recommendations primarily of the Asset Management, Legal, and Structure Teams but includes pertinent recommendations from other Teams
- **Reorganization Plan**
- **Position Papers on the Single-Sex Mandate**
- **Reports from Eight Project Teams:** Advocacy, Branding, Customer Focus/ Membership, Hallmark Programs, Healthy Behaviors, Global Connections, Mission/ Vision, Volunteer/ Staff Development

In addition, you should expect to receive another mailing prior to the end of June which will include proposed convention resolutions, a draft Plan of Reorganization, and a summary of current work on the proposed by-laws.

Throughout the entire three-year process, hundreds of individuals and associations have been involved in the change effort. Agility, flexibility, responsiveness, and inter-connectedness have been hallmarks of the process. This collective effort has demonstrated the commitment to the re-creation of the YWCA. Following in the path of our founders, we must be visionary, strong, and courageous.



Executive Summary

The reorganization of the YWCA of the USA as described in this Operating Model, will result in a single national corporate tax-exempt entity, organized under the not-for-profit laws of the State of New York. Because of the current complexities of the national organizational structure and various legal considerations, the determination has been made that by remaining a corporation organized under New York law, the YWCA will be able to accomplish its reorganization most quickly and least expensively. This decision will not preclude a future determination to change the state of incorporation nor will it require that any national office remain in New York. The reorganization will combine all of the currently existing YWCA entities—the local associations, the unincorporated YWCA of the USA (which is currently the collective body of the local associations), the National Board of the YWCA of the USA (which is currently the only incorporated entity), and the National Board of Trustees. The reorganization of the YWCA of the USA will legally be accomplished by 1) amending the 1906 Charter of the existing corporate entity consistent with the Operating Model, including a change of name (to something such as the YWCA of the USA, Inc.) but not changing the purpose of the organization; 2) amending and restating the bylaws of the current corporate entity (the National Board) to add all of the procedures, processes, terms, responsibilities, and accountabilities to make the Operating Model work, and 3) repealing the current constitution and bylaws of the unincorporated YWCA of the USA.

The local associations will be the members of the new YWCA, and the National Coordinating Board, to be selected as set forth in the Operating Model, will serve as the board of directors. The roles, responsibilities, operational guidelines, accountabilities, and limitations of the National Coordinating Board (NCB) will be established in the amended and restated bylaws. The current endowment funds and other non-dues assets of the national organization will be preserved, maintained, and managed under an Asset Management Fund established by the amended and restated bylaws. The Asset Management Fund will be directed by a Asset Management Committee, as described in Section V of the Operating Model, similar to the current Board of Trustees, with their roles, responsibilities, operational guidelines, accountabilities, and limitations also to be established in the amended and restated bylaws.

The proposed Operating Model creates mutual accountabilities at all levels—local associations, Regional Councils, and National Coordinating Board—and reflects a sharing of responsibility, authority, and power for the future of the YWCA movement. What will the changes look like at the national, regional, and local levels?

National Organization

Currently the National Board:

- Is responsible for advocacy.
- Is responsible for a national presence, including collaboration with other not-for-profits and national partnerships.
- Is responsible for setting affiliation standards and monitoring compliance.
- Is responsible for fiscal management, including the relationship with the Board of Trustees.
- Is responsible for fund-raising.
- Is responsible for training, administered through national staff.
- Is responsible for a work agenda determined by Convention and the supervision of national staff with responsibilities determined by a CEO, independent of local association or regional directives.
- Provides linkage with the World YWCA.
- Is selected by a National Board nominating committee nominating process.
- Maintains a national office.
- Protects and maintains the corporate identity and use of the trade marks.

In the future:

- Advocacy will be done locally, regionally, and at the national level.
- The NCB will be responsible for a national presence, however collaboration with other not-for-profits and partnerships will be determined by the direction set by the Regional Councils.
- Affiliation standards will be established by the amended and restated bylaws, and peer review will be handled by Regional Councils. The NCB will be involved in monitoring affiliation standards only in the event of a regional/local dispute.
- With regards to fiscal matters—dues will no longer be paid to a national organization, but will be paid to the Regional Councils. The NCB will have a budget, to be approved annually by the Regional Councils, which will be funded primarily from interest income from the endowment assets, determined by a formula as established in the amended and restated bylaws.
- Training will be provided through regional resources as needed and available in each region.
- Work of the NCB will be primarily a coordination effort, determined annually by the Regional Councils.

- The NCB will determine the future of and location of any national office, and of any national staffing needs. Any national staff role will be that of coordination and facilitation based upon Regional Council direction and need.
- The NCB would be responsible for branding, internal communication, and through the Asset Managers, the growth of the Asset Management Fund (endowment).
- The NCB will maintain linkages with the World YWCA and choose representatives to attend appropriate World YWCA events.
- The NCB would plan and implement national meetings as needed and desired by the Regional Councils for education and inspiration.
- The NCB would manage and maintain records and the archives.
- The NCB would distribute to local associations information as to “best practices”.
- The NCB could fundraise in order to compliment and address Regional Council initiatives.
- The representatives to the NCB will be selected by the Regional Councils.

Regions

Currently:

- Regions are loosely structured and are not a representative or governing body.
- The roles of the regions are undefined.
- No dues or financial support is required to be provided to the regions.
- No training is provided by the regions.
- Regions have no participation in selection of the National Board.

In the future:

- The regions will be well defined in terms of number, members and responsibilities; all of which will be described in the amended and restated bylaws.
- The Regional Councils will be a representative and governing body, required to meet periodically.
- Local association dues support will be paid to the Regional Councils.
- The Regional Councils will be responsible for peer review to insure compliance with affiliation standards (established by the NCB), building local and regional capacity, providing training, collecting dues, electing representatives to the NCB and approving the NCB work agenda and budget.
- Regional Councils will provide triage to associations at risk.
- Regional Councils will have the flexibility to administer their work in the manner which suits each region—Regional Councils may elect to hire staff, outsource to third parties, or a local association in the region may perform functions on behalf of the region.
- Regional Councils will be responsible for implementing branding requirements established by the NCB as a minimum affiliation requirement.
- The Regional Councils will ensure a strong advocacy presence at the regional level.

- The Regional Councils will make decisions about affiliations (based upon the standards established by the NCB) and the chartering of new associations.
- The Regional Councils will refer issues to the NCB for action when appropriate.

Local Associations

Currently:

- No regional membership requirement.
- No hallmark program standard for affiliation.
- Dues paid to national organization.
- No formal representation on Regional Councils.
- No formal regional linkage opportunities.
- All training provided by national office and national staff.
- Affiliation requirements established by and monitored by National Board.
- No local or regional peer review.

In the future:

- All local associations will be required to belong to a region.
- Hallmark programs will be a requirement for affiliation.
- Dues will be paid to Regional Councils.
- Each local association will have 2 representatives on its Regional Council.
- Regional Councils will meet regularly and will provide networking opportunities.
- Training will be provided by the Regional Councils based upon the needs of those local associations in the region and the Regional Councils' resources.
- Regional Councils will monitor peer compliance with affiliation standards.
- Local associations will intentionally involve women under 30 in association work as an affiliation requirement.
- Local associations will participate in mission-driven advocacy work.

The energy and agenda for advancing the national YWCA movement will initiate at the local and regional levels, as opposed to being set by a national body. The national organization, acting through the NCB, will exist to add value to and coordinate the work of the local associations through the regional structure. The national organization, acting through the NCB and the resources it chooses to utilize, will function to enhance the collective presence and agendas of the local associations through advocacy efforts, marketing and brand imaging, and through its linkages and alliances with the World YWCA and selected collaborations with other not-for-profit and for profit entities.



Operating Model

This operating model is firmly rooted on a philosophical base of creating an organization focused on the customer at the local, grassroots level. Thus it defines a decentralized organization, with local associations linked in an interconnected network of communication and collaboration. Recognizing, however, that a national movement requires nationwide cooperation, the model also encompasses a National Coordinating Board to maintain a national presence. This model has a strong regional emphasis, giving associations the opportunity to make collective decisions and provide mutual support through regional affiliations. This model depends on a commitment from all YWCAs that we will take responsibility for each other. A national movement also depends on this mutual responsibility, knowing that our collective strength increases as strong associations assist those that are weaker. A vision of growth for the YWCA movement also drives this model. This operating plan provides the infrastructure for a recommitment to the mission through hallmark programs; a stronger public presence through branding and advocacy; enhanced training for volunteers and staff; and an increased global awareness through international exchange and communication. This energized and invigorated YWCA will attract new members and new associations.

Guiding Principles for A New Operating Model:

- Place greater decision-making authority at the community level.
- Set standards based on our mission which allow flexibility for addressing local community needs.
- Promote the sharing of expertise and information.
- Establish a representative and agile decision-making process that creates a new way for associations to relate to each other.
- Provide multiple approaches for working together.
- Remain results-oriented, responsive to emerging needs and changing priorities.
- Require accountability from all entities.

- Promote strength throughout all organizational components.
- Advance our mission through direct-service programs and a strong advocacy network.

Components of the Structure

I. Individual YWCA Associations

PURPOSE

Individual associations advance the mission through advocacy and direct service.

A. Structure

1. Must be legally incorporated as a 501(c) 3 organization or have fiscal agency agreement with another 501 (c) 3 entity.
2. Will continue as autonomous corporations affiliated in a regional and national network.
3. When a vote is necessary at a regional level the Executive Director/Chief Executive Officer and President/Board Chair for each association, or their designees, will be those voting representatives.
4. Must intentionally involve women under 30.
5. Individual YWCAs are members of a national corporate organization, to be called the “YWCA of the USA, Inc.”
6. Individual associations must affiliate with a region.
7. There will be only one category of association.
8. Each association will have members who may or may not vote for local boards of directors.

B. Roles and Responsibilities

1. Advance the mission through advocacy and direct service including hallmark programs.
2. Participate as a member of the YWCA community on the state, regional, national, and global levels.
3. Submit annual status report to the Regional Council.
4. If desired, local associations with a vote of a majority of associations can call a national meeting.

Standards of Affiliation:

1. Maintain 501(c) 3 status or have fiscal agency agreement with another 501(c) 3 entity.
2. Advance the mission through hallmark program(s).

3. Participate in mission-driven advocacy efforts.
4. Select members for Boards of Directors who are representative of the local community.
5. Meet all legal and financial obligations.
6. Meet financial obligations of the Regional Council.
7. Provide annual statistical information and status reports to the Regional Council.
8. Participate in peer review process.
9. Use the official service mark.
10. Ensure that all eligible YWCA employees participate in the retirement fund.**
11. Associations will intentionally involve women under 30 in their association work.
12. Associations will maintain the status quo of a single-sex organization.***

**The Asset Management Team recommends a more in-depth study of retirement options with final recommendations within 12 months.

***This standard may be changed pending discussion of a referendum to come before Convention 2001.

II. Regional Councils (RC)

PURPOSE / FUNCTION

Regional Councils exist to enhance capacity of individual associations within their region and to provide a focal point for collective action. Collectively the regions create and drive the national agenda including public policy.

A. Structure:

1. There will be a minimum of 6 Regional Councils and a maximum of 12.
2. Each region will determine its own composition as long as it meets the following criteria: includes more than one state, includes contiguous states, associations within a state may belong to different regions.
3. The minimum number of local associations in each region will be ten. In the event the number drops below ten, the National Coordinating Board will resolve the issue.
4. Associations must affiliate with a region and may only affiliate with one region.

B. Representation and Voting Regionally

1. When a vote is necessary in regional level decision-making processes, the Executive Director/CEO and President/Board Chair of each association, or their designees, will be the voting representatives.
2. All associations in a region will be bound by votes of that region.

C. Membership

Local associations are members of a Regional Council represented by their the Executive Director/CEO and the Board President/Chair, or their designees.

D. Roles and Responsibilities.

1. Conduct peer review process for affiliation.
2. Make decisions about affiliation and chartering of new associations.
3. Refer issues to the National Coordinating Board for action when appropriate.
4. Build local and regional capacity.
5. Provide triage to associations at risk.
6. Provide technical assistance and training to associations as defined by the Regional Councils.
7. Set regional objectives and hold decision-making authority to accomplish them.
8. Submit status reports to individual associations within the regions and to the National Coordinating Board annually.
9. Ensure strong advocacy presence at local and state level.
10. The associations within a region may recall its representatives to the National Coordinating Board by a majority vote of associations voting within the region.

E. Peer Review Process (assessment of standards of affiliation)

A peer review process will be managed by the Regional Council. There will be a set of standardized peer review criteria defined by the National Coordinating Board, which will include items such as site visits, audited financial statements, and assessment of standards of affiliation. Local associations will participate in the review process as reviewers as well as being reviewed.

F. Financing

1. Dues will be paid to the regions.
2. The National Coordinating Board will establish a minimal level of dues for associations in every region.
3. Each region will determine the amount of dues beyond the minimum to be paid by associations in that region.
4. For year one, it is recommended that associations pay 80% of current formula.
5. All past due dues will be reviewed by Regional Councils and they will make decisions about how to collect back dues.

III. National Coordinating Board (NCB)

PURPOSE / FUNCTION

The National Coordinating Board facilitates inter-regional communication and connects to the World YWCA and other national and international organizations. The National Coordinating Board is a collective of Regional Council representatives charged with coordinating a national response to issues created and driven regionally.

A. Structure:

1. The National Coordinating Board will serve as the board of directors of the national corporate entity which will be incorporated with the appropriate tax status.
2. Meets at least annually. All meetings will be open meetings.
3. A decision of the National Coordinating Board may be overturned by a vote of two-thirds of the associations.
4. The NCB may hire staff as needed.

B. Representation and Voting Nationally

1. Two representatives will be selected to serve by each Regional Council.
2. Representatives will have limits of two 2-year terms.
3. The National Coordinating Board will have representation on the asset management committee.
4. A member may be removed by a majority vote of the National Coordinating Board or a majority vote of the Regional Council which this member was elected to represent.

C. Roles and Responsibilities.

1. Submit annual status reports to Regional Councils and individual associations.
2. Maintain an effective communications system (national website for public relations, best practices warehouse, advocacy network, web based database, capability of electronic polling of associations).
3. Maintain a national presence through:
 - branding and national marketing campaigns
 - strategic leadership and linkage to other national organizations
 - strong national advocacy
4. Adopt national standards for hallmark programs.
5. Protect corporate identity and use of trademark.
6. Maintain linkage to the World YWCA; choose representatives to attend appropriate World Meetings.
7. Maintain communication with Honorary Board members and World Service Committee.

8. Review and provide charter of new associations; make final decisions in disputes related to affiliation that cannot be resolved at the regional level.
9. Address issues generated by Regional Councils.
10. Plan and implement national meetings as needed and desired for education and inspiration.
11. Manage records and archives of entity.
12. Maintain and distribute information on program best practices.
13. Ensure that there is a strong advocacy presence locally, regionally, nationally, and globally.

D. Financing

1. Pay dues to World YWCA.
2. Baseline operational expenses, including audit.
3. Develop annual plan and budget and submit to regions for approval (majority vote).
4. The National Coordinating Board may provide support to regions as resources permit.
5. Trademarks and archives owned here.
6. The NCB may develop new financial resources if additional funds are needed and to provide for the long-term health of the organization.

IV. World YWCA Membership

The YWCA will participate in World YWCA activities to the greatest extent possible.

V. Asset Management Fund

An asset management fund, as well as policies and procedures for its operation, will be established at the time of the transition. The balance in the current Endowment Fund managed by the Board of Trustees will be held in this fund and the assets of the YWCA of the USA will be preserved and protected with the ultimate goal being to increase the assets in order to provide a funding stream for the organization. An Asset Management Committee, elected by the National Coordinating Board, will oversee the management of these funds.

A. Asset Management Committee

1. Comprised of 12–18 members who serve no more than two 3-year terms.
2. Nominated by the Joint Nominating Committee from National Coordinating Board and Asset Management Committee, elected by the National Coordinating Board. (The current Board of Trustees will serve an initial term on the Asset Management Committee, in addition to the members selected by the National Coordinating Board).

3. Chair of National Coordinating Board or her designee will have an ex-officio position.
4. Members must have certain skill sets including such things as asset management, fund development, and organizational history.
5. Individuals who are not on the asset management committee itself may serve on subcommittees for special projects such as fund raising.
6. All meetings will be open.

B. Function

1. All assets held by existing entity will be restricted in perpetuity.
2. New unrestricted bequests will be split 80 % restricted, 20% unrestricted.
3. All meetings will be open meetings.
4. No remuneration to governors except expenses.
5. Full annual disclosure to National Coordinating Board, Regional Councils and local associations.
6. 5% of market value of trailing 12 quarters will be distributed to the National Coordinating Board from assets.

APPENDIX F

Resolutions for Reorganization

Adopted at the National Convention of the YWCA of the USA

Albuquerque, New Mexico July 2001

RESOLUTIONS
ADOPTING
PLAN OF REORGANIZATION
OF THE
YWCA OF THE U.S.A.

WHEREAS, the duly appointed Transition Team of the YWCA of the U.S.A. ("YWCA") has formulated a plan (the "YWCA Transition Plan") entitled "*Steps to Absolute Change Transition Plan*", for consideration at the July 2001 Convention of the YWCA; and

WHEREAS, the Transition Plan includes an "Operating Model" which has been approved and adopted by the July 2001 Convention of the YWCA; and

WHEREAS, the Operating Model contemplates the adoption in connection therewith of a Plan of Reorganization of the YWCA;

NOW, THEREFORE, be it hereby:

RESOLVED, that the following Plan of Reorganization of the YWCA (the "Reorganization Plan") is hereby approved and adopted:

1. **National Board Restructuring.** The National Board of the YWCA ("National Board"), an existing New York Not-For-Profit Corporation with 501(c)(3) tax exempt status, shall be restructured with a membership comprising the United States based local YWCA's ("Local Associations") and their regional councils ("Regional Councils"). Such restructuring is to be accomplished through an amendment of the National Board's charter (Certificate of Incorporation) and an amendment and restatement of the National Board's By-Laws. The restructured National Board is hereinafter referred to as the "New YWCA".
2. **National Board Change of Name.** The National Board's corporate name will be changed through a charter amendment.
3. **Repeal of YWCA Constitution and By-Laws.** The Constitution and By-Laws of the YWCA of the U.S.A. (collectively the "YWCA Constitution") will be repealed in its entirety. However, the By-Laws of the "New YWCA" will incorporate certain elements of the YWCA Constitution, including its mission statement and purposes.
4. **Board of Directors of "New YWCA".** The Board of Directors of the "New YWCA" will be known as the National Coordinating Board ("NCB") and will be comprised of two representatives from each Regional Council who will be elected

by the Local Association in such Regional Council.

5. **Committees of New Y.W.C.A.** The By-Laws of the "New YWCA" will identify the various committees, including an Executive Committee (to take action in between annual meetings of the NCB), and an independent Asset Management Committee (to supervise the investment of and management of corporate assets). The "New YWCA" may also establish independent advisory committees (whose membership need not include NCB directors) to deal with specific areas of interest or concern.
6. **Regional Councils.** The Regional Councils (of which nine are currently identified) and their membership will be finalized as soon as practicable following adoption of this Reorganization Plan. The purposes and functions of the Regional Councils are more specifically outlined in the Operating Model of the Transition Plan and will be regulated by the "New YWCA" By-Laws.
7. **Task Force.** A Task Force is hereby established, consisting of up to twelve ~~(12)~~¹⁵ members comprised of an individual from each of up to 9 Regional Councils identified at the July 2001 Convention, each of such individuals to be appointed by their respective Regional Councils (no later than seven (7) calendar days following adoption of this Reorganization Plan), and three (3) members of the former Transition Team, namely Christie Dailey, Anne Golden, and Sandra Kresch. The Task Force shall be responsible for overseeing and guiding the implementation of all aspects of the Operating Model, this Reorganization Plan, and the Transition Plan. The Task Force will be responsible for, among other things: (a) coordinating and supervising the drafting of all necessary legal documents (including the National Board Certificate of Amendment and By-Laws) for implementation of this Reorganization Plan; (b) supervising and causing to be carried out all steps required in connection with the scheduling of a follow-up Referendum or Convention of the YWCA to approve and adopt the implementing actions and instruments of this Reorganization Plan; (c) coordinating with Local Associations as regards the establishment, composition, legal status (whether incorporated or unincorporated) and operation of the Regional Councils; (d) reviewing all National Board contractual and other obligations and recommending to the National Board appropriate action in connection therewith, consistent with the Operating Model; (e) reviewing and recommending to the National Board the size, staffing and location of "New YWCA" offices; (f) reviewing and recommending to the National Board the YWCA involvement in National and International Programs; (g) reviewing and recommending for NCB consideration amounts and methods of payment of dues by Local Associations; (h) reviewing and recommending for NCB consideration procedures for the management of the assets and endowment of the "New YWCA", including procedures for distribution of income and/or other assets and selection and hiring of investment advisors; (i) preparing and deciding upon a budget for the responsibilities assigned to the Task Force and recommending such budget to the National Board; and (j) taking such other action as the Task Force deems necessary or desirable for implementation of the Operating Model and the

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EXHIBIT A

**RESOLUTION OF THE NATIONAL BOARD OF THE YWCA OF THE U.S.A. TO BE
ADOPTED FOLLOWING 2001 YWCA CONVENTION**

WHEREAS, at its 2001 Convention in Albuquerque, New Mexico (the "2001 Convention") the YWCA of the U.S.A. (the "YWCA") considered ideas, concepts and suggestions contained in a set of written proposals entitled *Steps To Absolute Change Transition Plan* (the "YWCA Transition Plan"), regarding changes to the structure and functioning of the YWCA and adopted the "Operating Model" therein proposed; and

WHEREAS, the YWCA Transition Plan contains, among other things, the "Operating Model" which outlines the proposed new structure of the YWCA; and

WHEREAS, the Constitution and By-Laws of the YWCA provide that the continuing work of the YWCA shall be entrusted to the National Board of the YWCA of the U.S.A. (the "Corporation"); and

WHEREAS, pursuant to the Operating Model, the 2001 Convention adopted a "Reorganization Plan" which contemplates certain structural changes for the Corporation; and

WHEREAS, the Reorganization Plan provides for the creation of a "Task Force" whose members are being appointed by the 2001 Convention, and which Task Force is responsible for implementing the Operating Model and the Reorganization Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Corporation (this "Board") recognizes and acknowledges the directive of the YWCA at the 2001 Convention, acknowledges that implementation of the Operating Model and Reorganization Plan is of the utmost priority, and hereby approves and adopts for itself the principles and procedures set forth in the Transition Plan, the Operating Model and the Reorganization Plan; and

FURTHER RESOLVED, that this Board shall cooperate fully with the Task Force relating to implementation of the Operating Model and the Reorganization Plan including, but not limited to (a) timely execution and delivery of relevant documents and instruments, (b) rendering prompt cooperation and assistance in any other matters relating to the responsibilities of the Task Force, (c) providing sufficient funding to allow the Task Force to fulfill its charge, and (d) directing the Chief Executive Officer and staff of the YWCA to assist, support and similarly cooperate with the Task Force, provided that in the event of a disagreement or other conflict between the Chief Executive Officer and the Task Force, the Chief Executive Officer and the Chair of the Task Force shall promptly confer with the Executive Committee of the National Board in order to work, in good faith to resolve such matter; all within the exercise of the Board's reasonable judgment, consistent with the Operating Model, in accord with its fiduciary duties and other applicable law, and provided that should this Board decide not to accept a recommendation of the Task Force, the Board shall promptly after such decision so

Reorganization Plan.

8. **Adoption of Reorganization Plan by National Board.** No later than the earlier of (a) the close of the July 2001 Convention, or (b) forty-eight (48) hours after adoption of this Reorganization Plan, the directors of the National Board shall consider and vote upon a separate resolution substantially in the form of Exhibit A attached hereto (i) approving and adopting the Operating Model and Reorganization Plan, and (ii) evidencing its intention to cooperate fully with and implement the recommendations of the Task Force.

inform the Task Force of the specific reasons for the decision and afford the Task Force the opportunity to modify its recommendations accordingly.

FURTHER RESOLVED, that the Board shall use its best efforts to work in concert with the Task Force, and in furtherance thereof shall regularly confer with the Task Force and shall refrain from taking any action inconsistent with or not contemplated by the Operating Model or Reorganization Plan; and

FURTHER RESOLVED, that the appropriate officers of the Corporation (including its Chief Executive Officer) be and each of them is hereby authorized, in the name of and on behalf of the Corporation, to expeditiously execute, deliver and/or file such agreements, instruments, documents and other papers and to promptly take or cause to be taken such other actions as any of them may deem necessary or appropriate to carry out the intent and purposes of the foregoing resolutions.

APPENDIX G

Amended and Re-Stated By-Laws
Of the YWCA of the USA

Adopted by referendum

May 2002



**Amended and Restated
Bylaws of the
Young Women's Christian Association
of the United States of America, Inc.**

**Amended and Restated
Bylaws of the
Young Women's Christian Association
of the United States of America, Inc.**

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**Amended and Restated
Bylaws of the
Young Women's Christian Association
of the United States of America, Inc.**

I. NAME; STRUCTURE

The name of this organization is the Young Women's Christian Association of the United States of America, Inc., hereinafter referred to as the YWCA. The YWCA is a not-for-profit corporation with membership including Local Associations (as more specifically described below) and Regional Councils (as more specifically described below). The YWCA board of directors (to be known as the National Coordinating Board), whose members are elected by the Local Associations, will have overall management responsibility for the YWCA.

II. MISSION

The YWCA is a women's membership movement nourished by its roots in the Christian faith and sustained by the richness of many beliefs and values. Strengthened by diversity, the YWCA draws together members who strive to create opportunities for women's growth, leadership and power in order to attain a common vision: peace, justice, freedom and dignity for all people.

The YWCA will thrust its collective power toward the elimination of racism wherever it exists and by any means necessary.

III. MEMBERS

A. Local Associations

1. Term of Membership. Upon the effective date of these Amended and Restated Bylaws (referred to herein as the "Effective Date"), each existing member association of the unincorporated association, The Young Women's Christian Association of the United States of America, on the date immediately preceding the Effective Date, shall be deemed a member of the YWCA, termed a "Local Association," as of the date of each such member association's founding. The term of all other Local Association membership shall commence with a National Coordinating Board certification of membership, in accordance with the terms and conditions of these Bylaws. Local Association membership shall terminate upon the earlier of a National Coordinating Board certification of membership termination, in accordance with a process developed by the National Coordinating Board in consultation with the Regional Councils, and pursuant to the terms and conditions of these Bylaws, or the voluntary resignation by the Local Association.

2. Membership Certification Process. The review of new Local Association membership applications, and the review of questions involving the potential loss of Local Association membership, shall be administered by the applicable Regional Council and a recommendation reported to the National Coordinating Board for action. The National Coordinating Board shall certify the commencement or termination of Local Association membership only after receiving a recommendation from the applicable Regional Council. Such review processes shall be conducted in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils, which procedures shall provide, among other things, for the exercise of reasonable discretion by the applicable Regional Council and by the National Coordinating Board, consistent with the purposes of the YWCA, in performing such activity. Unresolved disputes among Local Associations and Regional Councils regarding Local Association membership status shall be referred to the National Coordinating Board for resolution in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.

3. Number of Local Associations. There is no limit on the number of Local Associations.

4. Membership Requirements. The requirements of membership for Local Associations are:

a) Organization. Each Local Association shall be legally organized as a not-for-profit entity and either (i) be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or (ii) have entered into a fiscal sponsorship arrangement with a qualified organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, which arrangement is satisfactory to the National Coordinating Board and the Regional Council with which such Local Association is affiliated. Each Local Association shall file with its Regional Council and the National Coordinating Board copies of its charter and bylaws, or their equivalents, and amendments as they become effective, and these governance documents shall reflect that the Local Association is organized in accordance with these Bylaws.

b) Regional Council Affiliation. Each Local Association shall affiliate with one (1) Regional Council pursuant to the terms and conditions of these Bylaws. As members of the YWCA, each Local Association shall be bound by and abide by the determinations, policies and procedures of that Regional Council, subject to dispute mediation rights set forth in these Bylaws. Each Local Association shall affiliate with a Regional Council in a contiguous state or its own state; provided that a Local Association located in the states of

Alaska or Hawaii shall affiliate with one (1) of the two (2) Regional Councils geographically closest to it. A Local Association shall be permitted to affiliate with a new Regional Council not more than one (1) time in any two (2) year period, except for special cause as demonstrated to the satisfaction of the National Coordinating Board. Any such change in affiliation shall require not less than six months prior notice to the Regional Council losing the Local Association's affiliation, the Regional Council gaining the Local Association's affiliation and the National Coordinating Board.

c) YWCA Mission. Each Local Association shall operate in furtherance of the YWCA mission by, without limitation, adhering to standards of YWCA Hallmark programs as defined by the National Coordinating Board, and shall also participate in mission-driven advocacy efforts.

d) Diversity. Each Local Association shall ensure that its policies and practices reflect the YWCA's organizational commitment to racial, ethnic, and cultural diversity.

e) Women Under 30 Years of Age. Each Local Association shall take demonstrable steps to ensure the involvement of women under thirty (30) years of age in its activities.

f) Certain Operational Standards. Each Local Association shall operate in compliance with applicable law; the YWCA Certificate of Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; maintain solvency; provide requested financial, statistical information and status reports to its Regional Council, and provide requested financial, statistical information and status reports to the National Coordinating Board.

g) Peer Review. Each Local Association shall participate in a peer review process, which is designed to strengthen local capacity and assess YWCA membership standing, the elements of which shall be specified by the National Coordinating Board in accordance with these Bylaws. Local Associations will participate in the review process both as reviewers as well as being reviewed.

h) Dues. Each Local Association shall pay dues as established by its Regional Council in accordance with the terms and conditions of these Bylaws. Unresolved disputes among Local Associations and Regional Councils regarding dues shall be referred to the National Coordinating Board for resolution in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.

i) Trademark Use. Each Local Association shall use the Trademark (as such term is defined in Article IV, Section (D) of these Bylaws), including, without limitation, in its organizational

name. All uses of the Trademark shall be in accordance with terms and conditions established by the National Coordinating Board, consistent with the YWCA Certificate of Incorporation and these Bylaws.

j) YWCA Retirement Fund. Each Local Association shall ensure that all eligible employees participate in the YWCA Retirement Fund, except for any Local Association exempted from such participation by the YWCA as of January 1, 2002.

k) Individual Membership in Local Associations. Each Local Association shall have membership, which is available to all women and girls twelve years of age or over who are committed to the furtherance of the mission of the YWCA. Voting privilege and governance roles at Local Associations shall be reserved solely for women and girls, fifteen years and older. Any man or boy, twelve years of age or over, may become a Local Association associate.

l) Branding Requirements. Each Local Association shall implement the branding requirements established by the National Coordinating Board.

5. Certain YWCA Actions Requiring Local Association Action

a) The following actions will not be taken by the YWCA without the approval of the Local Associations, and the Regional Councils will have no vote on these matters: (i) amendment of the YWCA Certificate of Incorporation or Bylaws; (ii) the merger, consolidation or dissolution of the YWCA; and (iii) all other actions which, under applicable law, require member approval. Approvals of the matters set forth in subsections (i) and (ii), above, shall be by the vote of two-thirds (2/3) of the members entitled to vote thereon at any meeting of the members, or, as provided in the Certificate of Incorporation, by written consent of the members entitled to vote thereon.

b) The YWCA will not, to the extent practicable, make any material changes in the affiliation status of the YWCA with the World YWCA without first consulting with and seeking the recommendation of the Local Associations.

6. Voting Rights of the Local Associations. The Local Associations, as a YWCA membership class, and subject to the applicable procedures set forth in these Bylaws, are entitled to vote on the following matters:

- a) the election and the removal of National Coordinating Board members;
- b) the amendment of the YWCA Certificate of Incorporation or Bylaws;
- c) the merger, consolidation or dissolution of the YWCA; and
- d) all other matters that, under applicable law, require or permit member approval, other than those matters upon which the Regional Councils, as a YWCA membership class, are entitled to vote, as described in Section (B)(5), below.

B. Regional Councils

1. Term of Membership. Upon the Effective Date of these Bylaws (as such term is defined in Section (A)(1), above), each of the following organizations shall be deemed a member of the YWCA, termed a "Regional Council," as of such date: YWCA - Great Lakes Alliance Regional Council; YWCA – Heartland Regional Council; YWCA - Mid-Atlantic Regional Council; YWCA – Northwest Regional Council; YWCA – Northeast Regional Council; YWCA – Southeast Regional Council; YWCA - Southwest/Delta Regional Council; YWCA - New England Regional Council; and, YWCA - Pacific Regional Council. The term of all other Regional Council membership shall commence with a National Coordinating Board certification of membership, in accordance with the terms and conditions of these Bylaws. Regional Council membership shall terminate upon the earlier of a National Coordinating Board certification of membership termination, in accordance with a process developed by the National Coordinating Board in consultation with the Regional Councils, and pursuant to the terms and conditions of these Bylaws, or no sooner than 6 months after the Regional Council provides the National Coordinating Board and its Local Association affiliates with notice of the Regional Council's voluntary resignation of membership in the YWCA.

2. Membership Certification Process. The review of new Regional Council membership applications, and the review of questions involving the potential loss of Regional Council membership, shall be managed by the National Coordinating Board, which shall be responsible for certifying the commencement or termination of Regional Council membership. Such review processes shall be conducted in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils, which procedures shall provide, among other things, for the exercise of reasonable discretion by the National Coordinating Board, consistent with the purposes of the YWCA, in performing such activity. Unresolved disputes regarding Regional Council membership status shall be addressed by the National Coordinating Board in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.

3. Number of Regional Councils. There shall be a minimum of six (6) and a maximum of twelve (12) Regional Councils.

4. Membership Requirements. The requirements of membership for Regional Councils are:

a) Multi-State Local Association Affiliates. The Local Associations affiliated with a Regional Council must be from more than one (1) state, and must be limited to Local Associations located solely in contiguous states; provided, however, that a Local Association located in the states of Alaska or Hawaii shall affiliate with one (1) of the two (2) Regional Councils located closest to it.

b) Notice of Changes in Local Association Affiliates. Each Regional Council shall notify the National Coordinating Board of the identity of its Local Association affiliates and of any changes to such affiliates.

c) Permitting Local Association Affiliations. Each Regional Council shall permit organizations that meet the membership criteria of Local Associations to affiliate with it in accordance with the terms and conditions set forth in these Bylaws.

d) No Fewer Than 10 Local Association Affiliates. Each Regional Council shall have no fewer than ten (10) affiliated Local Associations at any time. However, if a Regional Council has fewer than ten (10) Local Association at any time, it shall be permitted to continue as a Regional Council for a period of one (1) year. During such year, the National Coordinating Board will apply established procedures to assist the Regional Council in reconfiguring or formulating a plan of dissolution including, without limitation, the disposition of assets.

e) Manner of Local Association Affiliations. A Local Association's affiliation with a Regional Council shall be reflected in Regional Council governance documents in a manner satisfactory to the National Coordinating Board in accordance with these Bylaws. This shall include, without limitation, that the governing board of the Regional Council shall be comprised solely of two (2) representatives from each Local Association affiliate, all of which representatives shall be voting members of the affiliated Local Associations. At least one (1) such representative from each Local Association shall be an individual who is neither an employee nor an independent contractor of a Local Association, Regional Council or the YWCA (a "YWCA Volunteer").

f) General Local Association Meeting. Each Regional Council shall conduct a general meeting of its Local Association affiliates no less often than annually.

g) Local Association Capacity. Each Regional Council shall build local and regional capacity for service delivery by Local Associations.

h) Local Association Technical Assistance; Training. Each Regional Council shall provide technical assistance and training to Local Associations.

- i) Local Associations at Risk. Each Regional Council shall provide support and assistance to Local Associations at risk of losing membership status.
- j) Collecting Dues from Local Associations. Each Regional Council shall collect dues from its Local Association affiliates in accordance with these Bylaws; provided that determinations regarding dues arrears and collection efforts shall be made by the Regional Council in accordance with standards consistently applied among its Local Association affiliates, subject to the requirement that these determinations be made in accordance with the overall best interests of the entire YWCA and in furtherance of the YWCA mission. Each Regional Council will determine the amount of dues, if any, beyond the National Coordinating Board minimum to be paid by its Local Association affiliates. Unresolved disputes among Local Associations and Regional Councils regarding dues shall be referred to the National Coordinating Board for resolution in accordance with written procedures developed by the National Coordinating Board in consultation with the Regional Councils.
- k) Peer Review of Local Associations. Each Regional Council shall facilitate peer review processes to ensure that its Local Association affiliates comply with YWCA membership criteria for Local Associations; provided that no less than once every five (5) years, but more frequently if needed. Each Regional Council shall timely conduct a comprehensive peer review, pursuant to National Coordinating Board specifications and these Bylaws, of each of its Local Association affiliates, and promptly report such review to the Local Association and the National Coordinating Board.
- l) Local Association Membership Recommendations. Each Regional Council shall make recommendations regarding Local Association membership certification to the National Coordinating Board.
- m) Organization. Each Regional Council shall be legally organized as a not-for-profit entity and either (i) be exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or (ii) have entered into a fiscal sponsorship arrangement with a qualified organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, which arrangement is satisfactory to the National Coordinating Board. Each Regional Council shall file with the National Coordinating Board copies of its charter and bylaws, or their equivalents, and amendments as they become effective, and these governance documents shall reflect that the Regional Council is organized in accordance with these Bylaws.
- n) YWCA Mission. Each Regional Council shall operate in furtherance of the YWCA mission.

- o) Diversity. Each Regional Council shall ensure that its policies and practices reflect the YWCA's organizational commitment to racial, ethnic, and cultural diversity.
- p) Women Under 30 Years of Age. Each Regional Council shall take demonstrable steps to ensure the involvement of women under thirty (30) years of age in its activities.
- q) Regional Objectives. Each Regional Council shall provide its Local Association affiliates and the National Coordinating Board with written recommendations regarding regional YWCA objectives.
- r) Annual Budget. Each Regional Council shall prepare an annual written Regional Council budget, and furnish copies thereof to its Local Association affiliates and the National Coordinating Board.
- s) Referring Matters to National Coordinating Board. Each Regional Council shall refer issues to the National Coordinating Board for action when appropriate.
- t) YWCA Advocacy. Subject to the limitations set forth in Article IX, Section (a) of the YWCA Certificate of Incorporation, each Regional Council shall ensure that there is a strong YWCA advocacy presence at the local and state level.
- u) Branding Requirements. Each Regional Council shall implement the branding requirements established by the National Coordinating Board.
- v) YWCA National Presence. Each Regional Council shall assist the National Coordinating Board in developing a national presence.
- w) Certain Operational Standards. Each Regional Council shall operate in compliance with applicable law, the YWCA Certificate of Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; maintain solvency; provide requested financial, statistical information and status reports to its Local Association affiliates, and provide requested financial, statistical information and status reports to the National Coordinating Board.
- x) Annual Audit. Each Regional Council shall commission an annual Regional Council financial audit by an independent CPA firm, and present copies of the full audit, management letter, and financial statements to its Local Association affiliates and to the National Coordinating Board within six months of the close of its fiscal year.
- y) Trademark Use. Each Regional Council shall use the Trademark (as such term is defined in Article IV, Section (D) of these Bylaws),

including, without limitation, in its organizational name. All uses of the Trademark shall be in accordance with terms and conditions established by the National Coordinating Board, consistent with of the YWCA Certificate of Incorporation and these Bylaws.

z) YWCA Retirement Fund. Each Regional Council shall ensure that all of its eligible employees participate in the YWCA Retirement Fund.

aa) Certain YWCA Documents. Promptly after receiving any of the following documents from the Secretary of the YWCA, the Regional Councils shall review such documents and, within forty-five (45) days of receipt of such documents, provide their written recommendations, if any, to the National Coordinating Board: written proposals regarding Hallmark program issue areas, draft copies of the annual YWCA capital and operating budgets, draft copies of the annual YWCA goals and proposed strategies, and draft copies of the annual YWCA advocacy agenda; provided that such recommendations shall be advisory in nature and not binding on the National Coordinating Board.

5. Voting Rights of the Regional Councils. The Regional Councils, as a YWCA membership class, and subject to the applicable procedures set forth in these Bylaws, are entitled to vote on the following matters:

a) procedures regarding the commencement and termination of Local Association membership, and procedures regarding dispute resolution concerning Local Association membership status, as described and limited in Sections (A)(1) and (2), above;

b) procedures regarding dispute resolution concerning Local Association dues, as described and limited in Sections (A)(4)(h) and (B)(4)(j), above;

c) procedures regarding the commencement and termination of Regional Council membership, and procedures regarding dispute resolution concerning Regional Council membership status, as described and limited in Sections (B)(1) and (2), above;

d) Hallmark program issue areas, the annual YWCA capital and operating budget, the annual YWCA goals and proposed strategies, and the annual YWCA advocacy agenda, as described and limited in Section (B)(4)(aa), above; and

e) nominees for those National Coordinating Board members to be elected pursuant to Article IV, Section C(2), below.

continues on page 10, next transmission

C. Member Meetings, Member Action

1. Annual Meeting. An Annual Meeting of members of the YWCA for the election of the members of the National Coordinating Board and for the transaction of such other business as may properly come before the meeting shall be held in the month of April, at a date, place and time fixed by the National Coordinating Board.

2. Special Meetings. Special Meetings of the members of the YWCA shall be called by the National Coordinating Board either (a) on its own initiative, or (b) at the written notice of either fifty percent (50%) or more of the Regional Councils or fifty percent (50%) or more of the Local Associations. The National Coordinating Board shall within thirty (30) days of receipt of such written notice from the members call a Special Meeting by providing written notice to the members of the YWCA, and shall hold such meeting upon no fewer than forty-five (45) days and no more than fifty (50) days of providing such notice.

3. Open Meetings. Annual Meetings and Special Meetings of members of the YWCA shall be open to attendance by all members of Local Associations, all members of Regional Councils and all National Coordinating Board members, subject to executive session privileges.

4. Notice Requirements

a) Written Notices. Written notice of the place, date and time of any Annual Meeting or Special Meeting of members hereunder shall be provided to each member no fewer than forty-five (45) days or more than fifty (50) days prior to the date of the meeting. Notice of all meetings shall set forth the purpose or purposes for which the meeting is being called, and, in the case of Special Meetings, the person or persons calling the meeting.

b) Delivery of Notice. Notice to members shall be given by first-class mail, postage prepaid, or, where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery. Notices hereunder shall be deemed given when deposited in the U.S. mail, or otherwise upon acknowledgment of receipt.

c) Waiver of Notice. Notice of a meeting need not be given to any member that submits a signed waiver of notice whether before or after the meeting, or that attends the meeting without protesting prior to the conclusion of the meeting the lack of notice.

5. Votes and Voting Representatives

a) Local Associations. In any matter hereunder in which a Local Association is entitled to vote, as described in Section (A)(6), above,

the Local Association shall have two (2) votes, which shall be cast by individuals who are voting members of the Local Association, at least one (1) of whom must be a YWCA Volunteer (as such term is defined in Section (B)(4)(e), above). The Local Association shall inform the Secretary of the YWCA of the identity of such individuals in advance of the meeting.

b) Regional Councils. In any matter hereunder in which a Regional Council is entitled to vote, as described in Section (B)(5), above, the Regional Council shall have one (1) vote, which shall be cast by an individual designated by the Regional Council, who is a voting member of a Local Association affiliated with the Regional Council. The Regional Council shall inform the Secretary of the YWCA of the identity of such individual in advance of the meeting.

6. Voting; Quorum. Except with respect to the election of National Coordinating Board members, which is addressed in Article IV, Section C, below, and except as otherwise specified in the Bylaws, the Certificate of Incorporation or as required by law, action by YWCA members shall be by majority vote. A quorum of the Local Associations for the transaction of business shall be one-third (1/3) of Local Associations, provided that such Local Associations are affiliated with at least one-half (1/2) of the YWCA's Regional Councils, nationwide. A quorum of the Regional Councils for the transaction of business shall be a majority of the Regional Councils.

7. Voting Without Attending Meetings. Members need not send the voting representatives, as described in subsection 5, above, to a meeting to cast a vote, and instead, may act as follows:

a) By Proxy. Any action that members may or must take by vote may also be taken by written proxy, filed with the Secretary of the YWCA.

b) By Written Consent. Any action that members may or must take by vote may also be taken without a meeting on written consent signed by all members entitled to vote (unless a lesser number is authorized by the Certificate of Incorporation); or

c) Teleconferences, Videoconferences. Participation of one or more members by teleconference or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

8. Records of Meetings. All proxies, written consents and accompanying resolutions shall be filed with the minutes of the proceedings of the members which are maintained by the Secretary of the YWCA.

IV. NATIONAL COORDINATING BOARD

A. Powers. Unless otherwise provided in the Certificate of Incorporation, the National Coordinating Board shall manage the affairs and property of the YWCA in accordance with these Bylaws.

B. Number. The entire National Coordinating Board consists of no fewer than twelve (12) and no more than thirty (30) persons. As used in these Bylaws, the "entire National Coordinating Board" means the total number of National Coordinating Board members entitled to vote which the YWCA would have if there were no vacancies, and the "National Coordinating Board" means the total number of National Coordinating Board members then in office who are entitled to vote. The National Coordinating Board may include up to three (3) representatives of the World Executive Committee as ex-officio non-voting members.

C. Election; Qualifications; Term of Office. The members of the National Coordinating Board shall be nominated, elected and subject to removal, in accordance with the following:

1. Regular Election of National Coordinating Board Members. Subject to subsection 2, below:

a) Voting by Region. The Local Associations affiliated with each Regional Council shall, by plurality vote, elect two (2) members to the National Coordinating Board.

b) Nomination Process. The governing board of the applicable Regional Council shall designate a nominating committee for such election. Such committee shall provide its Local Association affiliates and the National Coordinating Board with written notice of its nominations no fewer than one hundred twenty (120) days prior to the Annual Meeting for the election of National Coordinating Board members.

c) Qualifications. The two (2) individuals elected to the National Coordinating Board by the Local Associations affiliated with a Regional Council must meet the following requirements: both individuals must be voting members of a Local Association affiliated with the applicable Regional Council, and at least one (1) of the individuals must be a YWCA Volunteer (as such term is defined in Article III, Section (B)(4)(e), above).

d) Removal. The Local Associations affiliated with a Regional Council shall have the right to remove, for cause, by majority vote, one or both of the National Coordinating Board members elected hereunder by such Local Associations. A National Coordinating Board member may also be removed for cause by action of the

National Coordinating Board. The Local Associations affiliated with a Regional Council shall have the right to remove, without cause, the National Coordinating Board members elected hereunder by such Local Associations, but only upon the vote or written consent of no less than ninety percent (90%) of such Local Associations.

2. Special Election of National Coordinating Board Members. For the purpose of assuring that the composition of the National Coordinating Board demonstrates the advancement of the mission of the YWCA, the National Coordinating Board shall call and hold at the Annual Meeting a special election (a "Special Election") for additional National Coordinating Board members as follows, but only upon either: (i) a finding by the National Coordinating Board that the nominations received by the National Coordinating Board (pursuant to Section (C)(1)(b), above) will not, in the sole judgment of the National Coordinating Board, demonstrate such commitment; or (ii) the receipt by the National Coordinating Board of written notice from not less than ten percent (10%) of the Local Associations, not less than seventy five (75) days prior to the Annual Meeting, that the National Coordinating Board call and hold a Special Election:

a) Number and Qualifications. The total number of National Coordinating Board members elected in a Special Election may be up to twenty-five percent (25%) of the entire National Coordinating Board, but may not exceed that amount. Each National Coordinating Board member elected in a Special Election must be a voting member of a Local Association affiliated with a different Regional Council, and no Regional Council may have a total of more than three (3) representatives on the National Coordinating Board.

b) Nomination Process. No fewer than ninety (90) days prior to the Annual Meeting, the National Coordinating Board shall notify the Regional Councils of the number of National Coordinating Board members, if any, to be elected in a Special Election at the Annual Meeting, and ask the Regional Councils to suggest at least one (1) qualified nominee for each such position. No fewer than sixty (60) days prior to the Annual Meeting, the Regional Councils shall provide the National Coordinating Board with such suggested nominees, if any, for each such National Coordinating Board position.

c) Notice to Members. The National Coordinating Board shall notify the members of a Special Election, and its selections of nominees for each such position, in the Annual Meeting notice to members provided by the National Coordinating Board pursuant to Article III, Section (C)(4)(a), above.

d) Election. A candidate shall be elected to the National Coordinating Board if the candidate receives the votes of a plurality of the Local Associations.

e) Term. National Coordinating Board members elected in a Special Election shall serve for one (1) term of two (2) years, and such terms shall not be subject to the staggered term provisions of subsection (4)(c), below. At the expiration of any such term, the number of National Coordinating Board members shall decrease by one (1), except if an additional Special Election for one (1) or more National Coordinating Board positions is to be held pursuant to the provisions of this subsection (2).

f) Removal. The Local Associations shall have the right to remove, for cause, by majority vote, a National Coordinating Board member elected in a Special Election. A National Coordinating Board member elected in a Special Election may also be removed for cause by action of the National Coordinating Board. The Local Associations shall have the right to remove, without cause, a National Coordinating Board member elected in a Special Election, but only upon the vote or written consent of no less than ninety percent (90%) of the Local Associations.

3. Quorum. Except as otherwise stated herein, a quorum of the Local Associations for any vote hereunder shall be a majority of the Local Associations affiliated with the applicable Regional Council.

4. Term and Term Limits

a) Term. Each National Coordinating Board member's term will be for two (2) years, except that the term of half of the members of the National Coordinating Board elected at the First Annual Meeting (as such term is defined in Section (C)(1), above) pursuant to subsection (1), above, shall be for one (1) year. No National Coordinating Board member shall serve more than three (3) consecutive terms; provided that a National Coordinating Board member elected to fill a vacancy shall be eligible for re-election to three (3) consecutive terms.

b) End of Term. Except in the case of resignation or removal under these Bylaws, each member of the National Coordinating Board shall hold office until the expiration of her term and the election of her successor (if any).

c) Staggered Terms. Terms of the National Coordinating Board members elected pursuant to subsection (1), above, shall be staggered, with half of such National Coordinating Board members coming up for election every year.

d) Filling Vacancies. In the event a National Coordinating Board member's term terminates or expires, for any reason, prior to the applicable Annual Meeting that ordinarily would end her term, the

Local Associations that would be entitled to elect a National Coordinating Board member to such office shall, within three (3) months of such vacancy, elect a new National Coordinating Board member to fill such vacancy.

e) Waiting Period. A National Coordinating Board member who has served her three (3) consecutive terms may, after a minimum two (2) year absence, be eligible for re-election to the National Coordinating Board.

5. Diversity. This nomination and election process regarding National Coordinating Board members shall intentionally include consideration of age, ethnic, racial and cultural diversity.

6. Resignation. Any National Coordinating Board member may resign from office at any time by delivering a resignation in writing to the Chairperson of the YWCA, and to the Regional Councils affiliated with the Local Associations that elected such National Coordinating Board member. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

7. Transitional National Coordinating Board. Upon the Effective Date of these Bylaws (as such term is defined in Article III, Section (A)(1), above), and for a term to expire upon such individuals' re-election or the election of such individuals' successors (if any) at the first Annual Meeting held following such Effective Date (the "First Annual Meeting"), the following individuals shall be the members of the National Coordinating Board: Carla Billingham, Judy Brown, Carol Burns, Cheryl Curtis, Christie Dailey, Myrna Deckert, Mary Douglas, Glenda DuBoise, Joan Durant, Suzanne Durham, Mary Ann Forbes, Anne Golden, Diana Gorham, Nikki Kubista, Linda Nguyen, Audrey Peeples, Carlen Petersen, Yaamini Rao, Shirley Readdean, Rita Ryder and Marti Wilson-Taylor. Periods of time served by such individuals on the National Coordinating Board prior to the First Annual Meeting shall not be counted for term limitation purposes under these Bylaws.

D. Certain Responsibilities. In furtherance of its management authority and responsibility under Section (A), above, the National Coordinating Board shall do the following:

1. Hallmark Programs. Adopt national standards for Hallmark programs, which programs shall be, as of the Effective Date of these Bylaws (as such term is defined in Article III, Section (A)(1), above), in the areas of racial justice and the economic empowerment of women; provided that at least ninety (90) days before adding, deleting or modifying Hallmark program issue areas, the National Coordinating Board shall provide the Regional Councils with draft copies of any such proposals for the Regional Councils' review and recommendations.

2. National Advocacy. Subject to the limitations set forth in Article IX, Section (a) of the YWCA Certificate of Incorporation, provide strong national advocacy.
3. Member Communication. Maintain an effective communications network among Local Associations and Regional Councils.
4. National Branding. Establish and implement recommendations and strategies related to national branding and visibility.
5. Strategic Collaboration. Establish strategic collaborations with other organizations in accordance with the YWCA approved goals, proposed strategies, mission, and advocacy priorities.
6. Certain Regional Council Recommendations. At least ninety (90) days before the beginning of the YWCA fiscal year, provide Regional Councils with draft copies of the annual YWCA capital and operating budgets; the annual YWCA goals and proposed strategies; and the annual YWCA advocacy agenda, for Regional Councils' review and recommendations.
7. Annual Audit. Commission an annual YWCA financial audit by an independent CPA firm, and present copies of the full audit, management letter, and financial statements to Regional Councils and Local Associations within six (6) months of the close of each fiscal year.
8. Monitoring Trademark Use. The YWCA owns all trademarks, service marks, trade names, logos and designs that include or use the words "Young Women's Christian Association" or the initials "YWCA" (collectively, the "Trademark"). Trademark use shall be monitored and all necessary and appropriate actions taken to preserve its value and prevent unauthorized uses. Permission to use the Trademark shall be granted only by resolution of the National Coordinating Board and only to Local Associations and Regional Councils, in accordance with the terms and conditions of the YWCA Certificate of Incorporation and these Bylaws, and applicable licensing agreements, and to others on a case-by-case basis as determined by resolution of the National Coordinating Board.
9. YWCA Retirement Fund. Ensure that all eligible YWCA employees participate in the YWCA Retirement Fund.
10. World YWCA Linkages. Maintain linkages to the World YWCA, establish a process to choose representatives for attendance at appropriate World meetings, participate in World YWCA activities and global advocacy efforts to the greatest extent possible, and pay dues to the World YWCA.
11. YWCA Staff. Employ YWCA staff as needed.
12. Member Disputes. In accordance with these Bylaws, address disputes involving Local Associations and/or Regional Councils.

13. Local Association Payments to Regional Councils. Set minimum dues that Local Associations pay to their Regional Council.

14. YWCA Records. Manage and safeguard the records and archives of the YWCA.

15. YWCA Assets. Preserve and increase the assets of the YWCA, including, without limitation, by making material YWCA asset distributions only by resolution of the National Coordinating Board based on policy recommended by the Asset Management and Development Committee.

16. Local Association Peer Review Processes. In accordance with these Bylaws, develop uniform standards and criteria for the Local Association peer review process.

17. Membership Certifications. Certify Local Association and Regional Council membership.

18. Certain Operational Standards. Operate in compliance within all applicable law, the Certificate of Incorporation and these Bylaws; maintain accounting standards in accordance with generally accepted accounting principles consistently applied; and maintain solvency.

19. Reports to Members. No less often than annually, provide the Local Associations and the Regional Councils with financial, statistical information and status reports regarding YWCA operations

E. National Coordinating Board Meetings and Action

1. Annual Meeting. The National Coordinating Board shall hold its Annual Meeting immediately following the Annual Meeting of the members. At this meeting, officers of the National Coordinating Board shall be elected and installed by the National Coordinating Board, and annual reports shall be received; provided, however, that prior to the First Annual Meeting (as such term is defined in Section (C)(1), above), the named National Coordinating Board members listed in Section (C)(1), above, shall promptly elect officers, acting upon the recommendations of the Nominating Committee.

2. Regular Meetings and Special Meetings. The National Coordinating Board may fix times and places for Regular Meetings of the National Coordinating Board. Special Meetings of the National Coordinating Board shall be held whenever called by no fewer than seven (7) members of the National Coordinating Board, or by the Chairperson of the YWCA, in each case at such time and place as shall be fixed by the person or persons calling the meeting. Notice of Regular Meetings and Special Meeting shall be given by the Secretary of the YWCA, or by a person calling the meeting, to each National Coordinating Board member and to each Regional Council by first-class mail at least ten (10) days before the meeting, or,

where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery at least three (3) days before the meeting.

3. Waiver of Notice. Notice of a meeting need not be given to any National Coordinating Board member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice.

4. Open Meetings. National Coordinating Board meetings hereunder shall be open to attendance by all members of Local Associations and all members of Regional Councils, and all National Coordinating Board members, subject to executive session privileges.

5. Voting; Quorum. Except as otherwise specified in the Bylaws, the Certificate of Incorporation or as required by law, a majority of the National Coordinating Board shall constitute a quorum for the transaction of any business, and at any meeting of the National Coordinating Board at which a quorum is present, the vote of a majority of the National Coordinating Board members present at the time of the vote shall be the act of the National Coordinating Board, but a majority of the National Coordinating Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place. No notice of any such adjournment need be given.

6. Action by Unanimous Written Consent. Any action required or permitted to be taken by the National Coordinating Board may be taken without a meeting if all members of the National Coordinating Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the National Coordinating Board or committee.

7. Teleconferences, Videoconferences. Participation of one or more National Coordinating Board members by teleconference or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

V. OFFICERS

A. Officers. The Officers of the YWCA shall include a Chairperson, Vice-Chairperson, Secretary, and Treasurer, and such other officers as the National Coordinating Board may from time to time appoint or elect, and each shall have such powers and duties as set forth in these Bylaws and as assigned by the National Coordinating Board from time to time.

continues on page 19-next transmission

B. Election; Term of Office

1. Election. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected by the National Coordinating Board, acting upon recommendations of the Nominating Committee.
2. Removal. An officer may be removed at any time, with or without cause, by resolution of the National Coordinating Board.
3. Resignation. Any officer may resign from office at any time by delivering a resignation in writing to the Chairperson of the YWCA, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.
4. Term. The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected to a one (1) year term, and may be re-elected for an additional term. No such officers shall hold the same office for more than two (2) consecutive terms.
5. Vacancies. If a vacancy occurs in the Chairperson's office, the Vice-Chairperson will fill that role. If a vacancy occurs in any other officer positions, the Nominating Committee will present a name to the National Coordinating Board for approval and election.

C. Chairperson. The Chairperson shall preside at all National Coordinating Board meetings and other national meetings of the YWCA. By virtue of her office, the Chairperson: (1) shall be a member, without vote, of all committees acting on behalf of the YWCA; and (2) shall serve as a member of the YWCA with full voting rights, entitled to cast a single vote on all matters upon which Local Associations are entitled to vote (as described in Article III, Section (A)(6), above) and on all matters upon which Regional Councils are entitled to vote (as described in Article III, Section (B)(5), above).

D. Vice-Chairperson. At the request of the Chairperson, or in the absence or inability of the Chairperson to act, the Vice-Chairperson shall perform all the duties and may exercise any of the powers of the Chairperson. In addition, the Vice-Chairperson shall have such powers and perform such other duties as the National Coordinating Board may determine.

E. Secretary. The Secretary shall have charge of such books, documents and papers as the National Coordinating Board may determine, and shall have custody of the corporate seal, if any then exists. The Secretary shall attend and keep the minutes of all the meetings of the National Coordinating Board and of all the national meetings of the Local Associations and the Regional Councils. The Secretary shall have authority to certify Bylaws, resolutions and other documents of the YWCA as true and correct

copies thereof. The Secretary may affix the corporate seal, if any then exists, when so authorized or ordered by the National Coordinating Board, and shall have such powers and perform such other duties as the National Coordinating Board may determine. The Secretary may be assisted in performing her duties by an Assistant Secretary who has been appointed by the National Coordinating Board and who need not be a National Coordinating Board member.

F. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the YWCA, which may come into her hands. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the YWCA, and shall deposit all monies and other valuable effects of the YWCA in the name and to the credit of the YWCA in such banks or depositories as the National Coordinating Board may designate. Whenever required by the National Coordinating Board or the Chairperson, the Treasurer shall render a statement of the accounts. The Treasurer shall have such powers and perform such other duties as the National Coordinating Board may determine. The Treasurer may be assisted in performing her duties by an Assistant Treasurer who has been appointed by the National Coordinating Board and who need not be a National Coordinating Board member. By virtue of her office, the Treasurer shall be a member, with voting rights, of the Asset Management and Development Committee.

VI. COMMITTEES

A. Executive Committee

1. Composition. There shall be a standing committee of the National Coordinating Board which shall be an Executive Committee comprised solely of National Coordinating Board members, which shall have no fewer than three (3) members, and subject to such limitations, whose number shall be fixed from time to time by the National Coordinating Board, and whose members shall serve at the pleasure of the Board.

2. Election and Term. The members of the Executive Committee shall be elected to a one (1) year term by vote of the majority of the entire National Coordinating Board at the Annual Meeting of the National Coordinating Board acting upon the recommendations of the Nominating Committee; provided, however that the Chairperson, Vice-Chairperson, Secretary and Treasurer shall serve ex officio as voting members of the Executive Committee.

3. Duties and Powers. The Executive Committee shall have general supervision of the affairs of the National Coordinating Board between its business meetings, fix the hour and place of its meetings, make recommendations to the National Coordinating Board, and perform such other duties as are specified in these Bylaws. The Committee shall be subject to direction by the National Coordinating Board, and none of its acts shall conflict with action taken by the National Coordinating Board. Notwithstanding the

foregoing, neither the Executive Committee nor any other National Coordinating Board committee shall have authority as to the filling of vacancies in the National Coordinating Board or in any National Coordinating Board committee, the amendment or repeal of the Certificate of Incorporation or these Bylaws or the adoption of new Bylaws, and the amendment or repeal of any resolution of the National Coordinating Board which by its terms shall not be so amendable or repealable.

4. National Coordinating Board Ratification. Actions of the Executive Committee must be ratified by the National Coordinating Board.

5. Special Meetings. The Chairperson may call special meetings of the Executive Committee on reasonable notice, as deemed necessary.

B. Nominating Committee

1. Composition. There shall be a standing committee of the National Coordinating Board, which shall be a Nominating Committee comprised solely of National Coordinating Board members. The Nominating Committee shall have five (5) members, each of whom shall have been elected by the Local Associations affiliated with different Regional Councils; provided that prior to the First Annual Meeting (as such term is defined in Article IV, Section (C)(1), above), the named National Coordinating Board members listed in Article IV, Section (C)(1), above, shall promptly elect the members of the Nominating Committee, for a term to expire upon such individuals' re-election or the election of such individuals' successors at the First Annual Meeting.

2. Election and Term. The members of the Nominating Committee shall be elected to a one (1) year term by the National Coordinating Board at the Annual Meeting of the National Coordinating Board.

3. Duties, Powers. The responsibilities of the Nominating Committee shall include, without limitation, that the Nominating Committee shall prepare a single slate of individuals to serve as Chairperson, Vice-Chairperson, Secretary and Treasurer, for election by the National Coordinating Board, and the Nominating Committee shall assure that the Chairperson, Vice-Chairperson, Secretary and Treasurer shall be National Coordinating Board members, and that each shall be affiliated with a Local Association affiliated with a different Regional Council. The Nominating Committee shall prepare a single slate of individuals to serve as members of the Nominating Committee, for election by the National Coordinating Board.

C. Nominating Committee for the Asset Management and Development Committee. With respect to nominations for the Asset Management and Development Committee, there shall be a committee of the corporation appointed by the National Coordinating Board, called the "Nominating Committee for the Asset Management and

Development Committee,” consisting of three (3) members of the Nominating Committee and three (3) members of the Asset Management and Development Committee, and such special committee shall prepare a single slate for members to the Asset Management and Development Committee for election by the National Coordinating Board.

D. Asset Management and Development Committee

1. Composition

a) Membership. There shall be a committee of the corporation called the “Asset Management and Development Committee,” the members of which may include, without limitation, persons who are not members of the National Coordinating Board.

b) Initial Composition. The initial Asset Management and Development Committee shall be comprised of: (i) those individuals who served on the body known as the Board of Trustees of the YWCA of the U.S.A. as of the date immediately preceding the Effective Date of these Bylaws (as such term is defined in Article III, Section (A)(1), above); and (ii) additional individuals, selected by the National Coordinating Board, acting upon the recommendations of the Nominating Committee, up to a maximum of thirteen (13) Asset Management and Development Committee members.

c) Initial Term. All individuals serving on the initial Asset Management and Development Committee pursuant to subsection (b), above, shall serve an initial term on the Asset Management and Development Committee as follows: the period from the Effective Date of these Bylaws (as such term is defined in Article III, Section (A)(1), above) (to the date of the First Annual Meeting (as such term is defined in Article IV, Section (C)(1) of these Bylaws) and, thereafter, one-half (1/2) for a one (1) year term and one-half (1/2) for a two (2) year term, such terms to expire, as applicable, upon the individual’s re-election or upon the election of the individual’s successor at the applicable Annual Meeting. Periods of time served on the Asset Management and Development Committee prior to the First Annual Meeting shall not be counted for term limitation purposes

d) Number. Subject to subsection (b), above, there shall be no fewer than twelve (12) and no more than eighteen (18) Asset Management and Development Committee members, of which no more than four (4) shall be members of the National Coordinating Board, one (1) of whom shall be the Treasurer.

e) Subcommittees. The Asset Management and Development Committee shall include, without limitation, two (2) subcommittees, one (1) of which shall address asset management, and one (1) of which shall address fund development.

2. Election and Term

a) Election. Subject to subsections (1)(b) and (c), above, the members of the Asset Management and Development Committee shall be elected

by the National Coordinating Board at the Annual Meeting of the National Coordinating Board, acting upon the recommendations of the Asset Management and Development Committee Nominating Committee.

b) Removal. The National Coordinating Board shall remove members of the Asset Management and Development Committee, as determined by a two-thirds (2/3) vote of the National Coordinating Board.

c) Term and Term Limits. Subject to subsection (1)(c), above, the term of office of each member of the Asset Management and Development Committee shall be two (2) years, and no individual shall serve longer than three (3) consecutive terms; provided that an individual elected to fill a vacancy shall be eligible for re-election to three (3) consecutive terms; and provided further that an individual who has served three (3) consecutive terms may, after a minimum two (2) year absence, be eligible for re-election to the Asset Management and Development Committee.

d) Staggered Terms. Terms shall be staggered, with one-half (1/2) of the Asset Management and Development Committee members' terms expiring in each year.

3. Chairperson. The Asset Management and Development Committee members shall elect chairperson of the Asset Management and Development Committee from among its members.

4. Duties; Powers

a) Develop and maintain investment policies, distribution policies and fund development policies, as approved by the National Coordinating Board.

b) Oversee the investment, development, and management of the assets of the YWCA, including, without limitation, the endowment, real property, and all gifts and grants, in accordance with the terms and conditions of the YWCA Certificate of Incorporation and Bylaws, but excluding asset development for specific YWCA programs.

c) Hold meetings at least quarterly.

d) Furnish quarterly minutes, and investment and fund development performance reports to the National Coordinating Board, with a comprehensive report annually to the National Coordinating Board.

E. Additional Committees. The National Coordinating Board may, from time to time, and by resolution adopted by the National Coordinating Board, and only as consistent

with applicable law, the Certificate of Incorporation and these Bylaws, establish and define other committees that further the purposes of the YWCA.

F. Voting and Quorum. For committees established hereunder, except as otherwise provided in these Bylaws, a majority of all of the voting members of each such committees shall constitute a quorum at any meeting thereof, and at a committee meeting at which a quorum is present the vote of a majority of the committee members present at the time of the vote shall be the act of the committee.

G. Minutes. All committees established hereunder shall keep written minutes reflecting all business conducted, which shall regularly be provided to the National Coordinating Board and the Regional Councils.

H. Duties. The National Coordinating Board shall, from time to time, provide each committee with a description of its duties, responsibilities and goals

I. Open Meetings. Committee meetings hereunder shall be open to attendance by all members of Local Associations and all members of Regional Councils, and all National Coordinating Board members, subject to executive session privileges.

J. Vacancies. If a vacancy occurs on a committee, the Nominating Committee or the Asset Management and Development Committee Nominating Committee, as applicable, will present a name to the National Coordinating Board for approval.

VII. SUBMIT MATTERS TO THE LOCAL ASSOCIATIONS

The National Coordinating Board, at the request of a majority of the Regional Councils, or five percent (5%) of Local Associations, or on its own initiative, shall submit to the Local Associations any question or policy or matter of business concerning the YWCA, it being understood that the response by the Local Associations, if any, with respect to any such submission shall be purely advisory and non-binding with respect to the National Coordinating Board. Nothing in this Article VII shall be interpreted to abrogate the rights of members as set forth in these Bylaws.

VIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the YWCA in all cases to which they are applicable and in which they are not inconsistent with applicable law, the Certificate of Incorporation, these Bylaws or any special rules of order the YWCA may adopt.

IX. RELATED PARTY TRANSACTIONS AND CONFLICTS OF INTEREST

A. Certain Definitions. For purposes of this Article IX:

1. "Related Party Transaction" means a contract or transaction between the YWCA and either (a) one or more National Coordinating Board members or officers, or (b) any other corporation, firm, association or other entity in which one or more of its National Coordinating Board members or officers are directors or officers, or have a substantial financial interest.
2. "Interested Directors or Officers" mean National Coordinating Board members or officers who are parties to a Related Party Transaction, or who are directors or officers of, or have a substantial financial interest in, a corporation, firm, association or other entity which is a party to a Related Party Transaction.
3. "Authorizing Body" means the National Coordinating Board, or a National Coordinating Board committee, which authorizes a Related Party Transaction.

B. If Disclosure

1. A Related Party Transaction shall not be either void or voidable by the YWCA solely because it qualifies as a Related Party Transaction, or because Interested Directors or Officers are present at the meeting of the Authorizing Body which authorizes the Related Party Transaction, or because the votes of Interested Directors or Officers are counted for purposes of authorizing the Related Party Transaction; if
 - a) the material facts as to the Interested Directors or Officers interest in the Related Party Transaction and as to any such common directorship, officership or financial interest are disclosed in good faith, or known to the Authorizing Body; and
 - b) the Authorizing Body authorizes the Related Party Transaction by a vote sufficient for such purpose without counting the vote or votes of Interested Directors or Officers.
2. Interested Directors or Officers may be counted in determining the presence of a quorum at a meeting of the Authorizing Body that authorizes such contract or transaction.

C. If No Disclosure. If the requirements set forth in Section (B), above, are not satisfied, the YWCA may avoid the Related Party Transaction unless the Interested Directors or Officers establish affirmatively that the Related Party Transaction was fair and reasonable as to the YWCA at the time it was authorized by the Authorizing Body.

X. INDEMNIFICATION

A. The YWCA shall indemnify each National Coordinating Board member and former National Coordinating Board member, each of its officers and former officers, each of its employees and agents (if any) designated for indemnification by the National

Coordinating Board in its discretion, and each person serving at the request of the YWCA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (each, an "Indemnatee"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Indemnatee was or is a person as described herein, whether by or in the right of the YWCA or not, in a manner and to the fullest extent now or hereafter permitted by law. The YWCA shall also advance expenses to any such Indemnatee in connection with any such action, suit or proceeding to the fullest extent now or hereafter permitted by law, subject however to receipt of an undertaking from the applicable Indemnatee with respect to repayment of such advances as required by the New York Not-for-Profit Corporation Law.

B. The right of indemnification herein provided for shall be in addition to any and all rights to which any Indemnatee otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

XI. FISCAL YEAR

The fiscal year of the YWCA shall end on August 31, unless and until changed by the National Coordinating Board.

XII. PRINCIPAL OFFICE

The principal office of the YWCA shall be in New York, New York, unless and until changed by the National Coordinating Board.

XIII. CHECKS, NOTES AND CONTRACTS; AUDITS; INVESTMENTS

The National Coordinating Board is authorized to select the banks or depositories it deems proper for the funds of the YWCA, and shall determine who shall be authorized in the YWCA's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. At least annually, as directed by the National Coordinating Board, the financial transactions of the YWCA shall be audited by independent auditors and a report of the audit shall be made to the National Coordinating Board and the Regional Councils. The funds of the YWCA may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities as the National Coordinating Board may deem desirable, and pursuant to the terms and conditions of the Certificate of Incorporation, these Bylaws and applicable law.

XIV. AGENTS AND REPRESENTATIVES

The National Coordinating Board may, by resolution, appoint such agents and representatives of the YWCA, and empower them to perform such acts or duties on behalf of the YWCA, as the National Coordinating Board may see fit, so far as may be consistent with applicable law, the Certificate of Incorporation and these Bylaws.

XV. VOLUNTEER DIRECTORS, COMMITTEE MEMBERS

All National Coordinating Board members, and committee and sub-committee members shall serve without compensation, but shall be provided with coverage for reasonable expenses incurred in connection with National Coordinating Board business.

XVI. AMENDMENT OF BYLAWS

Subject to any limitations set forth in these Bylaws, the Certificate of Incorporation or applicable law, any Bylaw may be adopted, amended, modified, restated or repealed by the vote of not less than two-thirds (2/3) of the Local Associations at any meeting of the Local Associations, or, as provided in the Certificate of Incorporation, by the written consent of two-thirds of the Local Associations. Notice of any such meeting shall be given by the Secretary of the Corporation to each Local Association by first-class mail at least ninety (90) days before the meeting, or, where receipt is acknowledged, by a nationally recognized overnight courier or personal delivery at least forty-five (45) days before the meeting. As applicable, notice of such meeting, or the resolution seeking Local Association consent, shall fully set forth the nature of the changes proposed to be made to these Bylaws.

end.

APPENDIX H

Resolutions of the YWCA of the USA
Implementing the Plan of Reorganization

Referendum and Results

May 2002

To: YWCA Association Presidents and
Executive Directors

From: Leticia Paez, President, YWCA of the USA

Date: April 5, 2002

Re: Referendum on Reorganization

At the July 2001 YWCA National Convention held in Albuquerque, NM delegates voted to implement the Operating Model known as Steps to Absolute Change, and authorized a task force to supervise the preparation of the necessary documents to formalize the Reorganization Plan, among other things. This group has become known as the Reorganization Task Force (RTF). The YWCA of the USA National Board is pleased to report that in cooperation with the RTF our work on the reorganization is nearing completion. On behalf of the YWCA of the USA National Board, we are submitting to you the documents, which if favorably received will formalize the structural changes of our reorganization.

As you recall, the Constitution and Bylaws of the YWCA of the U.S.A. were amended at the Albuquerque Convention to permit voting by referendum on the necessary constitutional and bylaw changes. Enclosed is your referendum packet. It includes the resolution which, if approved, will implement the recommendations of the Reorganization Task Force and lead to the creation of a re-organized YWCA of the U.S.A. The resolution will dissolve the unincorporated organization known as the YWCA of the U.S.A. ("National Association"), repeal the Constitution and Bylaws of that organization, and approve amended Articles of Incorporation and Bylaws of the New York corporation which is called the National Board (the "Corporation"). The Corporation will be renamed "The Young Women's Christian Association of the U.S.A., Inc." and will absorb the functions of the National Association. In effect, the reorganization merges the unincorporated association, the YWCA of the U.S.A., and the New York not for profit corporation, the YWCA of the U.S.A., National Board, into a single entity.

Also enclosed are the proposed amended Bylaws of the Corporation and the proposed Amended and Restated Certificate of Incorporation of the Corporation. Together, these two documents reflect the proposed new organization of the Corporation. Please note that the bylaws have been circulated for input several times and in accordance with the RTF recommendation are not amendable at this time.

Passage of the resolution requires that at least two-thirds (2/3) of the votes cast favor adoption. A quorum for this vote is 232, which was the number that constituted a quorum at the Albuquerque Convention (1/3 of the voting delegates with credentials at the start of Convention). The total voting strength of local associations is 877.

Please note that each association's votes are cast as determined by its **BOARD OF DIRECTORS**. Association Board minutes must reflect the Board's action on this matter and **the action of the Board is to be certified by the signature of the Board Secretary or President on the enclosed ballot**. Votes may be split if that is the resolution of the Board. Thus, if an Association is entitled to 10 votes and its Board votes 80% in favor and 20% against the resolution, the votes may be split 8 in favor and 2 opposed.

In order for your Association's ballot to be counted it must be received by May 15, 2002. Ballots must be returned either by certified mail, or by FedEx or UPS to Schnader Harrison Segal & Lewis at the address listed on the ballot and will be counted by representatives of the National Board and the Reorganization Task Force at a date soon to be determined (either May 17 or 20).

If the Resolution passes, certain administrative actions will be necessary before the reorganization is fully implemented, including the acceptance of the Amended Certificate of Incorporation by the New York Secretary of State and adoption of the amended Bylaws of the Corporation by the current National Board.

Should the enclosed Resolution fail, the work of the reorganization will continue. The current Constitution and Bylaws of the National Association will remain in effect until the Reorganization Task Force and the National Board determine what additional changes are required in the corporate documents to make them acceptable to a two-thirds majority of the voting strength of local associations.

As you are aware, this is an important moment in the evolution of the YWCA. It is our hope that each association takes seriously its responsibility to study these documents and to vote. The referendum process assures that every association has a voice in determining the future governance structure of the YWCA. This is an opportunity for everyone in the YWCA movement to exert leadership by thoughtful participation in the process.

Please let us hear from your Association and be sure you follow the instructions so that your ballot will be counted. Ballots that are not properly submitted will not be included in the count.

It has been my distinct pleasure to serve you as President of the YWCA of the USA. Keep up the great leadership work in the interest of our movement.

**RESOLUTIONS
OF THE YWCA OF THE U.S.A.
IMPLEMENTING THE
PLAN OF REORGANIZATION**

WHEREAS, at its 2001 Convention in Albuquerque, New Mexico (the “2001 Convention”) the YWCA of the U.S.A., an unincorporated association (the “Association”), adopted the Operating Model set forth in the *Steps to Absolute Change Transition Plan* (the “Transition Plan”), and adopted the Plan of Reorganization of the YWCA (the “Reorganization Plan”), in order to achieve certain structural and operational changes (the “Reorganization”);

WHEREAS, immediately following the 2001 Convention, the Board of Directors of the National Board of the Young Women’s Christian Association of the U.S.A (the “Corporation”), approved and adopted for itself the principles and procedures set forth in the Transition Plan, the Operating Model and the Reorganization Plan; and

WHEREAS, the Task Force established pursuant to the Reorganization Plan has determined that the Reorganization will require, among other things, that the Board of Directors of the Corporation do the following (collectively, the “Steps to Reorganization”):

- adopt by a resolution substantially in the form annexed hereto as Exhibit 1, an amended and restated Certificate of Incorporation of the Corporation;
- adopt by a resolution substantially in the form annexed hereto as Exhibit 2, amended and restated Corporation Bylaws (the “Amended and Restated Corporation Bylaws”), the effective date of which will be known as the “Reorganization Date”; and
- request the resignation of each member of Corporation’s Board of Directors, to be effective on the Reorganization Date

NOW THEREFORE, BE IT RESOLVED, that the Association hereby approves and adopts the Steps to Reorganization and urges prompt action by the Board of Directors of the Corporation in implementing the Steps to Reorganization; and

FURTHER RESOLVED, that the Association hereby elects to dissolve and, in connection therewith, repeals the Constitution and Bylaws of the Association, such action to become effective on the Reorganization Date.



May 20, 2002

Empire State Building
350 Fifth Avenue
Suite 301
New York, NY 10118
212-273-7800
Fax: 212-465-2281

Dear YWCA Executive Director:

On behalf of the National Board of the YWCA of the USA, I am pleased to report to you that the referendum on Implementing the Plan of Reorganization has been completed. Ballots were submitted by 248 associations, which cast 691 valid votes. A total of 577 votes were cast in favor of the resolution, and 114 opposed.

The next step in the process will be to file the Amended and Restated Articles of Incorporation, which I signed today, with the Secretary of State in New York. The National Board is scheduled to meet on June 14 and 15 to take final action on the bylaws and complete any necessary steps to finalize the reorganization.

Please express our appreciation to each member of your Board of Directors for their diligence in studying the documents and voting on behalf of your Association.

Sincerely,

A handwritten signature in cursive script that reads 'Leticia Paez'.

Leticia Paez
President

RECEIVED
MAY 28 2002

APPENDIX I

**Financial Report
Of the Change Initiative**

December 1, 1998 – May 31, 2001

**CHANGE INITIATIVE
Financial Report
Inception through May 31, 2001**

<u>Income</u>	<u>Total</u>
Open Space Registration Fees	\$ 68,310
December 1999 Meeting Hampton Inn/Hueco	3,406
May 18-20, 1999 Meeting	752
Book Sales	872
Miscellaneous	1,316
Interest	274
Packard Foundation	100,000
Ruth Mott Fund	150,000
Goettler Associates	5,000
NAYE Contribution	7,500
YWCA of the U.S.A. (Financial Aid for Assosiations)	50,000
In-Kind Gift - Ernst & Young	300,000
In-Kind Gift - work at ASE meeting	14,150
In-Kind Gift	4,184
Contributions YWCA's	113,064
Contributions Individuals	12,214
YWCA of Schenectady Council	660
YWCA National (TT)	5,202
YWCA of Southern Massachusetts (TT)	217
TOTAL REVENUE	\$ 837,120

Expenses

Total Hyatt and Open Space Expenses	\$ 193,575
1999 Steering Committee Meetings	58,514
Convention 2000 Expenses	93,177
Transition Expenses	17,307
Sub-total (See Support Schedule)	\$ 362,573
Bank Charges	32
Books - The Power of Spirit	503
Catering and Beverage Service - Ernst & Young	8,646
GOVERNANCE: Kalamazoo YWCA	375
Lodging Expenses - Ernst & Young	8,170
In-Kind Services -Ernst & Young ASE Meeting	300,000
In-Kind Services - work at ASE meeting	14,150
Video Production (ASE Conference)	5,000
Miscellaneous Expenses	470
Professional Fees - Parliamentarian	225
Professional Fees - Harder & Company	14,234
Professional Fees - CAP Gemini Earnst & Young	29,439
Professional Fees - Lineberger Services	1,000

Telephone - Conference Calls	4,608
Website	4,576
Postage	32
Travel	841

TOTAL EXPENSES	<u>754,001</u>
	<u>\$ 83,119</u>

CHANGE INITIATIVE p-2

SUPPORT SCHEDULE

Hyatt and Open Space Expenses

Open Space:

Hyatt-Regency		
Registration Paid by Local Assns.		
Steering Committee Expenses		
Scholarships		
Total Hyatt Expenses	\$	93,103
Scholarships to Associations		12,288
Facilitator - Harrison Owen		20,528
Travel - Facilitator Interviews		6,441
Rental of "Marketplace Wall"		4,284
Banners		260
Computer Rentals		6,474
T-shirts		3,514
Printing of Issues Book		8,690
Supplies		2,649
Temporary Services		743
Credit Card Charge		839
Printing - Open Space, Convention, etc.		21,720
Postage/Shipping - Open Space, Convention, etc.		12,042
Total Open Space Expenses		<u>\$ 193,575</u>

1999 Steering Committee Meetings

Banquets Hyatt - July 1999 Steering Committee Mtg	\$	1,523
Food for Steering Committee Meetings		1,687
Food for Steering Committee Members		57
Travel for Steering Committee		46,227
Hampton Inn 1998 Steering Com Lodging		989
Hampton Inn/Hueco 1999		
Dec Mtg - Committee		<u>8,031</u>
	\$	<u>58,514</u>

Convention 2000 Expenses

Financial Aid for Convention 2000	\$	91,779
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T-shirt for Convention 2000	342	
Banners for Convention 2000	379	
Convention News 2000	620	
Supplies for Convention 2000	57	
	<hr/>	\$ <u>93,177</u>

Transition Expenses		
Legal Fees - Proskauer Rose LLP	\$ 9,196	
Professional Fees - John E. Uxer, EdD, PRP	350	
Temporary Services - Salle R. Frazee	300	
Program supplies	17	
Financial Aid for Pheonix Convention	651	
Telephone - Conference Calls	109	
Postage	2	
Conference/Travel	6,683	
		\$ <u>17,307</u>

APPENDIX J

A Sample of Communication Tools

Used throughout the Change Initiative

Notes: Get Out the Vote Campaigns were conducted around each major vote. Additionally, a weekly Progress Report was e-mailed/faxed to all constituents.

Get Out The Vote Campaign
Regional Capacity Building Work Team
Of the Reorganization Task Force

Purpose

- **To encourage all associations to vote.**
- **To offer clarifying information.**
- **To influence associations to vote affirmatively for the referendum, but not in a way that exerts inappropriate pressure or disrespects an association's right to "see things differently."**
- **To ensure that associations which have had a change in staff leadership over the past 2 – 3 years have sufficient information to understand the ramifications of the impending vote.**
- **To clarify the voting process and to answer content questions pertaining to the reorganization.**
- **To make sure associations know what to do to cast a valid vote: 1) know their options in terms of official Board action; 2) be very clear about the deadline for mailing their ballot; and 3) understand that for the ballot to be valid, it must be sent by a) certified mail, *or* b) FedEx *or* c) UPS to the attorney's office *not the YWCA National office.***
- **To gather data that will give the RTF a likely forecast of the outcome of the vote**

Get Out The Vote Campaign
Regional Capacity Building Work Team
Of the Reorganization Task Force

Process

- 1) Each regional chair puts together a list of state coordinators. *(by April 12)*
- 2) State coordinators recruit additional callers, as needed and assign callers to cover all associations within state/area. *(by April 19)*
- 3) All callers are emailed a purpose, phone script and calling log. *(by April 19)*
- 4) Calls made to all associations. Priority should be given to associations that have not been involved in the various phases of the three-year process. *(Calls can be made earlier, but should begin no later than April 22 and be completed by May 3)*
- 5) When callers are stumped as to how to answer a question, they need to immediately call Jean DeMaster (503-294-7486) or Kathi Horton (810-238-7621), who will make or arrange for follow-up calls and who will keep a log of follow-up calls and results.
- 6) Requests to speak to a member of the Reorganization Task Force should be forwarded immediately to Christie Dailey at 847-864-8445.
- 7) Requests to have Board Presidents contacted by another volunteer are forwarded to Judy Brown at 626-795-1084.
- 8) Callers send logs back to the state coordinators *by May 6*. State coordinators forward logs to Regional Chair *by May 7*. Regional Chairs forward logs to Kathi Horton *by May 8*. Kathi collates results of logs and disseminates to RCB and RTF *by May 10*

Note: NAYE Board members have agreed to be callers, wherever additional callers are needed (in their own regions or outside of their regions.)

Get Out The Vote Campaign
Regional Capacity Building Work Team
Of the Reorganization Task Force

Phone Script: (put responses on calling log; be sure to have a referendum packet in front of you to refer to!)

- **Calling to see if you've received the voting packet for the referendum on the reorganization of the YWCA of the USA (if an association has not received the packet, the caller immediately calls Margaret Tyndall (212-273-7800) with correct mailing address, etc. and requests that a packet be sent immediately)**
- **Do you have any questions about the packet in terms of the voting process or the content of the resolutions?
(Any questions that you can't answer should be forwarded immediately to Jean DeMaster (503-294-7486) or Kathi Horton (810-238-7621))**
- **Do you have a sense of how your association will vote? Would you be willing to share it?**
- **If the response is that they are planning to vote "no", ask if they would be willing to state why. If their response is based on an erroneous assumption, share the correct information and ask if they are willing to reconsider their vote in light of the new information.**
- **Would you like someone from the Reorganization Task Force to call you to discuss any issues regarding the reorganization? (Any requests for a RTF follow-up call should be immediately forwarded to Christie Dailey at 847-864-8445)**
- **Would you like another volunteer to contact your Board President to talk with her? (If "yes", call Judy Brown at 626-795-1084 with name of association, including state, name and phone number of Board President.)**
- **In closing, we want to re-emphasize the importance of voting:**
 - **Must be by Board action, as indicated by your local by-laws**
 - **Ballot must be sent in time to be received by May 15**
 - **Ballot must be sent to law offices listed on ballot (don't send to National office)**
 - **Ballot must be sent by registered mail or Fed-Ex or UPS**
- **Thanks for helping your association play its part in this historic vote to reorganize the YWCA of the USA for the 21st century!**

4/8/02

Reorganization Referendum of the
YWCA of the USA

CALLING LOG

Region: _____ Regional Chair: _____

Phone: _____

Email: _____

State: _____ Coordinator: _____

Phone: _____

Email: _____

Caller: _____ Association: _____

Phone: _____

Email: _____

<p>Association: _____</p> <p>Who contacted: _____</p> <p>Phone: _____</p>	<p>Received Packet?</p> <p>___ Yes</p> <p>___ No</p>	<p>How Vote?</p> <p>___ Definite Yes</p> <p>___ Definite No</p> <p>___ Likely to Split</p> <p>___ Undecided/Don't Know</p>	<p>Follow-up Call?</p> <p>___ Yes</p> <p>___ No</p>
<p>Association: _____</p> <p>Who contacted: _____</p> <p>Phone: _____</p>	<p>Received Packet?</p> <p>___ Yes</p> <p>___ No</p>	<p>How Vote?</p> <p>___ Definite Yes</p> <p>___ Definite No</p> <p>___ Likely to Split</p> <p>___ Undecided/Don't Know</p>	<p>Follow-up Call?</p> <p>___ Yes</p> <p>___ No</p>
<p>Association: _____</p> <p>Who contacted: _____</p> <p>Phone: _____</p>	<p>Received Packet?</p> <p>___ Yes</p> <p>___ No</p>	<p>How Vote?</p> <p>___ Definite Yes</p> <p>___ Definite No</p> <p>___ Likely to Split</p> <p>___ Undecided/Don't Know</p>	<p>Follow-up Call?</p> <p>___ Yes</p> <p>___ No</p>
<p>Association: _____</p> <p>Who contacted: _____</p> <p>Phone: _____</p>	<p>Received Packet?</p> <p>___ Yes</p> <p>___ No</p>	<p>How Vote?</p> <p>___ Definite Yes</p> <p>___ Definite No</p> <p>___ Likely to Split</p> <p>___ Undecided/Don't Know</p>	<p>Follow-up Call?</p> <p>___ Yes</p> <p>___ No</p>



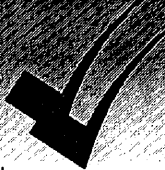
Reorganization

Change Implementation

Progress Report

January 14, 2002

Steps to Absolute



Action

Regions Set Up Shop!

Fiscal Agents:

As of January 9, 2002, all but one region reported that they had named a YWCA in that region to serve as fiscal agent. For most, this will be an interim arrangement as the pursuit of a 501c3 status is studied and evaluated.

NCB Reps:

In line with Operating Review Team recommendations to facilitate an orderly transition to the new operating structure by having the NCB formed and functioning as soon as possible, the process of nominating NCB members is well underway. Representatives have already been chosen in a number of regions, with ballots already or about to be circulated in remaining regions. Also in line with ORT recommendations, the plan is to include these representatives in February's National Board and RTF meetings.

Information & Request

Regional Council Gatherings Serve as Main Discussion Forum for New Bylaws, Feedback on Approval Process Solicited

As reported earlier, the Plan of Reorganization passed at the July convention charged the Reorganization Task Force (RTF) with formulating a process to approve our new governing documents. In light of concerns about the expense of calling and holding a national meeting and in order to move the reorganization forward on schedule, the RTF chose a process that provides for input periods and group discussions at the regional level vs. a process with a formal amendment component and a national gathering. **(Please note that once passed, the bylaws are fully amendable).** The 2nd draft of the bylaws were circulated to the YWCA community early in December, 2001 for wide scale comment. This comment period will last until January 31, 2002.

Overall, reorganization leaders want all involved to feel they have ample channels to voice their comments and ideas regarding the proposed bylaws. To this end the RTF and Bylaws teams, with the support of the Regional Capacity Building

Team, have asked all regions to meet during this period, to discuss the bylaws vigorously, and to include in the discussion an opportunity to affirm or share concern regarding the bylaws approval process.

This design calls for in-depth discussions and idea exchanges to be held at the regional level. These discussions will take the place of a formal amendment component and larger debate in a full convention setting, but still allow YWCA members to challenge each other and think through the implications of this new document. To help, many YWCA leaders who have worked on the bylaws have agreed to travel to and serve as a resource at upcoming regional council meetings.

In order to gauge the level of comfort with the process as it has been designed, the RCB Team has arranged to receive information after each upcoming council meeting showing the level of consensus in support of the bylaws approval plan now underway. The Bylaws Team and RTF look forward to hearing your input!

Upcoming Regional Council Meetings

Great Lakes Alliance:	January 24-25 th
Heartland:	TBA
Mid Atlantic:	January 11-12 th
New England:	January 31 st -Feb. 1 st
Northeast:	January 30 th -Feb. 1 st
Northwest:	January, TBA
Pacific:	January 24 th
Southeast:	January 10-12 th
Southwest Delta:	January 11-12 th

Contacts

Help keep the YWCA Reorganization address lists accurate!
Please send Reorganization communications inquiries, information, & address changes to Martha Breunig -

YWCARTF@aol.com Fax: 914-614-2284 Ph: 207-784-2039



Implementation

Change Implementation
Progress Report

Steps To Absolute

February 25, 2002



Looking Ahead

- ♦ Watch for your copy of the *Bylaws Information Packet*, to arrive later this week - (more on this below).
- ♦ Dorothy Height, long time and highly esteemed YWCA and national leader is about to have her 90th birthday. Given the continuing relevance of her contributions to our mission and vision moving forward, a profile and invitation to make a contribution in her honor (to a leading sister organization, the National Council of Negro Women) will be presented in the March 4th Progress Update.
- ♦ The March 4th Progress Update will be sent early, likely on Thursday.



Contacts

Please send Reorganization communications inquiries, information, & address changes to Martha Breunig – YWCARTF@aol.com Fax: 914-614-2284 Ph: 207-784-2039



Action and Information - Here are the Next Steps in the Reorg. Process

February 22 nd -23 rd	Reorganization Task Force (RTF) presents the final bylaws draft and voting information packet to the National Board. (NB) National Board to approve bylaws distribution and voting information packet.	To move the approved Transition Plan forward the next step, at their February meeting in Dallas the National Board was asked to review and approve the final draft of the new bylaws for the YWCA of the USA for distribution, and to prepare a referendum mailing for local associations.
February 26 th -27 th	RTF distributes a voting information packet to local associations that includes a copy of the final draft of the bylaws.	The RTF is preparing an information packet regarding the new bylaws to enable the review and deliberations process among local associations and regions to start as soon as possible, and to facilitate the referendum vote that will soon follow. This information packet will include a copy of the final draft of the bylaws, additional information about the process, and answers to frequently asked questions. The packet will be sent later this week by E-mail or Fax to those on the Progress Report mailing list.
Follows in early or Mid- March	NB sends ballot packet to all local associations.	Will be sent by surface mail to local associations from the national office of the YWCA of the USA.
Follows in late March or Mid-April	Ballots due.	The actual due date for ballots will be announced as soon as possible, and depends on the date of distribution of the ballot.
Follows in early or Mid-April	Vote count complete.	Referendum votes will be tallied immediately following the ballot due date.
Follows (asap)	Amended Certificate of Incorporation submitted to NY Secretary of State. Approval of Certificate received.	New York is currently the state of incorporation for the YWCA of the USA, and notice of major changes in our organization must be filed and approved by the State of New York.
During May	NB formally adopts bylaws, National Coordinating Board to assume leadership.	The current National Board completes their role and is recognized for their work as leaders of the YWCA of the USA.
Follows (asap)	Reorganization plan complete.	With the approval of the bylaws and Certificate of Incorporation, work continues at the local, regional, and national levels to implement our plan. <i>Together we will begin our new journey - with steady progress toward the vision made possible by the Steps to Absolute Change.</i>

Five Page Issue



June 21, 2002

The YWCA Steps Into the Future

As a result of the National Board, Reorganization Task Force and National Coordinating Board meetings held in New York City earlier this week, YWCA leaders announced, "The Reorganization is complete!!" The announcement was made with great appreciation for the contributions of all involved.

The YWCA of the U.S.A National Board and the YWCA of the U.S.A. have now become one corporation called the YWCA of the U.S.A, with the National Coordinating Board elected by regions as its governing authority. The members of the National Board finished their work by adopting the bylaws and tendering their resignations, most of which have already been received.

The Reorganization Plan will now be put into action, with new opportunities to, as Christie Dailey, chair of the Reorganization Task Force says, "knit together local associations into a really energized network." As the Chair of the newly elected National Coordinating Board, Audrey Peebles proudly accepted the leadership torch, and, looking forward to implementing the approved changes designed to re-vitalize the YWCA as a whole, expressed, "This is an incredibly exciting time to be in the YWCA!"

First Actions of the NCB

At their June 17-18th meeting, the NCB accomplished the following:

RE: NCB Operating Structure and Policies

1. Elected slate of officers presented by the nominating committee:
 - ♦ Audrey Peebles, Chair: Chicago, Ill; Retired Exec. Dir.
 - ♦ Suzanne Durham, Vice-chair: Birmingham, AL; Exec. Dir.
 - ♦ Carol Burns, Treasurer: St. Joseph, MO; Volunteer
 - ♦ Linda Nguyen, Secretary: Flint, MI; Volunteer
2. Named executive committee:
 - ♦ Officers listed above plus,
 - ♦ Joan Durant: Syracuse, NY; Executive Director
 - ♦ Myrna Deckert: El Paso, TX; Retiring Exec. Director
 - ♦ Yaamini Rao: Berkeley, CA; Program Director
3. Adopted plan for other committees:
 - ♦ Establish five Board Operating Committees—
 - ♦ Executive
 - ♦ Finance
 - ♦ Human Resources
 - ♦ Nominating
 - ♦ Communications
 - ♦ Establish Seven Strategic Committees, to include regional reps-
 - ♦ Advocacy
 - ♦ Branding
 - ♦ Communication
 - ♦ Hallmark Programs
 - ♦ Regional Leadership
 - ♦ Peer Review
 - ♦ World Relations
4. Endorsed continuation of designated honorary board members.
5. Adopted guiding principles.
6. Rescinded use of Policy Governance (Carver Model) as mode of board operation.

NCB Meeting Actions continued.....next page

P.R. Tools For YWCAs Offered

To help local associations with the transition, a sample press release has already been distributed to each YWCA.

On pages 3-5 of this Action Report, which takes the place of the Steps to Absolute Change Implementation Progress Report, is a fact sheet of frequently asked questions for YWCAs to use as talking points in their communities and as a resource for further press coverage.

Contact Information

National Coordinating Board Roster:

The roster and contact information for NCB members was distributed in an 8-page booklet in February, 2002. Extra copies are available by contacting Martha Breunig, as below.

YWCA Presidents:

E-mail and fax lists are being updated. If contact information for the current president hasn't already been sent to Martha Breunig, as below, please do so as soon as possible.

Please send communications inquiries, information, and address changes to Martha Breunig, mailings coordinator:

YWCARTF@aol.com Fax: 914-614-2284 Ph: 207-784-2039