

**Amended and Restated Bylaws**  
**of**  
**Greater Grand Forks Young Professionals**

**PREAMBLE**

These Amended and Restated Bylaws, effective as of the 10<sup>th</sup> day of October, 2019, are hereby agreed to by not less than two-thirds majority (2/3) of the Board of Directors entitled to vote.

**BYLAWS OF GREATER GRAND FORKS YOUNG PROFESSIONALS**

**ARTICLE I- NAME, PURPOSE, MISSION**

Section 1: The name of the organization shall be **GREATER GRAND FORKS YOUNG PROFESSIONALS (GGFYP)**.

Section 2: GGFYP is organized for charitable and educational purposes, more specifically GGFYP is dedicated to young professionals in the Greater Grand Forks area becoming involved with the community through philanthropic and volunteer opportunities, being connected through opportunities to interact professionally and socially with peers, having influence to create and foster an environment which helps attract and retain young professionals throughout the region.

Section 3: We enhance our community, create connections, and invest in each other.

**ARTICLE II- MEMBERSHIP**

Section 1: Membership in GGFYP shall consist of individuals who have requested membership in writing. General Membership is defined as all members, including the Board of Directors.

**ARTICLE III- GENERAL MEMBERSHIP ANNUAL/SPECIAL MEETINGS**

Section 1: Annual Meeting. The date of the regular annual meeting of the General Membership shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings of the General Membership may be called by the Board President or by a quorum of the Board of Directors or by a majority of members.

Section 3: Notice. Notice of each General Membership meeting shall be given to each member, not less than ten days before the meeting.

## ARTICLE IV- BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board of Directors (Board) is responsible for overall policy and direction of the organization, and delegate's responsibility for day-to-day operations to Board Members, Committee Chairs, committees and individual members of the General Membership. The Board shall have not fewer than five members. Voting members of the Board include: the Executive Committee (President, Vice President, Secretary, and Treasurer), Internal Advisor, up to five and not fewer than two committee chairs, President of an affiliated Student Young Professionals (SYP) association, and member-at-large representative(s). The number of member-at-large Board members shall be up to one percent of the amount of general membership at the time of Board elections. Non-voting members of the Board include: an Executive Director and immediate Past President. The Board receives no compensation other than reasonable expenses.

Section 2: Meetings. The Board shall meet at least monthly, at an agreed upon time and place. The Board will conduct meetings with procedures guided by Robert's Rules of Order.

Section 3: Board Elections. Member-at-large Board members will be elected by the general membership. All other Board members, including new members and election of current members to additional term(s), will be elected by a majority vote of the current Board of Directors at a Board meeting. Applications for Board positions must be received by the Secretary and communicated to the Board three days in advance of a Board meeting, to be voted on at the next Board meeting. In the event of a tie vote, the Past President will have the deciding vote.

When a vacancy on the Board exists prior to the end of the member's elected term, the Board may choose to appoint someone to fill the vacancy or the Board may choose to receive applications. If the Board chooses to receive applications, the Board will go through the standard elections process. The appointee/applicant must be voted on by a majority vote of the current Board of Directors. The vacant position will be filled only to the end of the departing Board member's term. During the vacancy, the Vice President will assume the duties of the vacant position.

Section 4: Terms. The Secretary, Treasurer, Committee Chairs, and Internal Advisor will serve two year terms, are eligible for re-election and have no term limits. The Secretary and Treasurer shall be elected in alternating years. The Member-at-Large representatives will serve two year terms, elected in alternating years, are eligible for re-election and have no term limits. The President and Vice President will serve a one year term. Upon the expiration of that one year term, the current Vice President will transition into the role of President, at which point the current President will transition out of the role as President into a one year term as Past President. The Past President is an advisor to the current Board of Directors. Board duties commence on January 1 of that member's term.

Section 5: Quorum. A quorum must be attended by at least 51 percent of the voting Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice five days in advance. E-mail is considered written notice.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer, and will make up the Executive Committee; the Internal Advisor shall attend Executive Committee meetings as a non-voting member of the committee. Officer and member duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice President, Secretary, and Treasurer.

The Vice President will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, communicating meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

The Internal Advisor shall attend all Executive Committee meetings to advise on any bylaws or Robert's Rules of Order questions. In the event of a tie vote at an Executive Committee meeting, the Internal Advisor will have the deciding vote.

Section 8: Resignation, Termination, and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be terminated for absences from the Board if he/she has three consecutive unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors. Vacancies resulting from resignation and termination shall follow the election process as stated in Article IV, Section 3.

Section 9: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by mail or e-mail by the Secretary to each Board member no less than five days in advance.

Section 10: Financial Reporting and Accounting: An accounting for all donations, sponsorships, grants, etc. made to the Greater Grand Forks Young Professionals shall be maintained by the Board, in addition to the expenditures made therefrom. The Board may designate an individual to maintain appropriate records and report to the Board at regular intervals, but at a minimum,

the Treasurer shall receive all accounting information for tax purposes and will disclose financial information upon appropriate and reasonable request. The purpose of this rule is to facilitate funding management for the organization and maintain documentation for persons or entities donating to the organization.

#### ARTICLE V- COMMITTEES

Section 1: The Board may create committees as needed, such as professional development, social, community involvement, special events, etc. The Board appoints all committee chairs by majority vote.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Requesting funding: Board Members shall make requests for non-budget funding in writing and submit their request to the Board for approval at the Board meeting prior to the event(s). The Board may create a form for requests and shall make the form available for all YP members.

#### ARTICLE VI- AMENDMENTS AND REVIEW

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary and communicated with regular Board announcements.

Section 2: Bylaws shall be reviewed annually by the Board of Directors.

These Bylaws were approved at a meeting of the Board of Directors of the Greater Grand Forks Young Professionals on July 8, 2015, and updated on October 10, 2019.