



Amended and Restated Bylaws of Greater Grand Forks Young Professionals

PREAMBLE

These Amended and Restated Bylaws, effective as of January 1, 2025, are hereby agreed to by not less than two-thirds (2/3) of the Board of Directors entitled to vote.

Bylaws of Greater Grand Forks Young Professionals

ARTICLE I- NAME, PURPOSE, MISSION

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

Section 2: Purpose. 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: Mission. We enhance our community, create connections, and invest in each other.

ARTICLE II- MEMBERSHIP

Section 1: Definition of Membership. GGFYP Members shall consist of natural persons who have paid the required dues for GGFYP. Individuals on the Board of Directors, if current on their required dues, shall also be considered Members. Due amounts and time of payment shall be determined by GGFYP policy as established by the Board of Directors. Failure to pay dues as required may result in suspension or termination of membership.

ARTICLE III- GENERAL MEMBERSHIP ANNUAL/SPECIAL MEETINGS

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

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



Section 3: Notice. Notice of each Member Meeting, including purpose, date, time, and location, shall be given to each Member, not less than ten business 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 can delegate responsibility for day-to-day operations to Board Members, Committee Chairs, committees, employees of GGFYP and Members. The Board shall have not fewer than five members. Voting members of the Board include: President, Vice President, Reporter, Treasurer, Internal Advisor, committee chairs, and member-at-large representative(s). Non-voting members of the Board include: an Executive Director, immediate Past President, representatives of affiliated Student Young Professionals (SYP) associations in Greater Grand Forks and a Grand Forks Air Force Base representative. In the event of a tie vote at any board meeting or on any board matter, the Past President will have the deciding vote. The Board shall receive no compensation in consideration for their position on the Board, but may be reimbursed for reasonable expenses incurred. In the event of a conflict of interest, the Board member must recuse themselves from voting on that particular issue. All Board Members should fill out a conflict-of-interest form during onboarding. It is the Board Member’s responsibility to continue to update the board and be aware of their conflicts. A conflict of interest arises when a board member’s personal, professional, or financial interests could improperly influence their decisions or actions regarding the organization. Board members are expected to disclose any potential conflicts and recuse themselves from decisions where such conflicts may compromise impartiality or integrity.

Section 2: Frequency of Meetings. The Board shall meet at least once a month, 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 Members of GGFYP. All other Board Members will be elected by a majority vote of the current Board of Directors at a special or regularly scheduled Board meeting. Applications for open Board positions will be received by the Board in Quarter 4 of the preceding year in which the applicant seeks election. All newly and regularly elected board members shall commence their term on January 1 of the coming year. 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 a Board Member's elected term, the Board may choose to appoint someone to fill the vacancy, or the Board may choose to receive applications and hold an election for the remainder of the Term. If the Board chooses to receive applications, the applicant must be elected by a majority vote of the Board of Directors. The vacant position will be filled only to the end of the departing Board member's



term. Until the vacant position is filled by an appointee or applicant the Vice President will assume the duties of the vacant position until filled.

Section 4: Terms. The Reporter, Treasurer, Committee Chairs, Internal Advisor, and Member-at-Large representative shall serve two year terms. The named positions are eligible for re-election and may run for election as many times as desired by the Board Member (“Term”). The Reporter and Treasurer shall be elected in alternating years. Member-at-Large representatives will serve two year terms, are eligible for re-election. There shall be two (2) Member-at-Large representatives at all times. The President and Vice President shall each 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 shall act as an advisor to the current Board of Directors.

Section 5: Quorum. A quorum shall consist of 51 percent of the voting Board Members. A quorum must be present at any meeting of the Board of Directors 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 at least five days in advance. E-mail or a calendar invitation is considered written notice.

Section 7: Officers and Duties. 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, Reporter, and Treasurer.

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

The Reporter 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 financial report at each Board meeting. Treasurer shall 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 may attend all board meetings and Executive Committee meetings to advise on the 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 Reporter. A Board member may be terminated for absences from the Board if he/she has three consecutive unexcused absences from Board meetings in a year, or for any other reason as allowable under state or federal law. A Board member may be removed 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 9: Special Meetings. Special meetings of the Board shall be called upon the request of the President, Vice President, Reporter or Treasurer. Notices of special meetings shall be sent out by mail or e-mail by the Reporter 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: Creation of Committees. 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: Ad Hoc Committees. The Board may create ad hoc committees to serve specific, time-limited purposes as deemed necessary. Ad hoc committees shall not hold Board powers and shall operate solely in an advisory or functional capacity to achieve their defined objectives. For example, an ad hoc Marketing Committee may be formed to oversee a specific marketing initiative or campaign. Ad hoc committees are dissolved by the Board when their purpose is fulfilled, or their continued existence is no longer necessary.

Section 3: Executive Committee. There may be an Executive Committee, which shall consist of the President, Vice President, Reporter and Treasurer. The Internal Advisor may attend Executive Committee meetings as a non-voting member. The purpose of the Executive Committee is to create and discuss the agenda for regular or special meetings of the Board. The Executive Committee shall have no power to make or pass motions except in circumstances in which immediate action must be taken to address fraud, undue influence, or to preserve the integrity of GGFYP. In these circumstances, the Executive Committee shall have all of the powers and authority of the Board of Directors.



Section 4: 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.

ARTICLE VI – FORCE MAJEURE CLAUSE

Section 1: Force Majeure. In the event of circumstances beyond GGFYP’s control, such as natural disasters, government actions, or other force majeure events, GGFYP reserves the right to suspend or alter events, meetings, and other activities without liability. The Board may take necessary steps to protect the organization’s interests during such events.

ARTICLE VII – AMENDMENTS AND REVIEW

Section 1: Amendment. These Bylaws may be amended when necessary, by a two-thirds majority of the Board of Directors. Proposed amendments must be circulated to all members of the Board of Directors before a meeting in which the amendments will be voted on.

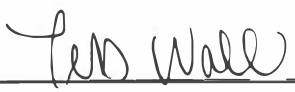
Section 2: Annual Review. Bylaws shall be reviewed annually by the Board of Directors.

These Bylaws were approved at a meeting of the Board of Directors of the Greater Grand Forks Young Professionals on July 8, 2015, updated in December 2022, updated in January 2024, and updated January 2025.

Signatures:

Approved by the Board of Directors of Greater Grand Forks Young Professionals on December 12, 2024.

Board President: 
Matthew Ternus

Board Reporter: 
Tess Wall