

BYLAWS of Southern Tier Young Professionals

ARTICLE I. INTRODUCTION:

These bylaws constitute the complete rules and regulations adopted by the members of the Southern Tier Young Professionals, Inc. to provide them guidance in conducting and managing the affairs of the group.

ARTICLE II. NAME AND MISSION:

Section 1. Name

The name of the organization shall be the "Southern Tier Young Professionals, Inc." commonly known as "STYP," hereinafter referred to as the "Organization" or "Corporation."

Section 2. Seal of the Corporation

The Seal of the Corporation shall be in the form of a circle and shall bear the inscription, "SOUTHERN TIER YOUNG PROFESSIONALS, INC.," and shall be with the corporate book which shall be kept with the Treasurer's records.

Section 3. Office of the Corporation

The corporation shall have its principal office and meeting place in Broome County, NY. The Corporation may occupy such offices or meeting places as the Executive Committee may from time to time determine or the corporation may require.

Section 4. Records

Copies of all records pertaining to the management of the corporation, including but not limited to copies of resolutions, meeting minutes, correspondence etc. are to be posted to the Executive Committee portion of the website. Each officer shall post copies of all their records and reports in a section of the website especially created for their office. In addition, each officer shall maintain duplicate record in hard copy form and provide said copies to his/her successor. All records and correspondence created on behalf of the organization shall remain the property of the organization. Financial records shall be kept for at least seven (7) years or otherwise required by state and federal law. The Executive Committee shall appoint an historian whose task it shall be to archive and properly organize the records of the organization.

Section 5. Mission

The Corporation is an organization dedicated to working with local businesses, government, community groups and citizens to improve and enhance the lives of young professionals over the age of 21 by being a resource for Young Professionals,

introducing them to the social, civic, cultural and business resources available to them within Greater Binghamton and the Southern Tier of Upstate New York.

ARTICLE III. MEMBERSHIP:

Section 1. Definition of a Member

A member in good standing shall be defined as a person, who is at least 21 years of age, has completed the application process, accepts and abides by the defined mission statement of the organization, and has paid the annual dues. All of the Members of the Organization shall herein after be collectively referred to as "Membership."

Section 2. Non-Discrimination Policy

Membership and participation in the organization shall be free from discrimination on the basis of gender, race, religion, ethnic group, national origin, or sexual orientation.

Section 3. Evidence of Membership

Each member shall be issued a membership card with an identification number. Membership cards are non transferable and are only good for the calendar year stated on the card. Each member must have a membership card and be able to display it when requested in order to receive and take advantage of the benefits associated with membership, i.e. discounts, special programs, voting at meetings etc. Replacement cards can be requested from the Secretary. The first replacement card within a calendar year is free; each replacement card provided thereafter shall cost \$5.00.

Section 4. Dues

- a) The annual dues of the organization are currently set at Twenty Five Dollars (\$25) for individual membership and Fifty Dollars (\$50) for benefactor membership.
- b) All annual dues for membership, unless otherwise provided for within these Bylaws, are to be remitted to the Treasurer and all applications and renewal forms for membership are to be remitted to the Secretary on or before the first quarterly meeting of the calendar year.
- c) Payment by a new applicant of his/her dues after July 1st shall entitle that member to not have to renew his/her membership until January 1st after that member's anniversary date. (i.e. join July 2, 2004 and not have to renew until January 2006.) Thereafter, each member must renew as of each January 1st.
- d) Annual dues cannot be prorated or returned as a result of termination of membership either by the member or the organization.

Section 6. Term of Membership

Term of Membership shall run from January 1st to December 31st of each calendar year.

Section 7. **Termination of Membership**

An individual's membership shall be terminated:

- a) default of payment of appropriate annual dues.
- b) any conduct determined by two-thirds (2/3) vote of the Executive Board, and a two-thirds (2/3) majority vote by the membership in attendance at the quarterly meeting, to be a major infraction of the philosophy, purpose, and intent of this organization.
- c) any conduct determined by the Executive Board, and/or two-thirds (2/3) vote by the organization membership in attendance at the quarterly meeting, to be offensive, crude, unlawful, unethical or immoral to another member, the organization or the community.

Section 8. **Duty of Members**

Each member shall attend, participate and vote at the Quarterly Meetings of the Organization. Each member shall be actively involved in the organization and look for ways to provide input, to volunteer and to otherwise promote the organization and to help the organization achieve its purpose and goals. Each member shall be encouraged to join a committee of their choice and attend the Executive Committee Planning Meetings of the organization.

Section 9. **Votes of Members**

Each member shall have one vote at each Quarterly meeting or any such meeting requiring or allowing votes by Members.

ARTICLE IV. OFFICERS AND EXECUTIVE COMMITTEE:

Section 1. **Officers and Executive Committee**

At the Annual Meeting, the members in attendance shall elect the officers of the organization, collectively called the Executive Committee, by majority vote. The Executive Committee shall be made up of the following officers: President, Vice President, Treasurer, Secretary and Founder of the Organization as well as the Chair and Vice Chair of the Standing Committees, except the Finance Committee.

- a) **Purpose:** The Executive Committee shall be responsible for the management of the property, affairs, business, finances and day-to-day operations of the organization.

- b) **Voting:** Each officer except the Vice Chairs of the Standing Committees, shall have one vote each. The Vice Chairs of the Standing Committees shall only vote in the absence of the Chairperson.

- c) **Authority:** The Executive Committee shall incur debts and contract on behalf of the organization for amounts up to and including \$100 without a vote or approval of the membership. Any expense or contract over \$100 shall first be approved by the Executive Committee and then approved by a majority of the members in attendance at the next or same Quarterly Meeting before incurring said expense.

- d) **Duties of each Officer:**

General position Requirements: All Officers, except the Founder, shall be expected to attend all Planning and Quarterly Meetings. All officers are expected to be prepared and to serve the best interests of the organization. Officers shall at all times promote the organization and shall make every effort to attend the events sponsored by the organization that are classified as being for new members or part of a membership drive.

The occurrence of two consecutive unexcused absences or four excused absences at regularly scheduled Planning meetings by an officer shall result in the automatic suspension of that Officer from service on the Executive Committee shall be considered removed from office as described within these Bylaws.

An absence is deemed unexcused if the individual has not informed the President or Secretary and given a valid reason, as deemed such by the President, for not being able to attend or in the alternative, failure on the part of the officer to take all necessary steps to get required reports, budgets and any such other information to the meeting in his or her absence.

Specific Position Requirements: The Duties for each officer and position are prescribed in the attached Schedule A and shall be created, modified or changed by a majority vote of the Executive Committee.

- e) **Nominations:** Each candidate for election or reelection shall make their intentions to seek office known to the Nominating Committee prior to being nominated and elected. At the Annual Meeting, the Nominating Committee shall present the candidates to the Membership in attendance. Any member may submit additional nominees before the vote is taken. All nominees shall be members as of the time that he or she is nominated for a position.

- f) **Terms of Office:** Members of the Executive Committee shall be elected to one year terms with no more than two consecutive terms in one position.
- g) **Vacancies:**
 - a. **President:** If the office of the President should be vacant then the Vice President shall assume the position of President at the time the office is vacated.
 - b. **Chair of a Standing Committee:** If the office of the Chair of a standing Committee should be vacant then the Vice Chair shall assume the position of the Chair at the time the office is vacated.
 - c. **All other positions:** All other positions shall be filled for the duration of the office's term by member appointed by a majority vote of the Executive Committee at the next scheduled Planning Meeting. At the next Quarterly Meeting, candidates to complete the remaining of the vacated office shall be nominated and elected by a majority of the membership in attendance at the next scheduled Quarterly Meeting.
- h) **Procedures:** As necessary, the Executive accept and establish policies and procedures for the organization. All such policies and procedures shall be included in the attached Schedule B and so long as they do not conflict, change or modify these By Laws shall hold the same effect and be as binding upon the organization as if they were contained within these Bylaws. All such procedures and policies shall be created, modified or changed by a majority vote of the Executive Committee or by the Membership.

ARTICLE V. BOARD OF DIRECTORS

For the purposes and as defined by state and federal law, the Members of the Executive Committee shall be the Board of Directors of the Organization.

ARTICLE VI. INDEMNIFICATION

Subject to the conditions set out in sections 722 and 723 of the Not-For-Profit Corporation Law and contained within these Bylaws, each person now or heretofore or hereafter a Member, Officer or Employee of the Organization, whether or not such person continues to serve in any such capacity at the time of incurring the costs or expenses hereinafter indicated, shall be indemnified by the Organization against all financial loss, damage, cost and expense including counsel fees reasonably incurred by or imposed upon him/her in connection with or resulting from any civil or criminal action, suit, proceeding or investigation in which he/she may be involved by reason of any action taken or omitted to be taken by him/her in good faith as such Director, Officer or Employee of the Organization unless such matter needing to be indemnified is caused by or stems from a dishonest or criminal act or to otherwise be deemed by the Board to be against or contrary to the interests and purposes of the Organization.

Such indemnification is subject to the condition that a majority of the persons then constituting the Board of Directors shall be of the opinion that the person involved exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances, or that such person took or omitted to take such action in reliance upon advice of counsel for the Organization or upon information furnished by an officer or employee of the Organization and accepted in good faith by such person.

The indemnification provided herein shall inure to the benefit of the heirs, executors, administrators or personal representatives of any Directors, officers or employee and shall not be exclusive of any other rights to which such party may be entitled by law or under any resolutions adopted by the Board of Directors.

ARTICLE VII. REMOVAL OF MEMBER OR OFFICER

Unless otherwise contained within these Bylaws, an officer or member shall be removed from his or her position for any reason as a result of a two thirds (2/3) vote of the Executive Committee at its regularly scheduled Planning Meeting and affirmed by a two thirds (2/3) vote of the membership at the next scheduled Quarterly Meeting. A removed officer or member shall not perform any duties of his or her position during the time between the Planning Meeting and the Quarterly Meeting. Unless otherwise specified, an officer removed from office shall upon removal not be a member of the organization. Any member removed as a member of the organization shall not be entitled to submit a membership application until after second January after he was removed.

Article VIII. RESIGNATION OF MEMBER OR OFFICER

Unless otherwise contained within these Bylaws, an officer or Member shall resign from a position or from being a member by signing a letter of resignation. The letter of resignation shall include the position being resigned from; the reason for resigning and the date the resignation becomes effective. The Executive Committee at its next scheduled planning meeting shall by a majority vote accept or not accept the resignation. If the resignation is accepted then a replacement, if applicable, shall be appointed according to these Bylaws. If the resignation is not accepted, the officer shall continue in his/her elected office. If the officer still wishes to resign then his/her resignation shall be accepted by the Executive Committee and a replacement shall be appointed as provided for within these Bylaws. An officer removed from office shall be eligible to be elected and or appointed to any position at or after the second Annual Meeting after resigning from office.

ARTICLE IX. SELF-DEALING

No Director, Officer, Agent or Employee of the Organization shall engage in any activity giving rise to, or the appearance of, a conflict of interest, except upon full disclosure and approval of the of Executive Committee and of the Membership.

ARTICLE X. OTHER COMMITTEES

Section 1. Standing Committees

The Organization shall have the following standing committees:

(a.) Executive Committee

During the intervals between meetings of the Board, the Executive Committee is empowered to transact business for the Corporation. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, and the chair and co-chair of the Marketing and Public Relations, Civic and Social. The Committee's actions shall be subject to review by the Membership and when necessary to the approval of the Membership.

(b.) Nominating Committee

The Nominating Committee shall consist of at least three (3) Members, and must be duly constituted at the Quarterly meeting before the Annual Meeting. At the Quarterly meeting before each Annual Meeting, the Executive Committee shall appoint and the Membership shall affirm a Nominating Committee of at least three (3) members, whose purpose shall be to seek candidates from the membership to stand for election or reelection to the Executive Committee at the next Annual Meeting. The Nominating Committee shall be charged with preparing the ballots and running the election including counting the ballots and announcing the winners.

(c.) Finance Committee

The Finance Committee shall be comprised of the Treasurer, and a Chair. It shall be the duty of this committee to prepare an annual budget for approval by the Board, to formulate and oversee investment policies, and for any other financial projects determined by the Members or Executive Committee. The Treasurer will work with the chair of the committee to ensure proper accounting procedures are followed. The Treasurer will also provide a quarterly financial report to the membership at each quarterly meeting.

(d.) Civic Committee

The Civic Committee shall promote involvement in the community through volunteer opportunities in the areas of educational outreach, community events, beautification of the Southern Tier and increasing positive relationships with area

businesses and governmental organizations. The chair shall provide an activity report to the Executive Committee and the Board at their respective meetings.

(e.) Social Committee

The Social Committee is responsible for choosing the monthly venue for informal and social meetings, planning and organizing any special social functions of the corporation, and keeping the members informed and up to date on any non-official events and functions in the area via e-mail, bulletin board postings, announcements, or any other available communication method.

(f.) Marketing and Public Relations Committee

The Marketing and Public Relations Committee shall promote the Corporation in the community, handles all membership affairs such as recruitment and member management, and provides a public face for the organization through any suitable venue such as radio, television, newspaper and flyers. The committee shall also encourage local businesses to support the corporation through donations and/or sponsorships and shall develop a speaker bureau to provide information to area businesses and organizations.

Section 2. Special Committees

The Executive Committee may from time to time create additional committees with such powers and duties as the Executive Committee may prescribe and for any duration as determined by the Executive Committee. If no duration is determined then the Special Committee shall need to be reaffirmed by each new Executive Committee. The members of these committees shall be appointed by the President subject to the approval of the Executive Committee.

ARTICLE XI. MEETINGS

Section 1. Annual Meeting

An annual meeting of members shall be held for the election of the Executive Committee on the fourth Monday of the first month of each year. Annual Meeting shall also be known as a "Membership Meeting."

Section 2. Quarterly Meetings

The Membership shall convene a meeting on a quarterly basis, with the meeting times determined by the Executive Committee. Quarterly Meetings shall also be known as a "Membership Meeting."

Section 3. Executive Committee Meetings

The Executive Committee shall convene a meeting on a monthly basis, or as deemed necessary by Executive Committee. The executive shall, prior to the meeting determine and make known to the membership, whether the meeting shall be deemed open to the public or closed to the public. with either n open or closed meeting times determined by majority vote of the Executive Committee.

Section 4. Other Committee Meetings

Individual committees shall convene a meeting on at least a monthly basis, with the meeting times to be determined by the chair and co- chair of each committee.

Section 5. Special Meetings

Special meetings of the members may be called at any time by the President or Executive Committee of the Organization when deemed necessary or proper. A Special meeting for a particular committee may also be called by the Chair of said committee.

Section 6. Place of Meetings

Meetings of members shall be held at the principal office of the Corporation or at such other place as may be fixed by the Executive Committee or committee that is meeting.

Section 7. Notice of Meetings

Written notice of each meeting of the membership given to each member, via email and be posted to the organization's website within seven (7) days of the date of the meeting. Notice shall state the date, time, and place of the meeting, and shall also indicate what it is being discussed, voted upon and otherwise being presented to the membership. Notice of a Special Meeting shall also state the purpose for which the meeting is being called.

Notice of a meeting need not be given to any member who submits a signed waiver of notice, in person or by proxy. The attendance of any member at a meeting in person or by proxy, without protesting prior to the conclusion of meeting of the lack of notice of such meeting shall constitute a waiver of notice by such member.

Section 8. Postponement and Adjournment

Any meeting shall be postponed or adjourned to a later date upon two (2) days' notice by the Executive Committee.

Section 10. Quorum

No business, vote or meeting of a committee or membership can be made

without a quorum first being established for the particular meeting.

A quorum for any Committee meeting shall consist of a majority of the members of said Committee being in attendance. A quorum for the transaction of business for any Annual, Quarterly or Membership meeting shall consist of fifteen (15) members. Should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than thirty (30) days later.

Section 11. Procedure of Meetings

Membership Meeting: The agenda, resolutions and topics of a Membership Meeting shall be determined and prepared by the Executive Committee prior to each Membership Meeting. Members or matters requiring resolutions to be voted upon and/or otherwise resolved at the Membership Meeting shall first be presented to, discussed by and developed into a resolution by the Executive Committee prior to each Membership Meeting. The Membership, except as provided below, shall only vote upon the resolutions previously presented to the Executive Committee.

Unless otherwise provided, the vote upon any motion, resolution or question shall be taken by the ayes and nays of the members in attendance at the meeting with the determination being made by the majority of one. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Organization may adopt. In its Notice to the membership of the membership meeting, the Executive Committee shall provide all matters and resolutions expected to be voted upon or otherwise be resolved by the Membership.

Committee Meetings: Except as otherwise provided for within these Bylaws, all committees shall establish for themselves their own policy and procedures for holding their respective meetings.

ARTICLE XII. ASSETS AND FUNDS

Section 1. Ownership

No Director, Member, officer, agent or employee of the Organization shall have any right; title or interest in any of the assets and funds of the Organization; all assets and funds of the Organization shall be owned exclusively by the Organization. Securities may be registered in the name of a duly appointed nominee of the Organization.

Section 2. Contracts and Instruments

All contracts, notes, deeds, mortgages, drafts, and other instruments to be executed by the Organization shall be signed, unless otherwise required by law or by

the policies adopted by the Executive Committee, by the President. All checks and/or other instruments conveying money shall be signed and or approved by two of the following officers of the Organization, the President, Vice President, Treasurer and/or Secretary.

Section 3. Deposits

All Organization funds shall be deposited in an account or accounts in the name of the Organization in a bank or banks or other repository as designated by the Executive Committee or shall be invested or reinvested as the Executive Committee shall direct. Funds shall be expended only to advance the purposes and to pay the proper expenses of the Organization. No expenses or disbursements of the Organization shall jeopardize its tax-exempt status or its status as a Not-For-Profit Corporation of the State of New York. Funds shall be withdrawn from such bank account or accounts and invested or reinvested only upon written authorization and signature of the President and the Treasurer, or if need by the Vice President and the Secretary.

Section 4. Gifts

The Executive Committee may and is hereby authorized to accept, or refuse to accept, on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

Section 5. Management of the Assets of the Organization

The assets of the Organization shall be managed according to the stated purpose(s) of the Organization. Whenever possible, the assets of the Organization shall be managed in a manner that shall generate income on behalf of the Organization.

Section 6. Accounting

The Executive Committee shall render to the members of the Organization after the end of the Organization's fiscal year a full and complete accounting of the assets of the Organization for said year. Such accounting and or annual report shall, before the Organization's Annual Meeting, be prepared by the Treasurer or a person otherwise directed by the Executive Committee, accepted by the Financial Committee and the Executive committee. The Annual Report shall then be presented by the Treasurer or the Chair of the Financial Committee to the membership at the Annual meeting.

Section 8. Loans and Borrowing

The Organization shall neither lend nor borrow money. Neither shall the Organization provide collateral or serve as a co-signor to any loan, debt or obligation.

ARTICLE XIII. COMPENSATION

No officer or member shall receive any compensation or financial benefit or incentive from the organization for services performed as an officer, agent, employee or a member. But upon approval of the Executive Committee, an Executive Director may be reimbursed for reasonable and necessary expenses incurred in the performance of his/her official duties.

ARTICLE XIV. REIMBURSEMENT

An officer or member may be reimbursed for reasonable and necessary expenses incurred in the performance of his/her official duties on behalf of the organization. Whenever possible the Executive Committee shall approve the expense before the officer or member incurs it. Failure to receive prior approval from the Executive Committee may be grounds for the request for reimbursement to be denied. All requests for reimbursement shall be made to the Executive Committee at its next regularly scheduled meeting after the expense is incurred.

ARTICLE XV. PROXIES

A Member may authorize another person to act for said member by proxy, provided such proxy is signed by the member or the member's attorney-in-fact and received by the Secretary of the Organization in a sealed envelope with the signature of the member for whom the proxy will be cast across the unbroken seal prior to or at the membership meeting for which the proxy is intended to be used. Each proxy shall contain the name and signature of the member and the clear intentions of the person authorizing the proxy.

ARTICLE XVI. DISSOLUTION

In the event of dissolution of the Organization, the assets then existing, as the assets of the Organization shall be distributed in accordance with the directions of the Supreme Court of the State of New York, to whom a petition for dissolution shall be presented. Such distribution shall be in a manner consistent with the charitable, civic, social or educational purposes of the Organization.

ARTICLE XVII. AMENDMENTS

The Bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the Membership present at any duly organized meeting of the Organization, provided that written notice of proposed amendment or amendments or other such action shall have been emailed or otherwise made available to each Member at least ten (10) days before such meeting.

ARTICLE XVIII. EFFECTIVE DATE

These by-laws and any amendments thereto shall become effective upon their approval by the Membership of the Organization.

These Bylaws were accepted by action of the Membership at a regular meeting of ____January 26, 2006____.

and were amended as of:
