

BYLAWS

OF THE FLATEHAD AREA YOUNG PROFESSIONALS

ARTICLE I

NAME & PURPOSE

- Section 1.1: The name of the organization shall be the Flathead Area Young Professionals (hereinafter referred to as FAYP).
- Section 1.2: The mission statement of FAYP is “*to attract, engage and retain young professionals in the Flathead Valley.*” This organization shall provide events and opportunities for social networking, professional development and civic engagement to benefit and grow the young professionals in the Flathead Valley.

ARTICLE II

BOARD OF DIRECTORS

- Section 2.1: Board. An all-volunteer Board of Directors (hereinafter referred to individually, “the Directors” and collectively, “the Board”) shall manage the affairs and property of the organization in accordance with the purposes and limitations set forth in these Bylaws.
- Section 2.2: Directors. The number of Directors shall be a minimum of eight (8) and a maximum of fourteen (14). The Board shall determine the exact number of Directors at its discretion based on the number of FAYP members and membership needs annually.
- Section 2.3: Qualification of Directors. To be eligible, Directors must be an FAYP member for a minimum of one year, a member in good standing and have shown excellent attendance at FAYP meetings and functions. The Nomination Committee shall interview and qualify potential Directors prior to the Annual Meeting.
- Section 2.3: Election and Term of Office. Directors shall be elected by a majority vote of the FAYP members in attendance at the Annual Meeting. Term of office for elected Directors shall be two (2) years. Directors may choose to renew their terms but cannot serve more than three (3) consecutive terms.

- Section 2.4: Attendance. Good attendance and participation is expected of Directors. Upon three (3) or more unexcused absences of regular Board Meetings, the Board has the right to bring a motion to remove the Director.
- Section 2.5: Quorum and Voting. The presence of a majority of the Directors shall constitute a quorum of the Board for the transaction of business. Directors attending via telephone shall be considered present.
- Section 2.6: Action. Occasionally the Board may approve action without calling a meeting necessary to conduct FAYP business. The Board may approve action by majority vote via teleconference or email. Such actions must be filed as minutes and recorded by the Secretary.
- Section 2.7: Resignation. If at any time a Director feels that he or she can no longer perform their duties, they may choose to resign from the Board with a 10-day written notice to the President, Vice President or to the Board as a whole.
- Section 2.8: Removal. The Board may remove any Director for cause by a majority vote at a regularly scheduled meeting. Notice of intent must be given to the affected Director a minimum of 10 days prior to the regular meeting. Grounds for termination include, but not limited to, acts or behavior detrimental to the purpose and goals of FAYP and/or non-attendance of Board meetings.
- Section 2.9: Vacancies. Should a vacancy or vacancies open on the Board mid-year, the Nomination Committee has the right to present eligible nominees to the Board and bring a special vote to the members at the next Regular Meeting. Directors chosen to fill vacancies are to finish remaining term of the vacant position.

ARTICLE III

OFFICERS

- Section 3.1: Officers and Duties. There shall be five (5) officers consisting of a President, Vice President, Secretary, Treasurer and Past President. The Officers shall be elected by the Board immediately following the Annual Meetings or soon thereafter. All offices are held for a period of one year. Their duties are as follows:
- Section 3.2: President. The President shall supervise the organization's affairs and activities and shall serve as the organization's Chief Executive Officer. The President shall preside over all meetings of the Board, Executive Committee and regular meetings of the members. The President shall also prepare the agenda for regular Board and Executive Committee Meetings and supervise the business of the organization subject to the control, advice and consent of the Board.

- Section 3.3 Vice President. The Vice President (or President Elect) shall act as President in the absences of the President and when so acting, shall have the full power and authority of the President. The Vice President shall work with the President on such affairs of the organization as membership, public relations and any other items deemed necessary. The Vice President assumes the position of President upon the current President's end of term.
- Section 3.4: Secretary. The Secretary shall be the custodian of all records of the organization and shall maintain said records. Records shall include minutes of meetings of the Board and of the Executive Committee, maintain contact information for the Board, send notice of meetings, track attendance of all meetings and keep a list of FAYP members.
- Section 3.5: Treasurer. The Treasurer shall keep the books of the organization, disburse and deposit funds as required, assist in the preparation of the budget, make financial information available, make a report at each regular Board Meeting and serve as Chair of the Finance Committee. The Treasurer shall also prepare any necessary tax documents as required by law.
- Section 3.6: Past President. The immediate Past President shall act as President in the absence of the President and Vice President, and when so acting, the Past President shall have the full power and authority of the President.

ARTICLE IV

MEMBERSHIP

- Section 4.1: Application. To become a member of the organization, one must complete an application. The form shall be determined and updated regularly by the Board of Directors. The application is to provide the name, mailing address, email address and other pertinent contact information for the sole purpose of providing membership notices from FAYP.
- Section 4.2: Eligibility. Any person who believes in the purpose and goals of FAYP, and whose activities are not conflicting, is eligible to become a member of the organization. There is no age limitation imposed at a requirement for membership. Each member is encouraged to attend all FAYP meetings and functions and is encouraged to serve on a minimum of one committee within FAYP.
- Section 4.3: Dues. All members shall pay annual dues as part of their membership. Membership is available at individual and corporate levels. Dues are based on the fiscal year of FAYP and the amount shall be determined by the Board. The Board may choose to pro-rate dues for members who join mid-term.

Section 4.4: Attendance. Each member is expected to attend the regular meetings, special events, their committee meetings and FAYP Annual Meeting whenever possible.

ARTICLE V

MEETINGS OF MEMBERS AND BOARD OF DIRECTORS

Section 5.1: Regular Meetings. The organization shall hold a business meeting at least once a month. Said meeting is to take place on the second (2nd) Wednesday of each month or as set by the Board. The Board shall determine the location, price and program for the regular business meetings.

Section 5.2: Annual Meeting. The Annual Meeting of the organization shall be held in December of each year and said meeting shall coincide with the Regular Meeting for that month, unless otherwise set by the Board.

Section 5.3: Board of Directors Meetings. The Board shall meet at least monthly on a regular date determined by a majority vote by the Board. Special meetings the Board may also be called by the President or at the request of three (3) or more Directors provided the request given to Vice President or the Secretary. Special meetings will be held with a minimum of three (3) days notice to the Board.

ARTICLE VI

COMMITTEES

Section 6.1: There shall be three (3) standing committees –Executive Committee, Nomination Committee and Finance Committee.

Section 6.2: All Directors and Officers shall participate in a minimum of at least one Committee and serve as that Committee’s representative to report to the Board at its regular monthly meetings.

Section 6.3: Executive Committee. All Officers including Past President shall serve as members of the Executive Committee. The Executive Committee shall serve as a governing body for the organization. It is responsible for the overall policy and direction of the organization and shall possess authority, duties and responsibilities as contained herein or as consistent with these Bylaws.

Section 6.4: Nomination Committee. The purpose of the Nomination Committee shall be to interview and recommend candidates to fill vacancies on the Board and Officer positions prior to the Annual Meeting. There will be a minimum of three (3)

members on this committee and members shall be approved by the Board. The immediate past-President shall Chair this committee. The committee will meet annually or by special meetings as vacancies occur. All deliberations of this Committee will be conducted in the strictest of confidence.

- Section 6.5: Finance Committee. The purpose of the Finance Committee shall be to develop an annual budget and to review and audit the financial activities of FAYP and the Treasurer. The Treasurer shall Chair this committee.
- Section 6.6 The Board may create any additional Committees as needed and it may also dissolve any Committees it deems no longer necessary by a majority vote.

ARTICLE VII

ELECTIONS

- Section 7.1: Elections shall be held during the Annual Meeting in December. A majority vote of those members present shall constitute a quorum. At its discretion, the Board may also choose to allow non-attending members to vote electronically. Deadlines for voting electronically must be no less than three (3) days from date sent; no votes will be accepted after the disclosed deadline.
- Section 7.2: The Nominations Committee shall provide a list of eligible candidates to the Board prior to the Annual Meeting for the Board's approval. Once approved, the slate shall be presented to the members electronically (via email and/or website) a minimum of seven (7) days prior to the Annual Meeting.
- Section 7.3: Officers shall be elected by the Board by majority vote at its first regular meeting immediately following the Annual Meeting of members.
- Section 7.4: Newly elected Directors and Officers shall assume their duties beginning January 1st each year and outgoing Directors and Officers shall remain active until December 31st each year.

ARTICLE VIII

GENERAL

- Section 8.1 Limitations. FAYP shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of any net earnings or gains shall be distributed to an individual, the Directors or any other private organizations which

are operated for profit. FAYP is authorized to pay reasonable fees for products and services within the limitation set forth in these Bylaws.

- Section 8.2 Authority to Bind. No member of FAYP shall contract for or incur any debt or enter into any agreement or otherwise obligate this organization except by authorization of the Executive Committee or the membership.
- Section 8.3 Fiscal Year. The Fiscal Year shall be January 1 through December 31. The Fiscal Year may be altered by the Board by a majority vote without an amendment of these Bylaws.
- Section 8.4 Minutes & Records. FAYP shall keep minutes of all meetings of the Board and Executive Committee. Records of members shall be maintained and updated including contact information, date of membership and dues paid for each member. Records shall be kept in the place of business or in possession of the Secretary. Records shall be made available without charge to parties entitled to inspection them.
- Section 8.5 Payment. Exactly three (3) Directors shall have signing authority for payments made by check. Any check under \$250 requires only one signature from authorized Director. Checks over \$250 require two signatures from authorized Directors. Any payment over \$500 that is not in the regular budget requires approval from Board by majority vote. This can be approved at a regular Board Meeting or via an approved electronic mail vote.
- Section 8.6 Dissolution. In the event of dissolution, all assets of the organization shall be distributed to a qualified tax exempt organization. Distribution of assets will be subject to majority vote of Directors.
- Section 8.7 Amendments. These Bylaws may be altered, amended or repealed by a majority vote of the Board at any regular or special meeting. The proposed amendments shall be emailed to the Board for their consideration at least five (5) days in advance of the meeting.

CERTIFICATE

I hereby certify that the foregoing Bylaws, consisting of seven (7) pages, including this page, constitute the Bylaws of FLATHEAD AREA YOUNG PROFESSIONALS, adopted by majority vote of the Board of Directors on _____, _____ and remain in full force and effect as of this date _____, _____

Director

Director

Director

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