

COLUMBIA URBAN LEAGUE YOUNG PROFESSIONALS (CULYPSC)

CHAPTER BYLAWS



Columbia
Urban League Young Professionals

Amended and Adopted: April 1, 2023

AUXILIARY OF THE COLUMBIA URBAN LEAGUE, INC.
1400 Barnwell Street | Columbia, South Carolina 29201

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ARTICLE I: GENERAL INFORMATION

SECTION I.1. NAME

The official name of the organization shall be the “*Columbia Urban League Young Professionals*”. The proper acronym to be used hereinafter in lieu of official name for any literature, posters, signs, announcements, and publications shall be “*CULYPSC*”.

SECTION I.2. GOVERNING DOCUMENT

These Bylaws shall constitute the code of rules adopted by CULYPSC for the regulation and management of its affairs.

SECTION I.3. AFFILIATION AND STATEMENT OF PURPOSE

CULYPSC is a volunteer auxiliary of the Columbia Urban League, Incorporated (CULSC) affiliate and a chapter of the National Urban League Young Professionals (NULYP). The purpose of CULYPSC is to support the objectives of CULSC to promote the pillars of education, jobs, justice, housing, and health equity, in addition to personal growth and professional development of the individual members of CULYPSC, and to provide community service.

SECTION I.4. LOCATION

CULYPSC, located in Columbia, South Carolina, services young professionals in 14 counties across the state, primarily in the Greater Columbia area. The 14 counties include Aiken, Clarendon, Fairfield, Florence, Greenville, Kershaw, Lancaster, Lee, Lexington, Marion, Richland, Spartanburg, Sumter, and York Counties. There will be consideration to service other counties around the state as needed or stated by the Columbia Urban League, Inc. affiliate.

SECTION I.5. ORDER OF BUSINESS

CULYPSC shall adopt the most current version of Robert’s Rules of Order as its guide to Parliamentary procedures in business matters that require a vote.

SECTION I.6. FISCAL YEAR

The official program year of the CULYPSC shall begin July 1 and end June 30th of the calendar year.

SECTION I.7. STATEMENT OF NON-FOR-PROFIT

CULYPSC shall not be conducted or operated as a for-profit organization and no part of any profits or remainder or residue from dues or donations to the organization shall be to the benefit of any Officer, member, or individual.

SECTION I.8. INDEMNIFICATION

By participating in this volunteer organization, all members agree that CULYPSC, Executive Leadership Team (ELT), Committee Chairs, and their partnering organizations are not responsible for any damages attained while volunteering. You will indemnify the aforementioned parties against all claims, losses, damages, and expenses, including legal fees

that you may incur because of your willingness to volunteer or use your vehicle and personal property on behalf of the event.

ARTICLE II: PURPOSE

The purpose of the CULYPSC shall be to:

- A. Support the mission of the CULSC affiliate through fundraising, community service, public relations, and leadership engagement;
- B. Promote personal development of CULYPSC members through financial empowerment, forums, entrepreneurship, professional leadership development, and increased enrollment; and
- C. Provide community service, civic engagement, and networking opportunities to the General Body.

ARTICLE III: MEMBERSHIP

SECTION III.1. MEMBERSHIP ELIGIBILITY AND REQUIREMENT

III.1.a. Current Members. A current member is a duly authorized individual in good standing with CULYPSC and shall:

- have paid their annual membership dues in accordance with *SECTION III.2* below;
- serve as a member on at least one committee; and
- participate in activities on a consistent basis.

III.1.b. Prospective Members. Any prospective member who is yet to be affiliated or is in good standing with CULSC is eligible for membership in CULYPSC. If the Prospective Member chooses to become a member, the individual is eligible to pay dues at any time.

SECTION III.2. ANNUAL MEMBERSHIP DUES

Annual membership dues, as established by the Executive Leadership Team (ELT) of CULYPSC, shall be payable on or before the member's anniversary date of each year. An individual shall become a duly authorized member of CULYPSC upon receipt of their application for membership accompanied with receipt of payment of their membership dues and a Welcome Letter from the President, Vice President, or Membership Chair. A member whose dues are not paid for the current year shall not be allowed to vote. Dues may be adjusted at the discretion of the ELT. Adjustments shall be effective up to 45 days following membership notification.

III.2.a. Current Members. Annual membership dues and assessments for CULYPSC shall be established by the ELT no later than 60 (sixty) days of the preceding fiscal year. Dues are annual and will be accepted at any time by CULYPSC. The Membership, Recruitment, & Retention Chair shall provide notice of the amount of dues and assessments to each member.

III.2.b. Prospective Members. Membership dues and assessments for prospective members are due at any time or meeting established by the ELT of CULYPSC.

SECTION III.3. REMOVAL OF MEMBERS

Any current member may be expelled by the ELT due to the commitment of illegal, unethical, or unauthorized activities. Such removal shall only be effective after the affirmative vote of the ELT of CULYPSC. If any current member is removed pursuant to this Section III.3., CULSC affiliate shall be notified of such removal.

SECTION III.4. MEETINGS OF THE MEMBERS

General Body Meetings shall be held at such place and such times as the Secretary or the President shall so indicate in the meeting notice. Special meetings shall be called by the Secretary upon the instruction of the President or the written request of fifty (50) percent of the members of record.

ARTICLE IV: EXECUTIVE BOARD

SECTION IV.1. DUTIES

The Executive Board shall manage the affairs, business, and any other such interests of CULYPSC.

SECTION IV.2. OFFICERS

The Officers of CULYPSC shall be President, Vice President, Recording Secretary, Assistant Secretary, Treasurer, Chaplain, Policies & Procedures Chair, and Immediate Past President. All Officers of the Executive Board, with the exception of the Immediate Past President, shall be voting members in good standing and shall be elected for two-year terms at the organization's Annual Meeting. All members of the Executive Board shall serve until their successors are elected. General management and administrative duties of CULYPSC's financial affairs, including fundraising, shall be entrusted to the Treasurer with oversight provided by the Executive Board.

SECTION IV.3. DUTIES OF OFFICERS

- A. PRESIDENT – It shall be the duty of the President to preside at all meetings, inclusive of Executive Board Meetings, ELT Meetings, and General Body Meetings, serve as a Board Member for CULSC, and represent the CULYPSC at events. The President will adhere to all local, regional, and national training seminars, meetings, and oversee reporting submission.

- B. VICE PRESIDENT – It shall be the duty of the Vice President to provide direction to Standing Committees and be responsible for such duties as directed by CULYPSC President. In the event of a vacancy in the office of CULYPSC President, the Vice President shall assume the role of the President. The Vice President will represent

CULYPSC at events. The Vice President will adhere to all local, regional, and national training seminars, meetings, and reporting.

- C. RECORDING SECRETARY – It shall be the duty of the Recording Secretary to write, maintain, and distribute minutes of all General Body Meetings, Executive Board Meetings, and ELT Meetings, and all matters of the organization that requires a record to be kept. The Recording Secretary will also send correspondence to general members regarding meetings, events, and updates. The Recording Secretary will represent CULYPSC at events as needed and under the direction of the President. The Recording Secretary will adhere to all local, regional and national training seminars, meetings, and reporting.
- D. ASSISTANT SECRETARY – It shall be the duty of the Assistant Secretary to support in carrying out duties of the Recording Secretary role. The Assistant Secretary will keep a roll of the members of the organization with their most current contact information and provide oversight to general administrative duties of the Membership Chair. The Assistant Secretary will adhere to all local, regional and national training seminars, meetings, and reporting.
- E. TREASURER – It shall be the duty of the Treasurer to collect all funds due to CULYPSC, maintain accurate records, and be responsible for all disbursements. The Treasurer shall create and implement fundraising activities, providing oversight to the Fund Development Committee. Additionally, the Treasurer shall prepare, not less than annually, a detailed Financial Report of the previous fiscal year’s financial transactions and activities, which sets forth the current financial condition of CULYPSC and shall provide such financial report to all active CULYPSC members, not less than annually. CULYPSC books and financial records shall be open to an audit at any time at the discretion of the Executive Board. The Treasurer will work with the Chief Financial Officer or Financial Accountant provided by the CULSC affiliate to check and balance incoming and outgoing funds. The Treasurer will adhere to all local, regional and national training seminars, meetings and reporting.
- F. CHAPLAIN – It shall be the duty of the Chaplain to serve as the spiritual guide for CULYPSC. The Chaplain shall provide the Invocation at all meetings and events as needed.
- G. POLICIES & PROCEDURES CHAIR – It shall be the duty of the Policies & Procedures Chair to interpret the Bylaws, serve as a resource on proper parliamentary procedure, and serve to develop or revise Bylaws and other policies and procedures for the governance of CULYPSC. The Chair shall govern and preside over the General Elections, the removal of a Member, pursuant to Section III.3., the removal of an Officer, pursuant to Section IV.15., and the removal of a Committee Chair, pursuant to Section VI.7.

H. IMMEDIATE PAST PRESIDENT – It shall be the duty of the Immediate Past President to remain a non-voting member of the Executive Board for one full term following the election of new Officers. The Immediate Past President will assist the newly elected President in the transition and serve as an advisor to the Executive Board and ELT. The office and duties of the Immediate Past President shall remain vacant if the most recent past President is unable to fulfill this duty.

SECTION IV.4. AUTHORITY

Subject to any limitations set forth elsewhere in these Bylaws, the affairs of CULYPSC shall be under the general direction of ELT, which shall administer, manage, preserve, and protect the property of CULYPSC.

SECTION IV.5. ENUMERATION

The ELT shall consist of all the Officers, as defined in *Article IV.2*, and Committee Chairs, as defined in *Article V.1*. Each of the foregoing members shall be herein referred to as an “ELT Member.”

SECTION IV.6. COMMITTEE CHAIRPERSONS

Pursuant to *Article IV.13* below, a Committee Chair shall serve on the Executive Leadership Team for a maximum period of two (2) terms or four (4) years and can be appointed to serve by the President if the position is vacant after a General Election. No person shall hold the same office for more than two (2) consecutive terms. The term shall be two years.

SECTION IV.7. REGULAR MEETINGS

The ELT shall meet as determined by the entire team and no less than bi-monthly Notices for these meetings shall be required for any regular meeting of the ELT.

SECTION IV.8. SPECIAL MEETINGS OF THE EXECUTIVE BOARD

Special Meetings of the Executive Board may be called by the President or shall be called by the Recording Secretary upon receipt of a written request signed by half or at least three members of the Executive Board. Such special meeting shall be held at the place, date, and hour designated by the person or persons authorized to call such meeting. The quorum for such a meeting shall be a majority of the Executive Board.

SECTION IV.9. Quorum

At all meetings of the ELT, the presence of a majority of the ELT in office and entitled to a vote shall constitute a quorum. The act of a majority of the ELT entitled to vote at a meeting at which a quorum is present shall be the act of the ELT. Notice of any such meeting shall be given to the ELT members who are not present.

SECTION IV.10. VOTING

Each ELT member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the ELT.

SECTION IV.11. NOTICES

Written notice of the date, time, and location of each meeting of the ELT shall be given to all ELT members as least 14 (fourteen) days in advance of the date thereof. Such notice shall set forth the date, time, and place of the meeting. For Special Meetings, the notice shall also state the general nature of the business to be transacted. Such notice shall be given at the direction of the President or another designated ELT member and shall be given to each ELT member. Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

SECTION IV.12. VACANCIES

Any vacancies occurring on the Executive Board during the year by death, resignation, removal, refusal to serve, or otherwise may be filled either:

- A. By a majority vote of all the current members of the Executive Board at its first regular meeting following the creation of such vacancy, or at a Special Meeting of the Executive Board called for that purpose;
- B. Immediately by Presidential appointment at his or her discretion with such appointment to be ratified by the Executive Board in accordance with clause (A) above;
- C. By discretion of the Vice President who immediately oversees or presides over specified committee.

Additionally,

- D. A vacancy in the office of President shall be filled automatically by the Vice President, and the resulting vacancy in the office of Vice President shall be filled as determined by the Executive Board or appointment of acting President. Additionally, acting President shall serve the remaining portion of the term of the President being replaced, and until the President's successor is elected. The Vice President shall become President and shall assume all rights and responsibilities of the President.
- E. Any vacancies occurring on the Executive Board or Executive Leadership Team shall be filled by recommendation from Executive Board or Executive Leadership Team, or by appointment of the President.

SECTION IV.13. TERM OF OFFICE

A Committee Chair shall serve on the Executive Leadership Team for a maximum period of two (2) terms or four (4) years and can be appointed to serve by the President if the position is vacant after a General Election. No person shall hold the same office for more than two (2) consecutive terms. A term shall be two years.

SECTION IV.14. RESIGNATION OF OFFICE

An Officer or Committee Chair who wishes to resign from office must do so by written letter addressed to the Executive Board. The resigning Officer or Committee Chair shall turn over to the President all properties and records relating to that office upon submission of the resignation letter. Vacancies shall be filled in accordance with *Section IV.12*.

SECTION IV.15. REMOVAL OF OFFICERS

Any member in good standing who seeks to have an Officer removed must present a written document outlining the allegations, with sufficient evidence to constitute removal, to the Executive Board. The Executive Board shall inform the Officer of the allegations and shall give the Officer the opportunity to provide a written response to the allegations.

The Executive Board shall review the written allegations and written response at a time decided by the Executive Board. After both documents have been reviewed by each member of the Executive Board, the Executive Board shall decide whether to remove the Officer by majority vote. The vote shall be based upon the written documents presented. The Executive Board shall present its decision before the next scheduled General Body or ELT meeting occurs.

Any current ELT member may be removed from office due to commitment of illegal, unethical, or unauthorized activities. Any ELT member who is absent from two (2) or more consecutive, unexcused regular meetings, activities, or commitments on behalf of CULYPSC without notifying the President and/or the Secretary may also be removed from the ELT by no less than two-thirds (2/3) vote of the remaining voting ELT members taken at a special meeting of the ELT where a quorum exists or sole discretion of the President. Any Special Meetings called for the purpose of removing an ELT member shall be called by either the President, Policies & Procedures Chair, or Secretary in accordance with the procedures set forth in Section IV.18.

Such removal shall only be effective after the affirmative vote of the ELT of CULYPSC. If any current Officer is removed pursuant to Section IV.15., CULSC affiliate shall be notified of such removal.

Vacancies shall be filled in accordance with *SECTION IV.12.*

SECTION IV.16. FIDUCIARY DUTY and STANDARD CARE

ELT member will be deemed to stand in a fiduciary relation to CULYPSC and will discharge the duties of the respective positions in good faith and with that diligence, care, and skill that ordinarily prudent persons would exercise under similar circumstances. An ELT member shall not be considered acting in good faith if the ELT member has knowledge concerning the matter in question that would cause their reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the ELT, a committee of the ELT, and or ELT member shall be presumed to be in the best interest of CULYPSC.

No person will serve on the Executive Board who has a direct or indirect conflict of interest, whether financial, political or in any other manner, with CULYPSC.

SECTION IV.17. EXPENDITURES

The Executive Board may authorize expenditures, including, but not limited to, any necessary contracts or agreements for services, goods, or facilities required to conduct the affairs of CULYPSC as approved by the President. All expenditures must then be approved by

the CULSC Affiliate President and Chief Executive Officer, Chief Operating Officer, or Affiliate Liaison.

SECTION IV.18. SPECIAL MEETINGS OF THE EXECUTIVE BOARD

Special Meetings of the Executive Board may be called by the President, Recording Secretary, or Policies & Procedures Chair upon receipt of a written request signed by at least three members of the Executive Board. Such Special Meeting shall be held at the place, date, and hour designated by the person or persons authorized to call such meeting. A quorum for such a meeting shall be a majority of the Executive Board.

SECTION IV.19. EXECUTIVE BOARD VOTING

The Executive Board will make decisions by majority vote of the Officers present at a regularly scheduled or called meeting, at which a quorum is present. A majority of the Officers constitutes a quorum at Executive Board meetings. Each Officer will have one (1) vote.

ARTICLE V: EXECUTIVE LEADERSHIP TEAM

SECTION V.1. TEAM MEMBERS

The Executive Leadership Team (ELT) of CULYPSC shall be comprised of Standing Committee Chairpersons. Standing Committees are:

- A. Advocacy & Civic Engagement Committee
- B. Communications & Marketing Committee
- C. Community Service Committee
- D. Cultural & Social Committee
- E. Fund Development Committee
- F. Membership Recruitment & Retention Committee
- G. Personal & Professional Development Committee
- H. Policies & Procedures Committee

SECTION V.2. DUTIES

The ELT shall coordinate programs, events, and interests of the CULYPSC in alignment with the vision, mission, and objectives identified in Article II to engage the YP movement.

ARTICLE VI: STANDING COMMITTEE

SECTION VI.1. COMMITTEE CREATION

The Executive Board may appoint standing committees to advance the work of CULYPSC. The Vice President has the authority to appoint additional members as needed. The Executive Board has the authority pertaining to the function of said committees. Special committees, also known as Ad-Hoc Committees, may also be appointed by the Executive Board, President and/or Vice President based on affiliate need, local campaigns, regional and national initiatives.

SECTION VI.2. STANDING COMMITTEES

The Standing Committees of CULYPSC shall be:

- A. Advocacy & Civic Engagement Committee
- B. Communications & Marketing Committee
- C. Community Service Committee
- D. Cultural & Social Committee
- E. Fund Development Committee
- F. Membership Recruitment & Retention Committee
- G. Personal & Professional Development Committee
- H. Policies & Procedures Committee

SECTION VI.3 AD HOC COMMITTEES

- A. Creation – The President, with confirmation of the ELT, may create, from among its Members, any other Ad Hoc Committees to conduct certain affairs of CULYPSC. Ad Hoc Committees may consist of one or more ELT Members, individual members, and/or other persons appointed by such Ad Hoc Committee’s Chair. Each Ad Hoc Committee shall keep a written record of its proceedings and report the same to any and/or all of the following: President, Vice President, Secretary, and ELT upon request of the ELT.
- B. Chairpersons – The Chair of an Ad Hoc Committee shall be appointed by the President and confirmed by the ELT provided that any chairperson of an Ad Hoc Committee must be an individual member of CULYPSC. All Chairs will report to the designated Vice President or other Officers as designated by the President.
- C. Limitation on Power – No Ad Hoc Committee shall have any power or authority as to any of the following:
 - a. The submission to members of any action requiring approval of members;
 - b. The amendment or repeal of any vote or resolution of the ELT; or
 - c. Action on matter committed by these Bylaws or by resolution of the ELT to another Ad Hoc Committee.
- D. Expiration – An Ad Hoc Committee shall cease to exist after the completion of its duties or at the designation of the President, with the vote of the ELT. All Ad Hoc Committees shall automatically expire at the completion of the term of the appointing President. The succeeding President may re-establish any Ad Hoc Committee.

SECTION VI.4. COMMITTEE CHAIR TERM AND ELIGIBILITY

Pursuant to *SECTION IV.13.* above, a Committee Chair shall serve on the ELT for a maximum period of two (2) terms or four (4) years and can be appointed to serve by the President if the position is vacant after a General Election. No person shall hold the same office for more than two (2) consecutive terms. A term shall be two years.

All committee chairpersons will meet the membership requirements as outlined in *Article III.* Any CULYPSC Member meeting the membership requirements, as defined in *Article III,* will be eligible to serve on any committee.

SECTION VI.5. STANDING COMMITTEE DESCRIPTIONS

- A. The Advocacy & Civic Engagement Committee shall create an awareness and understanding of issues around voter education and protection that primarily occur in and around the 14 counties served. There will be consideration to focus on other counties around the state.
- B. The Communications Committee shall be responsible for marketing all information regarding CULYPSC and the organization's programs, meetings, events, and other endeavors. This includes but is not limited to print collaterals, video, social media, etc. In some cases, CULSC may implement a special campaign and upon special request and approval of capacity, this committee shall assist.
- C. The Community Service Committee shall develop, coordinate and execute community service projects that align with the vision, mission, and objectives identified that engage the YP movement.
- D. The Cultural and Social Committee shall develop and coordinate all cultural and/or social events for CULYPSC.
- E. The Fund Development Committee shall generate ideas, create and coordinate activities to raise funds for CULYPSC programs.
- F. The Membership and Recruitment Committee shall recruit and encourage prospective members to join CULYPSC as well as provide membership services as directed by the Executive Board.
- G. The Personal and Professional Development Committee shall plan and organize speakers and activities for General Body meetings, present forums, workshops, and other endeavors to facilitate the development of the professional networks.

SECTION VI.6. COMMITTEE TERMINATION

Any committee chair may be terminated by a majority vote of the full membership of the Executive Board upon written notice to the appointee, and the President or Vice President may appoint successors to those persons whose services have been terminated.

SECTION VI.7. REMOVAL OF COMMITTEE CHAIRPERSONS

Any member in good standing who seeks to have a Committee Chairperson removed must present a written document outlining the allegations, with sufficient evidence to constitute removal, to the Executive Board. The Executive Board shall inform the chairperson of the allegations and shall give the chairperson the opportunity to provide a written response to the allegations.

The Executive Board shall review the written allegations and written response at a time decided by the Executive Board. After both documents have been reviewed by each member of the Executive Board, the Executive Board shall decide whether to remove the Chairperson by majority vote. The vote shall be based upon the written documents presented. The Executive Board shall present its decision before the next scheduled General Body or Executive Board meeting occurs.

ARTICLE VII: FINANCES

SECTION VII.1. INCOME

All monies paid to CULYPSC or earned from any function belong to CULYPSC. After committee debts are settled, all funds revert to the CULYPSC. All assets purchased by or donated to any committee are the property of CULYPSC.

SECTION VII.2. CONTRIBUTION TO THE COLUMBIA URBAN LEAGUE, INC. AFFILIATE

A percentage of monies earned during CULYPSC fundraising events will be earmarked for our CULSC affiliate at the end of the current program year and allocated at the beginning of the following program year.

ARTICLE VIII: ELECTIONS

SECTION VIII.1. GENERAL ELECTIONS

The following Officers shall be elected during a General Election: President, Vice President, Membership Chair, Secretary, and Assistant Treasurer. General Elections are those in which all members of the General Voting Body are eligible to cast one vote for each office.

SECTION VIII.2. TIME OF GENERAL ELECTIONS

All elections shall be held at the last meeting of the program year, every year. At the meeting prior to the Election Meeting, the Secretary shall present a slate of nominees to replace those whose terms expire at the end of the program year.

SECTION VIII.3. NOMINATIONS

- A. *METHODS OF NOMINATIONS*: An individual member shall seek election to an office by being nominated one of two ways:
 - i. An individual member may nominate his or herself by making a declaration of intent by no earlier than three months prior to the Election Meeting; or
 - ii. An individual member of the voting body shall nominate an individual member.
- B. *APPROVAL OF NOMINATION*: The Policies & Procedures Committee shall approve the Personal Nomination or the Third-Party Nomination upon verification that all requirements for placement on the ballot have been met. These requirements include, but need not be limited to, all requirements set forth in these Bylaws. No candidate shall be elected to office unless an approved personal nomination, or an approved Third-Party Nomination is on file with the Policies & Procedures Committee. The consent of any nominee must be obtained before his or her name is placed in nomination.
- C. *LIMITATION*: No candidate shall run for more than one Officer position in a given election year. Additionally, no candidate shall appear in a nomination unless the

candidate has met the Election Candidate Qualifications set forth below in *SECTION VIII.4.*

SECTION VIII.4. ELECTION CANDIDATE QUALIFICATIONS

Each candidate shall meet the following qualifications in order to be placed on the ballot for an Officer position:

- A. Each candidate must be nominated in accordance with VIII.3. above.
- B. Each candidate must be a Member in good standing for at least six months, including but not limited to meeting the financial requirements, and exhibits good character and representation in public.
- C. Each candidate must have obtained active membership in at least one Standing Committee.
- D. Each candidate must have attended not less than three General Body Meetings for the program year.
- E. Each candidate must have completed not less than 20 hours of community service hours to the chapter and or affiliate prior to casting nomination in accordance with SECTION VIII.3.A.i.
- F. Each candidate must have maintained a consistent commitment to active community service through the election process.
- G. Each candidate must have completed an Orientation Session, facilitated by either CULYPSC or NULYP.

Additionally, in order to be eligible for election to the office of President or Vice President, each candidate must have met all eligibility requirements as outlined in A-G directly above AND:

- H. Must have served on the Executive Board or Executive Leadership Team for not less than one year.
- I. Must be a current member of the Executive Board or Executive Leadership Team and have served in their role since the beginning of the current term.

SECTION VIII.5. ELECTIONS HANDBOOK

The Policies and Procedures Chair shall assemble an Elections Handbook. The Handbook shall contain information on the issues to be decided during the Elections process.

- A. *CONTENTS OF ELECTIONS HANDBOOK:* The Elections Handbook shall contain:
 - i. Date, time, and place of the Elections.
 - ii. A complete and concise set of voting instructions, including appropriate notices with respect to Voting Body qualifications.
 - iii. The complete specification of all election guidelines pertaining to the expected conduct of Candidates, including campaigning practices.
 - iv. Biography and position statement from each candidate.
- B. *DISTRIBUTION OF ELECTIONS HANDBOOK:* The Elections Handbook shall be distributed by the Policies & Procedures Chair to all Voting Body members at least 30 days prior to the Election Meeting. The Elections Handbook shall be delivered to each member electronically, with delivery receipt specified, appearing on the records of the CULSC Affiliate.

SECTION VIII.6. VOTING

- A. *VOTER QUALIFICATIONS*: Only the Voting Body, which shall consist of Executive Board members, Executive Leadership Team members, and all financial CULYPSC General Body members in good standing, is eligible to vote. The Assistant Treasurer or Secretary shall forward a list of Members eligible to vote to the Policies & Procedures Chair no later than 15 days prior to the Election Meeting.
- B. *BALLOTS*: Voting shall be by ballot at the Election Meeting. Absentee ballots shall be allowed provided that any absentee ballot must be received by the Policies & Procedures Chair before all votes are completely tabulated. Each ballot and absentee ballot shall contain the names of all eligible candidates for all open positions. Each Voting Body member shall cast one vote for each Officer position on the ballot.
- C. *VOTE TABULATIONS*: The Policies & Procedures Chair and Committee Members shall collect the ballots, count the votes, and announce new Officers. The Policies & Procedures Committee shall oversee the counting of the ballots immediately following the voting procedure.

SECTION VIII.7. ELECTION RESULTS

If more than one candidate runs for an Officer position, the winner will be the candidate who received a plurality of the votes cast. In the event that a candidate is unopposed, such candidate must have received a majority of the votes cast. In the event of a tie vote, a run-off election shall occur in accordance with the procedures described in SECTION VIII.7. RUN-OFF ELECTION below. The results shall be announced at the Election Meeting.

SECTION VIII.8. RUN-OFF ELECTION

In the event of a tie vote for an Officer position, the candidates with the highest equal votes shall participate in a run-off election until both candidate receives a plurality of the votes cast. The run-off election shall occur at the Election Meeting. No absentee ballots shall be allowed for any Run-Off Election.

SECTION VIII.9. UNFILLED POSITIONS

If an Officer position, other than the President and Policies & Procedures Chair is not filled at the Election Meeting, the President-Elect shall appoint a Member to fill such unfilled position. Such appointment shall be confirmed by the ELT-Elect. If the Policies & Procedures Chair is not filled at the Election Meeting, the ELT-Elect shall appoint a Member to fill such position. If the President position is not filled at the Election Meeting, a Special Election shall be held in accordance with SECTION VIII.10. SPECIAL ELECTIONS below and nominations for the President position shall be accepted from the Members.

SECTION VIII.10. SPECIAL ELECTIONS

Where there is a need for a Special Election pursuant to SECTION VIII.9 UNFILLED POSITIONS, the Policies & Procedures Committee shall submit a Special Election timetable and present a slate of candidates to the ELT for its confirmation. Upon confirmation by the

ELT, the Policies & Procedures Committee shall then distribute to the Voting Body the special election timetable and the slate of candidates. The special election will then take place at the time specified in the Special Election timetable in accordance with the procedures set forth in this Article VIII.

SECTION VIII.11. INABILITY OF POLICIES & PROCEDURES CHAIR TO SERVE

In the event that the Policies & Procedures chair is unable to fulfill his or her responsibilities or is running for an elected position, the ELT shall appoint an ELT member who is not running for an Officer position to assume the rights and responsibilities of the Policies & Procedures Chair as it pertains to this Article VIII. With special consideration, the National Policies & Procedures Chair or appointed committee member of NULYP shall intercede and serve in capacity of Policies & Procedures chair for CULYPSC as it pertains to this Article VIII.

ARTICLE IX: CONFLICTS OF INTEREST

SECTION IX.1. ELT

No ELT Member or any disqualified person as such defined below in SECTION..., shall be permitted to enter into any contract or transaction with CULYPSC unless:

- A. Such ELT Member discloses to the ELT the material facts as to his or her relationship or interest in the entity proposing to enter into contract or transaction with CULYPSC, and the ELT authorizes the contract or transaction by the affirmative vote of the majority of the disinterested ELT Members (even though the disinterested ELT Members may constitute less than a quorum; and
- B. The contract or transaction is fair to CULYPSC.

SECTION IX.2. FAIRNESS TO CULYPSC

Factors to be considered in determining whether the contract or transaction is “fair” to CULYPSC include an examination of the following:

- A. The price and terms of the contract of transaction (the price and terms of the contract or transaction may vary, but must be on a level in which ELT would accept in an arm’s-length negotiation, in light of the knowledge that the ELT would reasonably have acquired in the course of such negotiation); and
- B. Whether the ELT would reasonably determine that the contract or transaction was in the best interests of CULYPSC.

SECTION IX.3. VIOLATION OF CONFLICT OF INTEREST REQUIREMENTS

If any person who enters into any contract or transaction with CULYPSC without complying with the requirements described above, the ELT may, at its sole discretion:

- A. Void the contract or transaction in its entirety and recover from such ELT Member any damages and expenses suffered or incurred by CULYPSC as a result of the contract or transaction; or

- B. Modify the price and terms of the contract or transaction so that CULYPSC receives a price and terms comparable to what any comparable business would receive in an arm's-length negotiation.

SECTION IX.4. DEFINITION OF A DISQUALIFIED PERSON

An individual who qualifies as a "Disqualified Person" shall include the family member of an ELT member or any corporation, partnership, association, trust, or other entity in which an ELT Member or family member of such ELT or serves as a director, officer, partner, or trustee, or has financial interest.

ARTICLE X: MISCELLANEOUS

SECTION X.1. CONSTRUCTION

Whenever the context requires, the masculine shall include feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be held invalid or inoperative, then, so far as is reasonable and possible:

- A. The remainder of these Bylaws shall be considered valid and operative; and
- B. Effect shall be given to the intent manifested by the portion held invalid or inoperative.

SECTION X.2. HEADINGS

The headings of the various articles, sections, and other subdivisions of these Bylaws are for organizations, convenience, or reference and clarity in interpreting these Bylaws, they shall not modify, define, or limit any of the other written material in these Bylaws.

ARTICLE XI: AMENDMENTS

SECTION XI.1. BYLAW AMENDMENTS BY THE EXECUTIVE BOARD

The Executive Board of CULYPSC shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of the majority of the Executive Board at any meeting of the Executive Board, provided that notice of the proposal to make, alter, or repeal these Bylaws, or to adopt new Bylaws, was included in the notice of the meeting of the Executive Board at which such action takes place, or a waiver of such notice is granted by a majority of the Executive Board.

SECTION XI.2. BYLAW AMENDMENTS BY THE MEMBERSHIP

These Bylaws may be amended by a vote of the CULYPSC membership at a special meeting called for that purpose, or at a regular meeting; provided, however, that notice of the proposal to make, alter, or repeal these Bylaws, or to adopt new Bylaws, was included in the notice of the meeting and such notice was delivered to the members not less than two (2) weeks prior to the date of such meeting. The Voting Body may amend the Bylaws by an affirmative vote of two-thirds of the Voting Body present at a meeting of the Members where a quorum is present.

SECTION XI.3. NOTICE

The Voting Body shall be given at least 30 days prior written notice of any meeting of the Members, at which proposed changes of the Bylaws of CULYPSC are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be affected thereby.

ARTICLE XII: DISSOLUTION

In the event that CULYPSC ceases to exist, all documents, assets, and any other property of CULYPSC shall become property of CULSC immediately following such dissolution.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern this chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the chapter may adopt.

ARTICLE XIV: INDEMNIFICATION

By participating in this volunteer organization, all members agree that CULYPSC, Executive Leadership Team (ELT), Committee Chairs, and their partnering organizations are not responsible for any damages attained while volunteering. You will indemnify the aforementioned parties against all claims, losses, damages, and expenses, including legal fees that you may incur because of your willingness to volunteer or use your vehicle and personal property on behalf of the event.