

BYLAWS
OF
WYANDOT COUNTY YOUNG PROFESSIONALS

ARTICLE I
PURPOSE

1.1 **Purpose.** Wyandot County Young Professionals (“WCYP”) is organized to create a network of young professionals that will develop themselves through mutual learning opportunities, community service, and knowledge shared by current and past community leaders. WCYP will work to develop necessary competencies in potential future business and community leaders, and actively strive to attract and retain young educated talent for the purpose of improving the economic viability and quality of life in Wyandot County.

ARTICLE II
MEMBERSHIP OF WCYP

2.1 **Membership and its Duties.** WCYP shall have Members. Any person living and/or working within Wyandot County, Ohio and is a high school graduate, or any person who is a graduate of a Wyandot County, Ohio school district, and aged 18 to 45 shall be eligible to become a Member of WCYP; however, the Board of Directors, referenced herein below, may recommend membership of an individual outside these requirements on a case-by-case basis. In addition to electing the Board of Directors, who will act as representatives of the Members (the “Directors”), the Members shall have the duty of approving any amendment of WCYP’s Bylaws.

2.2 **Meeting of Members.** The Members shall schedule and hold an annual meeting of WCYP at a time, date, and place established by the Secretary or at such other time, date, and place determined by the Members, for the purpose of electing the Directors who will serve on the Board of Directors of WCYP. Other meeting of the Members may be called by any two Members or any two Directors.

2.3 **Voting and Quorum.** Each Member shall be entitled to one vote on any matter properly submitted to the Members. All questions coming before the Members for decision shall be decided by a vote of a majority of the Members in attendance at any meeting at which a quorum is present. A quorum shall constitute one-quarter (1/4) of the total membership.

To approve any amendment of the WCYP Bylaws, a quorum shall constitute fifty-one percent (51%) of the total membership. Electronic voting will be an acceptable means of voting when a motion is made to amend the WCYP Code or Regulations.

2.4 **Action without Meeting.** Any action which may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting in a writing or writings signed by one-half of all of the Members who would be entitled to notice of a meeting held for such purpose, and entitled to vote at such meeting. Such action by written consent shall be filed with the records of WCYP and a copy of the written consent shall be sent to every Member who would have been entitled to notice of a meeting on the date the action by written consent is approved.

2.5 **Fees for Members.** An individual who qualifies for Membership and wishes to become a Member must submit an annual Membership Fee of Twenty-five and 00/100 Dollars (\$25.00). Such Membership Fee may be subject to revision by the Board of Directors. The individual or entity shall become a Member when the fee is received by WCYP. The Secretary shall list the Member on a Membership Roll that includes the Member's name, address, telephone number, and e-mail address, the date the annual dues are paid, and any other information the Board may determine is necessary. With the payment of the Membership Fee, a Member shall be a Member in good standing until the end of the calendar year. To maintain their Membership, Members shall be required to pay an annual Membership Renewal Fee within thirty (30) days of receiving notice of the amount of the annual Renewal Fee. Such Membership Renewal Fee shall be established by the Board of Directors. Prior to the expiration of a Membership, the Secretary, or another duly appointed and authorized agent chosen by the Board of Directors, shall send the Member a renewal notice informing the Member of the expiration of the Membership and that he/she is required to pay the Membership Renewal Fee to remain as a Member in good standing. The Secretary, after providing any Member with thirty days written notice of his/her failure to pay the annual Membership Renewal Fee, shall remove from WCYP's Membership Roll any Member who has failed to pay the annual Membership Renewal Fee.

ARTICLE III **DIRECTORS**

3.1 **Number and Qualification.** The Board of Directors of WCYP shall consist of at three (3) Directors. Subsequent Directors shall be elected by the Membership of WCYP and shall have the authority to vote on all matters that come before the Board of Directors. The founding Directors of WCYP, who will serve for the initial year and in such term(s) as specified below for WCYP, shall be:

Brian Kimmel – term expires December 2015
Jordan Lawrence – term expires December 2015
Gregory Moon - term expires December 2014

All subsequent directors shall serve for a two (2) year term as set forth below.

3.2 **Election and Term.** At the annual meeting of the Members of WCYP, any other meeting called for such purpose, or through online ballot the Members shall elect individuals to serve on the Board of Directors created by the expired term(s) of any Director. Each Director shall hold office for a term of two (2) years and until their successor is duly elected and qualified or until their earlier death, resignation, or removal from office. However, nothing in the Code shall be construed to prevent any Director from serving consecutive terms as a Director. Any individual elected to fill a vacancy on the Board of Directors caused by resignation, removal or death of a Director shall, subject to the other provisions of this Code, serve the remainder of the term of that Director. Any individual elected to fill a vacancy on the Board of Directors caused by an increase in the authorized number of Directors shall, subject to the other provisions of this Code, serve until the next annual meeting of Members.

3.4 **Resignation/Removal/Death.** Any Director may resign at any time by giving written notice to the Secretary of WCYP. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any Director who holds such position by virtue of serving as a current officer or Chair of a Standing Committee of WCYP shall be required to also resign from that position to effect his/her resignation from the Board of Directors. Any Director may be removed at any time, with or without cause, by a fifty-one percent (51%) vote of the total membership or a vote by the majority of all the Directors currently serving on the Board. In which stated event, electronic voting will be an acceptable means to cast a vote.

A Director's term of office shall automatically terminate upon the expiration of his/her Membership in WCYP or the death of the Director.

3.5 **Vacancies.** Vacancies on the Board of Directors due to death, removal, resignation, or an increase in the authorized number of Directors may be filled at any time by action of a majority of the Board of Directors. The person named to fill a vacancy in any office shall fill the vacancy in the Board of Directors created by the death, removal, or resignation of his/her predecessor, or resulting from the increase in the number of officers.

3.6 **Meetings of Directors.** The Board of Directors shall hold meetings as determined by the Board of Directors. At these meetings, the Board of Directors shall conduct business as may come before the meeting. Special meetings of the Board of Directors shall be called by one or more member(s) of the Board of Directors.

3.7 **Quorum.** At all meetings of the Board of Directors, a majority of the Directors then in office and entitled to vote on matters before the Board of Directors shall constitute a quorum for the transaction of business. At any meeting of the Board of Directors at which a quorum is present, except as otherwise provided in this Code, all questions coming before the Board for decision shall be decided by a vote of a majority of the Directors in attendance thereat.

3.8 **General Powers of the Board.** The powers of WCYP shall be exercised, its business and affairs conducted, and its property controlled by the Board of Directors, except as otherwise provided by this Code.

3.9 **Action Without Meeting.** Any action which may be authorized or taken at a Directors' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Directors who would be entitled to notice of a meeting held for such purpose, and entitled to vote at such meeting. Such action by written consent shall be filed with the minutes and records of WCYP.

ARTICLE IV **OFFICERS**

4.1 **President.** The President shall be the principal officer of WCYP and shall be the designated liaison to the Wyandot County Office of Economic Development, Inc. (WCOED) At

least annually, the President shall report to the Board of Directors of WCOED on the condition of the affairs of WCYP and make recommendations, if any, with respect thereto. The President shall be responsible for implementing the policies, and shall have responsibility for the general supervision, management, control and oversight of the business of WCYP, subject to the general consensus of the membership. The duties and responsibilities of the President shall include providing reports to the WCOED Board on the overall activities of WCYP and performing all the duties usually incident to such office or which may be imposed or required by the Board of Directors.

4.2 **Vice President.** The Vice President shall perform the duties of the President when the President is absent, and such duties as may be assigned by the Board of Directors or the President. The Vice President will assume the role of President after one year of service in the position.

4.3 **Secretary.** The Secretary shall attend and keep minutes of all the proceedings of the WCYP, and shall make proper record of the same; give notice of meetings; keep and maintain a current list of the Members of WCYP detailing the mailing address, date of initial membership and any other information that may be required to comply with any state and/or federal law, including elections law; keep such books as may be required by the Officers; perform all duties set forth in this Code; and perform such other and further duties as may from time to time be assigned by the Officers or the President. All books and papers pertaining to the Secretary's office shall be subject at any time to the inspection of any member of the Board of Directors, and, on the expiration of the Secretary's term of office, the Secretary shall deliver all books, papers and other property of WCYP, in the Secretary's possession or under the Secretary's control, to the President or to the Secretary's successor in office.

4.4 **Treasurer.** The Treasurer shall have general supervision of all finances; collaborate with the Treasurer of the WCOED to receive and safely keep all moneys designated to WCYP; perform all duties set forth in this Code; and shall perform such other duties as from time to time may be assigned by the Officers or the President. The Treasurer shall keep proper books of account and keep accurate account of the finances of WCYP. Upon the expiration of the Treasurer's term of office, the Treasurer shall deliver all money, books, papers and other property of WCYP, in the Treasurer's possession or under the Treasurer's control, to the Treasurer's successor in office.

4.5 **Election & Term.** At the annual meeting of the Members of WCYP, any other meeting called for such purpose, or through online ballot the Members shall elect individuals to serve on the Board of Directors created by the expired term(s) of any Director. Each Director shall hold office for a term of one (1) year and until their successor is duly elected and qualified or until their earlier death, resignation, or removal from office.