

BYLAWS OF WYANDOT COUNTY YOUNG PROFESSIONALS

ARTICLE I

The Members

Purpose - Wyandot County Young Professionals (“WCYP”) is organized to create an environment where a network of young professionals can 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 and driven members for the purpose of improving the economic viability and quality of life in Wyandot County.

Membership and its Duties - WCYP shall have Members. Any person living in or doing business within Wyandot County is eligible to become a member of the Wyandot County Young Professionals. The members will each year elect a Vice President, who will be the subsequent year President, a Secretary, and a Treasurer (“Executive Team”). In addition, the members will elect the Board of Directors (the “Directors”) when terms require, who will act as representatives of the Members. The Members shall have the duty of approving any amendment of WCYP’s Bylaws as determined necessary by the Directors. The WCYP will also have a position of Executive Director (“Executive Director”) that will function as substitute for any of the Executive Team should the need arise, and that position will be appointed or held by the Directors.

Meeting of Members - The Members shall schedule and hold an annual meeting, generally during the end of the calendar year, at a time, date, and place established by the Executive Team or at such other time, date, and place determined by the Members, for the purpose of electing the next Executive Team, approving the review of the current bylaws, and acknowledgement of the Directors who will serve on the Board of Directors of WCYP.

Voting and Quorum. Each Member shall be entitled to one vote on any matter properly submitted to the Members in a meeting. 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 called by the Executive Team. To approve any amendment of the WCYP Bylaws, the changes must be announced at a regular meeting and presented to the members present before being voted upon at the following meeting. Electronic voting will be an acceptable means only if advance notice is given by a member that they intend to do so.

Action without Meeting. At times, it may be necessary for the Executive Team to make decisions on behalf of the club. Examples include donation requests that have a deadline before the following meeting or opportunities that the club Executives feel is a benefit to the club. Should a situation arise that meets this criterion, providing the expense to the club is negligible, the Executive Director may submit to the Executive Team and other interested parties a request for comments. Providing the comments are considered in favor, the Executive Team and Executive Director will approve the expense and report out the activity at the next scheduled meeting.

Fees for Members. The primary function of the WCYP is charity and that is not possible without volunteers. An individual who wishes to become a member may do so by submitting 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. In addition, an interested party may become a member by meeting attendance at a monthly meeting twice, or volunteering to help with a club organized event throughout the year, thus waiving their requirement for membership dues.

ARTICLE II

The Directors

Duties – Generally, the purpose of the Board of Directors will be to provide guidance to the club in order to remain compliant with all applicable rules and regulations they must follow. The Directors should be of good moral compass and act with the best interest of the WCYP in mind.

Number and Qualification - The Board of Directors of WCYP shall consist of 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 Directors shall be tracked by the Executive Team as they change throughout the years. Member of the Board of Directors will be voted on every odd year at the same meeting the Executive Team is voted into office.

Election and Term - Nothing in the Code shall be construed to prevent any Director from serving consecutive terms as a Director, providing the members present at the annual meeting vote to approve. 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. A member must be in good standing with the organization for a period of two years before being eligible to be a Director of the WCYP.

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 may be removed at any time, with or without cause, unanimous vote of the Executive Team, including the Executive Director. 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.

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, with final approval voted on by members at a regular meeting. 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.

Meetings of Directors - The Board of Directors shall hold meetings and conduct business as determined by the Board of Directors. Special meetings of the Board of Directors shall be called

by one or more member(s) of the Board of Directors. The Board of Directors may meet as few as one time a year should no business be presented to require more frequency.

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. However, it is encouraged for the Directors to cooperate internally, and all be present for a meeting should the need arise.

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, Executive Team, and Executive Director except as otherwise provided by these bylaws.

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 III

Executive Team

In general, the Executive Team will be responsible for the day-to-day operations of the WCYP. To be considered for the Executive Team, a member must be in good standing at least one year before being considered for the Executive Team.

President - The President shall generally be the principal officer of WCYP and shall be the designated liaison to public affairs pertaining to the WCYP. 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 leading monthly meetings of the WCYP and performing all the duties usually incident to such office or which may be imposed or required by the Board of Directors. The President should be cognizant of the position and be in good civil standing and act appropriately as to not bring negative attention to the WCYP group.

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, or in the event the President position is vacated either by removal or resignation of the President.

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 a general list of the Members of WCYP detailing the mailing address or email address, keep such books, financial and others, as may be required by the Officers; 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 or Executive Director and shall be physically held by the Executive Director of the WCYP.

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 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 or Executive Director.

Executive Director - At the annual meeting of the Members of WCYP, or through online ballot the Members shall elect individuals to serve on the Board of Directors and Executive Team. In the event that any of the Executive Team positions are vacant, the Executive Director will be responsible for the duties of that position until a suitable replacement is nominated, voted on, and approved for office or the duties of the office vacated or are assumed by the Executive Director until the next voting cycle. The Executive Director shall serve at the will of the Board of Directors and Executive Team.