

BYLAWS
OF
BARTON COUNTY YOUNG PROFESSIONALS

As amended – February 2017

ARTICLE I

Purpose

The purpose of the Barton County Young Professionals (hereinafter referred to as “BCYP”), is to promote leadership, provide networking opportunities and provide volunteer opportunities for its membership.

ARTICLE II

Membership

Section 1. Membership: There shall be two (2) general classes of membership consisting of voting members and non-voting members.

Section 2. Voting Members: Each member of the Steering Committee shall be a voting member so long as they are a member of the Steering Committee. The qualifications of voting members shall be as determined by the Steering Committee.

Section 3. Non-Voting Members: Non-voting members shall be accepted from the general public in such manner and with such qualification as determined by the Steering Committee.

Section 4. Termination: Membership shall automatically lapse for failure for members to participate in membership programming as determined by the Steering Committee. Additionally membership may be terminated for failure of a member to comport themselves in a manner that upholds the values and principles of BCYP as determined by the Steering Committee.

Section 5. Likeness and Images: All members of BCYP, as a condition of membership, authorize BCYP to utilize their likeness and/or image in any and all BCYP promotional and advertising materials including but not limited to social media posts, websites, newsletters, e-mails, etc. without further approval or compensation.

ARTICLE III

Steering Committee

Section 1. Steering Committee’s Powers: BCYP shall not have Directors, but in lieu thereof, shall have a Steering Committee. The Steering Committee shall have the following powers, to-wit:

1. To alter, amend or repeal the Bylaws of the Corporation;
2. To select and remove all Steering Committee members, officers and agents of BCYP, and deal with all other matters concerning BCYP;

BYLAWS OF BARTON COUNTY YOUNG PROFESSIONALS

Page 2

3. To conduct, manage and control the affairs and business of BCYP and to make such rules and regulations, not inconsistent with law, as deemed appropriate by the Steering Committee;
4. To appoint committees or action teams and to delegate to such committees or action teams any of the powers and authority of the Steering Committee in the management of the business and affairs of BCYP, except the power to amend or repeal Bylaws.

Section 2. Number of Steering Committee members: The authorized number of Steering Committee members of the corporation shall be eleven (11), consisting of four (4) officers and seven (7) non-officers. Steering Committee membership must consist of at least one (1) employee of the Great Bend Chamber of Commerce and Economic Development, Inc. ("Chamber"). Employees of the Chamber, which are members of the Steering Committee, are not subject to term limits as set forth herein below.

Section 3. Election of Steering Committee members: Steering Committee members shall be elected at each annual meeting of the Steering Committee. If such annual meeting is not held or if Steering Committee members are not elected at an annual meeting, the Steering Committee members may be elected at a special meeting held for that purpose as soon thereafter as conveniently may be held. The Chair, Vice-Chair, Treasurer and Secretary shall all be members of the Steering Committee. The remaining seven (7) Steering Committee members shall be elected from nominees submitted by the nominating committee. The nominating committee will be appointed by the Steering Committee in the 3rd quarter of the year and shall consist of 1 Chamber Employee and 2 other Steering Committee members. Nominees should be established no later than September 1 of current year. Steering Committee members shall serve for a three year term and can serve up to two (2) concurrent terms. After serving two (2) concurrent terms, said Steering Committee member will not be eligible to serve on the Steering Committee for one (1) year from the end of their second three (3) year term. Steering Committee members may be removed from office at anytime, either with or without cause, by majority vote of the voting Steering Committee members.

Section 4. Vacancies: Vacancies on the Steering Committee may be filled by a vote of the majority of the remaining Steering Committee. The election of the Steering Committee to fill vacancies may be without written ballot. Each Steering Committee member so elected shall hold office until his/her successor is elected at an annual or special meeting.

Section 5. Meetings: Regular and special meetings of the Steering Committee shall be held at such time and place as is designated, from time-to-time, by the Chair, or by written consent of a majority of all members of the Steering Committee. Notice of meetings will be sent via electronic mail for all meetings, unless otherwise designated by the Chair.

Section 6. Quorum: A majority of the total number of the Steering Committee shall be necessary to constitute a quorum for the transaction of business except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Steering Committee members present at a meeting duly held, at which a quorum is present, shall be

regarded as the act of the Steering Committee. The Steering Committee members present at a duly called or held meeting, at which a quorum is present, may continue to do business until adjournment, notwithstanding the withdrawal of enough Steering Committee members to leave less than a quorum.

Section 7. Valid Transactions: The transactions of any meeting of the Steering Committee, however called and noticed or wherever held, shall be valid as though a meeting duly held after regular call and notice, if a quorum be present; and if, either before or after the meeting, each of the Steering Committee not present signs a waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. Any action taken outside of a meeting by unanimous written consent of the Steering Committee Members shall be valid.

ARTICLE IV ***Officers***

Section 1. Election of Officers: The officers of BCYP shall be a Chairperson, a Vice-Chairperson, Secretary and Treasurer. Such officers shall be chosen annually by the majority vote of the Steering Committee members present at the annual or special meeting, and said officers shall hold office for one (1) year unless otherwise noted, or until such time as said officer has either resigned, been removed or a successor to said position has been elected and qualified. Steering Committee members may submit nominations for officers to the Secretary no later than thirty (30) days prior to the annual meeting or any special meeting called for the purpose of electing officers. If, at an annual meeting or special meeting, there have not been any nominations made for officers, nominations from the floor will be accepted. The Secretary shall send out notice of the annual meeting or special meeting, and a list of nominated officers to the Steering Committee members, no later than fourteen (14) days prior to the date of the annual meeting or special meeting called for the purpose of electing officers. Officer members may be removed from office at anytime, either with or without cause, by a majority vote of the voting Steering Committee members.

Section 2. Chairperson: The BCYP Chairperson shall have general supervision, direction and control of the day-to-day business and affairs of BCYP and shall have the authority to transact all business of BCYP. The Chairperson shall preside at all meetings of the Steering Committee and shall have such other powers and duties as may be prescribed by the Steering Committee.

Section 3. Vice-Chairperson: The BCYP Vice-Chairperson shall chair all meetings of the Steering Committee in the absence of the Chairperson, and shall fulfill all other duties of the Chairperson in the event of the absence or incapacity of the Chairperson. The Vice-Chairperson shall also be BCYP's representative on the Board of Directors for Great Bend Chamber of Commerce and Economic Development, Inc., and shall have other powers and duties as may be prescribed by the Steering Committee.

Section 4. Secretary: The BCYP Secretary shall keep a book of Minutes of all meetings of the Steering Committee and shall provide notice of all meetings of the Steering Committee required by these Bylaws, and shall have such other powers and duties as may be prescribed by the Steering Committee from time-to-time.

Section 5. Treasurer: Financial accounts and authority rests with the Great Bend Chamber of Commerce & Economic Development (GBCOC) and will be maintained in accordance with the established not-for-profit 501 C (6) status. The BCYP Treasurer will serve as the liaison between the GBCOC Office Manager / Bookkeeper and the Steering Committee and will maintain records of program sponsorships, yearly revenue & yearly expenses. The Treasurer will outline a budget for operations and review transactions to ensure the expenditures of Actions Teams are within the established parameters. Treasurer shall have such other powers and duties as may be prescribed by the Steering Committee from time-to-time.

Section 6. Other Officers: The Steering Committee may appoint such other officers as the business of BCYP may require, each of whom shall have the authority to perform such duties as the Steering Committee may specify, and said officers shall hold office for a period of one (1) year, or until the Steering Committee deems their position unnecessary.

Section 7. Vacancy: The vacancy in any office shall be filled by a vote of the members of the Steering Committee at a special meeting of the Steering Committee called for that purpose. Any officer may be removed, either with or without cause by a majority of the Steering Committee members, at any regular or special meeting of the Steering Committee. Any officer may resign upon written notification to BCYP.

ARTICLE V

Action Teams

Section 1. Standing Action Teams: The Steering Committee shall have the power to delegate its authority under the terms of these Bylaws to Standing Action Teams, which shall have the powers and duties prescribed by the Steering Committee. Any Standing Action Team shall consist of at least one (1) Steering Committee member and a number of BCYP members that are not members of the Steering Committee. This number of non-Steering Committee members shall be determined by the Standing Action Team Chair and shall consist of at least one (1) non-Steering Committee member. The Standing Action Team Chair shall be a member of the Steering Committee. The Standing Action Team Chair and any additional Steering Committee members to each Standing Action Team shall be appointed by the Chair of the Steering Committee. The Standing Action Team Chair shall have the authority to select the members of the Standing Action Team that are non-Steering Committee members. All Steering Committee members shall serve on at least one (1) Standing Action Team with the exception of the Steering Committee Chair who shall not be required to serve on a Standing Action Team.

The Standing Action Teams shall be as follows:

- (a) Public Relations Team: Public Relations Team shall be responsible for sending out news releases, email invitations, Facebook invites and posts. Additionally, the Public Relations Team shall submit community calendar postings, create fliers for quarterly mixers and distribute to major employers, by email, etc.
- (b) Special Events Team: The Special Events Team will oversee the decorations, menu, entertainment and budget for all BCYP special events, including but not limited to, pool party, fall fest and Christmas party.
- (c) Leadership Team: The Leadership Team shall oversee the personal development luncheons and the annual leadership workshop and promote the leadership Golden Belt program to BCYP members through Facebook. Such team shall also be responsible for implementing and selecting the recipient of the Next-Gen Leader Award.
- (d) Community Impact Team: The Community Impact Team shall announce, coordinate and lead progress on volunteer projects, recruit volunteers, make Facebook posts, communicate with Public Relations Team to announce results, etc. This includes Rotary partnership projects and any other projects as determined by team members.
- (e) Membership Team: The Membership Team oversees all aspects of new member relations. Three (3) members share the responsibility of welcoming new members at events and helping them sign up for BCYP, meet new people, tell them about BCYP, etc. One (1) team member manages the BCYP database by tracking attendance at all events and updating records as they change employers, leave the group, etc. This database is highly confidential and cannot be shared for any reason.

Section 2. Select Action Teams: The Steering Committee shall have the authority to form select Action Teams, to carry out specific purposes as prescribed by the Steering Committee. The Steering Committee Chair shall have the authority to appoint the Chair and members of said select Action Teams.

ARTICLE VI *Miscellaneous*

Section 1. Indemnification: BCYP shall reimburse or indemnify each Steering Committee member and each officer of BCYP serving as such at the request of BCYP for or against all liabilities, losses, fines, costs and expenses (including Steering Committee fees and

BYLAWS OF BARTON COUNTY YOUNG PROFESSIONALS

Page 6

including amounts reasonably paid, otherwise than to BCYP, in settlement or to secure the termination of litigation) reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding, civil or criminal (hereinafter called "action"), to which he/she may be made a party by reason of his/her being or having been such Steering Committee member or officer, whether or not he/she continues to be such Steering Committee member or officer at the time of incurring or becoming subject to such liabilities, losses, fines, costs or expenses and whether or not the action or omission to act on the part of such Steering Committee member or officer which is the basis of such action occurred before or after the adoption of this Article of the Bylaws, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of BCYP, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of BCYP, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. Each person who shall act as a Steering Committee member or officer of BCYP shall be deemed to be doing so in reliance upon such right of reimbursement or indemnification. Should any Steering Committee member or officer recover damages, by judgment, settlement or otherwise, from anyone other than BCYP as a result of a claim having been made against such Steering Committee member or officer, BCYP shall be subrogated to the extent of any payment made by BCYP or its insurance carrier, on behalf of such Steering Committee member or officer, including for costs, expenses and fees. The foregoing right of reimbursement or indemnification shall not be exclusive of other rights to which any such Steering Committee member or officer may otherwise be entitled, and in the event of his/her death, shall extend to his/her heirs and legal representatives. BCYP, in the discretion of the Steering Committee, may provide for insurance to cover the obligation and responsibility of the Steering Committee as stated in this Article V.

Section 2. No Personal Liability: There shall be no personal liability of a Steering Committee member to BCYP for monetary damage for breach of fiduciary duty as a Steering Committee member, provided, however, that this provision shall not eliminate or limit the liability of a Steering Committee member for: (a) any breach of the Steering Committee member's duty of loyalty to BCYP, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the Steering Committee member derived an improper personal benefit.

Section 3. Fiscal Year: The Steering Committee shall have the power to fix the fiscal year of BCYP, and in the absence of action by the Steering Committee, the fiscal year of BCYP shall be a calendar year.

Section 4. Participation Policy: For both the Steering Committee and Action Teams, members are expected to participate in at least seventy-five percent (75%) of the

BYLAWS OF BARTON COUNTY YOUNG PROFESSIONALS

Page 7

meetings, events and commitments assigned to that committee or team. Those who miss four (4) concurrent meetings, or do not participate in at least seventy-five percent (75%) of the annual functions, will be retired from their assignments at the end of the calendar year and a replacement shall be found.

ARTICLE VII
Amendments

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by a majority vote of the Steering Committee members at any regular or special meeting thereof.

CERTIFICATION

I, Regan Reif, Chair of the Barton County Young Professionals Steering Committee, hereby certify that on the 1st day of February, 2016 the above Bylaws of Barton County Young Professionals were adopted by the Barton County Young Professionals Steering Committee, and most recently amended as of January 3, 2017.

_____ Date:_____