

By-Laws of the Urban League of Central Carolinas Young Professionals

ARTICLE I - INTRODUCTORY

1.01 NAME

The name of the organization is the Urban League of Central Carolinas Young Professionals (“ULCCYP”), an auxiliary of the Urban League of Central Carolinas, Inc.

1.02 Government Document

These By-Laws shall constitute the code of rules adopted by ULCCYP for the regulation and management of its affairs with the approval of the Urban League of Central Carolinas affiliate.

1.03 Statement of Purpose

The purpose of the ULCCYP shall be to:

A. Provide support for the Urban League of Central Carolinas (ULCC) through fundraising, community service, public relations, and leadership development.

B. Provide a forum for young professionals that fosters professional development, social consciousness, civic involvement, and entrepreneurship by servicing the community.

C. Service the youth of Charlotte through community-based programs designed to contribute to the advancement of their social, economic, and professional dispositions.

1.04 Place of Business

ULCCYP offices will be located within the Urban League of Central Carolinas affiliate.

1.05 Fiscal Year

The fiscal year of ULCCYP shall commence on July 1 of each year and terminate on June 30 of the following year in alignment with the Urban League of Central Carolinas affiliate.

1.06 Parliamentary Authority

Robert’s rules of order shall govern the conduct of business in all cases in which they are applicable.

ARTICLE II - MEMBERSHIP

2.01 Membership

A ULCCYP member in good standing (“Member”) shall be: (i) between ages of twenty-one (21) and thirty-nine (39) years of age; (ii) has paid dues as determined by the membership committee; and (iii) a member of the Urban League of Central Carolinas.

2.02 Duties of Members

All new members are required to adhere to 2.01.

2.03 Member's Voting Rights

Each Member shall be eligible to: (i) have one (1) vote in all regular and special membership meetings and elections; and (ii) run for elected office in ULCCYP. No member may vote or run for office who is not in good standing as per 2.01.

2.04 New Member Requirements

When becoming a member of the ULCCYP, a Member must; (a) complete a membership form online and submit form to the Urban League of Central Carolinas; (b) submit membership dues online to the Urban League of Central Carolinas; (c) meet criteria for membership (section 2.01); non-members will not be permitted to participate in ULCCYP events designated for members only.

2.05 Membership Year

The membership year shall begin the month of completion of membership requirements and end the next year on the same day.

ARTICLE III - MEETING

3.01 General Body Meeting

General Body Meetings of the Members shall be held the second Tuesday of each month, at a place and time, within the City of Charlotte and/or Mecklenburg County area, determined by the Executive Committee. If the selected day of the month falls on/before/after a holiday weekend or special event or during the week of a holiday, special event or Executive Committee meeting, the regular meeting should be moved to another appropriate day. All meeting notices should be sent within 5 days of the meeting time.

3.02 Annual Meetings

The General Body Meeting in June shall be known as the Annual Meeting and shall be for the purpose of receiving year end reports of officers and committees, and for any other business that may arise.

3.03 Special Meetings

Special Meetings of the Members may be called for any purpose(s) at any time by the action of a majority vote of the Executive Committee or by two-thirds (2/3) of the Members in attendance at a General Body Meeting. The request for a Special Meeting shall state purpose(s) of the proposed special meeting. Such meetings shall be held on date, place and time designated in the distributed meeting notice.

3.04 Notice

Notice of the date, time, place, purpose(s) and, when appropriate, vote taking of each General Body or Special Meeting shall be post-mailed, faxed, or e-mailed at least five (5) business days before the General Body or Special Meeting approved by attending Members.

3.05 Quorum

Except as otherwise expressly provided in these By-Laws, one-third (1/3) of Members (in "good standing" as defined in section 2.01) present in person or by written proxy shall constitute a quorum. The act of a majority of the Members and the Executive Committee members present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Members.

3.06 Voting

Each Member shall be eligible to have one (1) vote in all General Body Meetings, Special Meetings and elections and may exercise such voting right either in person or by written proxy. If a quorum is present, the vote of a majority of the Members shall be the action of the ULCCYP.

ARTICLE IV - EXECUTIVE COMMITTEE

4.01 Authority

Subject to any limitations set fourth elsewhere in these By-Laws, the affairs of ULCCYP shall be under the general direction of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the ULCCYP organization and shall have the power to administer policies and procedures and manage and facilitate the activities and business of the ULCCYP with oversight of the Urban League of Central Carolinas affiliate.

4.02 Number on Executive Committee

The Executive Committee shall consist of the six (6) elected Officers of the ULCCYP organization as set forth in Article V of the By-Laws.

4.03 Regular Meetings

Regular meetings of the Executive Committee may be held monthly at such time and place as determined by the President, and notice shall be required for any regular meeting in accordance with Section 4.05; Except as otherwise provided by these By-Laws, any business may be transacted at any regular meeting of the Executive Committee. All active members determined by 2.01 may attend an Executive Committee Meeting after written request submitted to Recording secretary or President.

4.04 Special Meetings

The President or Vice-President shall call a special meeting of the Executive Committee upon written or oral request by a member of the Executive Committee. Such request shall state that the time, place, and purpose(s) of the special meeting. All active members determined by 2.01 may attend special executive committee meeting after written request submitted to recording secretary/president. All special/irregular meeting minutes will be posted within 5 business days of the meeting.

4.05 Notice

Notice of the date, time, place, purpose(s) and, when appropriate vote taking of each regular and special meetings of the Executive Committee shall be post-mailed, faxed, or e-mailed at least 5 days prior to such meeting.

4.06 Quorum

At any meeting the Executive Committee, a majority (more than fifty (50) percent) of the entire authorized Executive Committee shall constitute a quorum. The act of a majority of the Executive Committee present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Executive Committee members.

4.07 Voting

Each member of the Executive Committee shall be entitled to one (1) vote on each matter submitted to a vote of the Executive Committee. Except as otherwise provided by these By-laws, any action taken by a majority of the Executive Committee, at which a quorum (more than fifty (50) percent of Executive Committee members) is present, shall be the action of the Executive Committee.

4.08 Removal

Subject to section 5.04; after an Executive Committee member misses three (3) regular meetings of the Executive Committee, such member may be removed by a vote of two-thirds (2/3) of the Executive Committee at a meeting where a quorum (more than fifty (50) percent of the Executive Committee members) is present.

4.09 Reliance upon Financial Statements

In executing their duties, Executive Committee members, when acting in good faith, may rely upon the book accounts, financial statements and other record of ULCCYP, presented to them by the President, Recording Secretary, Corresponding Secretary, Treasurer, or started in a written report by an independent accountant.

4.10 Conflict of Interest

ULCCYP shall not be precluded from conducting business with any partnership, firm or company with which one or more members of the Executive Committee are associated, provided any business relationship is established and maintained in accordance with this provision. Any member of the Executive Committee must disclose any actual or potential conflict between his/her personal interest and his/her duty to ULCCYP. Any member of the Executive Committee deemed-by a majority (more than (50) percent) of the remaining disinterested members of the Executive Committee-to have a relationship that is prejudicial or appears to prejudicial his/her duties and

responsibilities objectively shall not vote on the matter. The minutes of the meetings shall not reflect the disclosure made and the abstention from voting. All members of the Executive Committee shall sign conflict of interest statements with the Urban League of Central Carolinas affiliate.

ARTICLE V-OFFICERS

5.01 Number and Designation

At all times, six (6) members shall be the officers of the ULCCYP organization. The officers of the ULCCYP shall consist of the President, the Vice-President, the Corresponding Secretary, the Recording Secretary, the Treasurer, and the Parliamentarian (“Officers(s)”)

5.02 Term of Officers

Each Officer shall serve for a term of two (2) years. No Officer may serve more than two (2) terms in the same office unless the Executive Committee is unanimous and/or the CEO has appointed him/her. In the event of his/her death, written resignation, removal or earlier termination an officer is not eligible for reelection to the same office. A selection by the Members to fill a current term, with less than one (1) year remaining, of an office which has become vacant shall not be considered as a term. Each term of office will begin July 1st of the fiscal year in the election year and end June 30th of the following year.

5.03 Resignation

Any Officer may resign at any time by giving written notice to the Executive Committee, or to the President or Vice- President of ULCCY-. Any resignation shall take effect immediately upon the date of receipt of such notice or at any later time specified therein.

5.04 Removal

Any officer may resign at any time by giving written notice to the Executive Committee, or to the President or Vice-President of ULCCYP. Any resignation shall take effect immediately upon the date of receipt of such notice or at any later time specified therein. The resigning officer shall turn over to the President or Parliamentarian all properties and records relating to that office upon submission of the resignation letter.

5.05 Vacancies

Vacancies of any officer position occurring by death, written resignation, creation of a new office, failure of Members to elect an Officer at any election or for any other reason, including removal of Officer with cause, may be filled by the affirmative vote of a majority of the Members. In the event that members cannot fill an Officer position within thirty (30) days from vacancy, the remaining Executive Committee members may elect a temporary replacement who will serve no more than sixty (60) days, and whose election is subject to the approval of the Members. If a vacancy occurs, a period of less than twelve (12) months shall not be considered a term. 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 5.05.

5.06 President

The President shall call to order and preside at all meetings of the ULCCYP and all meetings of the Executive Committee at which he/she is present and shall direct aspects of the business, management, and operations of the

ULCCYP Chapter. The President shall conclude all ULCCYP meetings and all meetings of the Executive Committee at which he/she is present. The President shall set the agenda, including invite guest speakers, for all meetings of the Members and the Executive Committee. The President shall be the official representative of the organization to the public at large.

As designated by the ULCC President and Chief Executive Officer, ULCCYP President shall:

1. Be seated on the Urban League of Central Carolinas Board of Directors, subject to the approval of President/CEO and the Urban League of Central Carolinas Board of Directors
2. Submit an Auxiliary Report on behalf of the ULCCYP to the President and CEO of the Urban League of Central Carolinas
3. Periodically meet with the President and Chief Executive Officer of the Urban League of Central Carolinas
4. Report to the Urban League of Central Carolinas staff member designated by the President and Chief Executive Officer.

5.07 Vice-President

At the request of the President, or in absence or disability of the President, the Vice-President shall perform all the duties and may exercise all the powers of the President. The Vice-President also shall monitor, coordinate, and supervise the activities of each standing and Ad Hoc Committee and shall serve as an ex-officer member of all standing and Ad Hoc Committees.

5.08 Corresponding Secretary

The Corresponding Secretary shall be responsible for the timely distribution of all notices of meetings of the Executive Committee and meetings of the members. The Corresponding Secretary shall maintain a collection of documents, correspondence, pictures, media, event materials, list of activities, etc. and submit it to ULCCYP archive at the end of each fiscal year. The Corresponding Secretary shall have the power and perform any other duties usually directed to the Office of the Recording Secretary. All submitted documents to ULCCYP archive may be requested by active members determined by 2.01 after written request submitted to Recording Secretary or Corresponding Secretary.

5.09 Recording Secretary

The Recording Secretary shall record the minutes of all regular and special meetings of the Executive Committee, Leadership Team, and Special Meetings of the Members. The Recording Secretary shall record a summary of each General Body Meeting. The Recording Secretary shall have the power and perform any other duties usually directed to the office of Corresponding Secretary. All meeting minutes may be requested by active members determined by 2.01 after written request submitted to Recording Secretary or Corresponding Secretary.

5.10 Treasurer

The Treasurer shall assemble and maintain ULCCYP budget, with the guidance of the affiliate to be approved by affirmative vote of the majority (more than fifty (50) percent) of the Executive Committee. The Treasurer shall collect funds of the ULCCYP, shall deposit funds in the name of the ULCCYP in such depositories designated by the affiliate; shall have the supervision over and keep accounts of all receipts, disbursements, and other business transactions of the ULCCYP shall, on a monthly basis, render financial statements of the ULCCYP to the affiliate; and shall have the power to perform the duties usually incident to the Office of Treasurer. Key responsibilities include:

1. Supervise all financial activities
2. Responsible for full and accurate accounting of receipts and disbursements
3. Maintain a system such that all monies and other valuable effects are deposited and credited (via affiliate)

4. Facilitates budgeting of organization and committee activities
5. Collects monies (is not bonded so must facilitate through ULCC)
6. Report the financial status of the organization
7. Maintain financial records, files and papers

5.11 Parliamentarian

The Parliamentarian shall maintain, educate Members on, and ensure adherence to ULCCYP By-Laws and Policies & Procedures. The Parliamentarian shall ensure ULCCYP By-Laws and Policies & Procedures are compatible with the objectives and actions of the Urban League of Central Carolinas, the National Urban League, and the National Urban League Young Professionals. The Parliamentarian shall confirm the quorum at all meeting of the ULCCYP and the Executive Committee at which he/she is present and shall ensure that Robert's Rules of Order are followed and maintained throughout each meeting. If the Parliamentarian is not present at any meeting, the President shall name a stand-in to serve in the Parliamentarian's place for such meeting.

ARTICLE VI – ELECTION

6.01 Elections Committee

The Elections Committee will be comprised of the Parliamentarian and two (2) Members in good standing as classified as 2.01. These Members will be selected by the Parliamentarian. In the event that the Parliamentarian is running for an Officer position, the Elections Committee shall be comprised of one (1) of the Executive Committee Officers not running for office and two (2) Members in good standing as determined by 2.01.

6.02 Elections

Except otherwise provided by these By-laws, the Officers shall be elected by the Members and shall take office July 1st in the fiscal year of an election year, unless otherwise specified at the time of election. All matters associated with the elections shall be handled by the Elections Committee.

6.03 Nominations

Nominations, including self nominations, will take at the March General Body Meeting. Nominations to the Election Committee may be taken in writing, email, or orally at the meeting. Elections will take place at the May General Body Meeting. Any Member may be nominated for more than one Officer position. If a Member is nominated for any number of Officer positions, the member being nominated must be in good standing as determined in 2.01 and must accept the nomination for office before they he/she is considered to be a candidate. No member may be a candidate for more than one Officer position. In the event Members do not nominate at least one candidate for an Officer position, the Election Committee shall nominate one or more candidates for each such position. Within five (5) business days of the March General Body Meeting, the Elections Committee shall contact each nominated candidate to confirm his or her interest in running for an Officer position and distribute the slate of candidates to all the Members no later than ten (10) business days after the March General Body Meeting.

6.04 Pre-Elections Process

The Elections Committee will distribute candidate profiles to all the candidates via email unless otherwise requested. Each candidate shall submit a completed profile to be distributed to all the Members via email five (5) business days before the April General Body Meeting. Each candidate shall have the opportunity to give a speech at the May General Body Meeting before elections are conducted.

6.05 Voting

Every Member in good standing (determined by 2.01) shall have one (1) vote for each officer position. Members may vote by proxy by submitting a written or emailed proxy to the Elections Committee. The Elections Committee shall tabulate the votes and shall announce the new slate of officers at the next General Body Meeting. In the event of a tie for an officer position, a runoff election shall be conducted. In the event of a tie for an officer position after the runoff election, the President and Chief Executive Officer of the Urban League of Central Carolinas shall break the tie.

6.06 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 one candidate receives a plurality of the votes cast. The run-off election shall occur at the May Regular Members meeting during an election year. No absentee ballots shall be allowed for any run-off election.

6.07 Unfilled Positions

If an Officer position is not filled at any annual election, the remaining Executive Committee members may select (by quorum) a temporary replacement who will serve no more than sixty (60) days and whose selection is subject to the affirmative vote of the majority of present Members at the Regular Members meeting following the selection.

6.08 Special Elections

Where there is a need for a special election, the Election Committee shall submit a special election timetable and a slate of candidate(s) to the Executive Committee for its confirmation. Upon confirmation by the Executive Committee, the Parliamentarian shall then distribute to the Membership that the special election will take place at the time specified in the special election timetable in accordance with the procedures set forth in this Article VI.

6.09 Transition

The outgoing President and Vice President will facilitate the transition from the outgoing Executive Committee to the incoming Executive Committee (elect.) Both the outgoing and incoming Executive Committees will convene at the June Executive Committee meeting to transition all pertinent information and materials related to each office. The Executive Committee-elect will lead the nominations, appointment and orientation of Standing Ad Hoc Committee Chairs.

ARTICLE VII – STANDING AND OTHER COMMITTEES

7.01 Standing Committee

At all times, the following committees shall be collectively referred to as ULCCYP Standing Committees (“Standing Committee(s)”): The Fund Development Committee, the Membership and Retention Committee, the Professional Development Committee, the Community Outreach Committee and the Marketing and Communications Committee. All committees may function regardless of having less than three (3) members.

7.02 Fund Development Committee

The Fund Development shall consist of not less than three (3) persons, including the Treasurer and the Committee Chair. The Treasurer will automatically serve on the Finance Committee. The Committee is charged with creating

and coordinating all activities to raise funds for ULCCYP- programs. In nurture relationships with sponsors. The Committee has the authority to meet with officers within the Executive Committee to discharge its responsibilities and to review the annual budget.

7.03 Membership Committee

Subject to any limitations set forth in these By-laws, the Membership Committee shall have the authority to administer the criterion for membership, set the recruitment period and orientation time for prospective new members, plan and execute membership drives, orientation of new members and prospective new members, and recommend the amount for annual dues upon the approval of the Executive Committee and President & CEO of the Urban League of Central Carolinas.

7.04 Professional Development Committee

The Professional Development Committee shall consist of not less than three (3) persons, including the Committee Chair. The committee is in authority to meet with the Officers within the Executive Committee to review and recommend professional development projects for the ULCCYP membership. This committee's responsibilities include planning, execution of professional development assessment, and related services and activities for Members.

7.05 Community Outreach Committee

The Community Outreach Committee shall consist of not less than three (3) persons, including the Committee Chair. Subject to any limitations set forth in these by-laws, The Community Outreach Committee will set the criterion and agenda for ULCCYP community service projects that align with the mission of the ULCCYP. The committee is in authority to meet with the officers within the Executive Committee to review and recommend service projects to be presented to the ULCCYP membership. The Community Outreach Committee will be responsible for maintaining records on ULCCYP Member participation in community service projects.

7.06 Marketing and Public Relations Committee

The Marketing and Public Relations Committee shall consist of not less than three (3) persons, including the Committee Chair. This committee ensures that all ULCCYP programs and events are publicized to the specific audiences in a timely manner using all media outlets currently available.

7.07 Other Committees

The President may designate from among its Members other committees ("Ad Hoc Committees") which may consist of one or more members of the Executive Committee or one or more Members of the ULCCYP. The Chair of such committees shall hold office for such a period as may be prescribed by the President. The Chairpersons of the Ad Hoc Committees may attend the Executive Committee meetings for the purpose of providing a committee report to the Executive Committee. Committees shall follow Robert's Rule of Order and may meet at a stated time or on such notice as they may determine. Each committee shall keep a written record of its proceedings and report the same to any and / or all the following: The President, the Executive Committee, and the members of the ULCCYP. All actions by committees shall be subject to the approval and revision by the Executive Committee.

7.08 Appointment

The President shall appoint all Chairpersons and Co-Chairpersons of the Standing Committee and the Ad Hoc Committees. Each Chairperson must be a member determined by 2.01. Committee Chairpersons' appointments are subject to majority (greater than fifty (50) percent) approval by the Executive Committee. Each Chairperson's

appointment is for a term of one (1) year.

ARTICLE VIII – LEADERSHIP TEAM

8.01 Leadership Team

The Leadership Team shall consist of the six (6) elected officers and the five (5) committee chairs of the ULCCYP organization as set forth in Article V & VI of the By-Laws.

8.02 Meetings of the Leadership Team

Shall be held as needed, at a place and time determined by the President. Notice of the date, time, place, and purpose(s) of each meeting of the Leadership Team shall be post-mailed or emailed at least 5 days prior to such meeting. Any active member determined by 2.01 may attend Leadership Team meetings after written request submitted to the Recording Secretary or President.

8.03 Voting Rights

The Leadership Team will vote on all matters pertaining to the Leadership Team excluding items reserved for the Executive Committee as defined by the Executive Committee in 4.01. Each committee is subject to one (1) vote.

ARTICLE VIII – CONTRACTS, CHECKS AND DEPOSITS

9.01 Checks

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of ULCCYP shall be signed by Officers and / or agents specified by the Urban League of Central Carolinas affiliate.

9.02 Deposits

All funds of the ULCCYP shall be deposited by the Treasurer to the credit of ULCCYP to the Vice President of Finance of the Urban League of Central Carolinas.

9.03 Gifts

Acceptance and approval of all gifts are determined by the Urban League of Central Carolinas affiliate.

ARTICLE X – TRANSFER OF INTELLECTUAL PROPERTY

10.01 Intellectual Property

Intellectual Property of ULCCYP are any and all documents, assets, intellectual property and any other property received prior to the Officers' term or created during the Officers' term and belong to the Urban League of Central Carolinas affiliate.

10.02 Information Transfer

At the conclusion of the term of the Executive Committee, at the time of resignation, as described in Section 5.03 or at the time of removal from office, as described in Section 5.04, any and all intellectual property received prior to the Officer's term or created during the Officer's term, shall be transferred to the incoming Officer and Executive Committee. Such information shall be transferred in a convenient and secure fashion. Hardcopy versions of all materials shall be made within 30 days of the Election Meeting.

ARTICLE XI – DISSOLUTION

In the event that ULCCYP ceases to exist, all documents, assets and any other property of the ULCCYP shall become the property of the Urban League of Central Carolinas immediately following such dissolution.

ARTICLE XII – MISCELLANEOUS

12.01 Construction

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

- (a) The remainder of these By-Laws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.02 Headings

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

The By-Laws are approved by the President and Chief Executive Officer on day of December^{4th} month and 2019 year [Signature]