

Young Professionals of Loudon County

BYLAWS OF YOUNG PROFESSIONALS OF LOUDON COUNTY (YPLC)

ARTICLE I – ABOUT

1. **Name.** The name of this organization is Young Professionals of Loudon County d.b.a. YPLC (hereinafter "YPLC").
2. **Mission Statement.** To attract, engage, and connect emerging leaders and young professionals in Loudon County.
3. **Purpose.** The purpose for which the organization is formed is as an Economic and Community Development initiative under the Loudon County Economic Development Agency (hereinafter "LCEDA"). YPLC's purpose is to promote and develop the common good and social welfare of residents in Loudon County, Tennessee by attracting, developing, and retaining young professionals through civic volunteerism, social engagement, regional networking, professional development, and talent recognition.

The aims of the organization are to be carried out through any and all lawful activities, including others not specifically stated above but incidental to the stated aims and purposes; provided, that any such activity shall conform to any applicable restrictions or limitations set forth in this governing document or to any restriction which is imposed on corporations such as LCEDA described in Section 501(c)(3) of the Internal Revenue Code.

No part of the income of the organization shall inure to the benefit of, or be distributable to its Directors, officers, staff, or other private individuals, except that the organization shall be authorized and empowered to pay reasonable compensation out of its budget for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

4. **Location.** The principle office shall be at 7698 Creekwood Park Blvd, Lenoir City, Loudon County, Tennessee, at the office of LCEDA, or at such other place as the Board of Directors may by resolution designate.

ARTICLE II – MEMBERSHIP

1. **Membership Classification.** Each member of YPLC shall be an individual who shares the goals of YPLC and lives, works, or networks in Loudon County. Each member shall be encouraged to attend all YPLC Member meetings and gatherings. A member in good standing is one who is current with regard to the following obligations of membership:
 - a. **Attendance.** Each member shall attend the Annual Meeting of the Members and as many special meetings and gatherings as possible.
 - b. **Age.** Any person between the ages of eighteen (18) and forty (40) unless otherwise determined.
 - c. **Finances.** Members are required to pay annual dues and other approved charges.
2. **Dues.** Dues shall be collected July 1st of each year, in accordance with LCEDA's fiscal year, in the amount as determined annually by the action of the Board of Directors, who shall likewise have the power to establish dues differentials among the membership on any reasonable basis. If a member becomes active between January 1st and June 30th, they will be invoiced for half of the yearly dues amount.
3. **Transfer.** No member may transfer his or her membership or any rights derived there from to any other person.
4. **Removal of Members.** Any individual who becomes a member of YPLC shall remain a member until one of the following occurs: (1) the Member voluntarily withdraws or terminates his or her membership; (2) the Member reaches the age of forty, unless otherwise determined; (3) the Member fails to pay his or her annual dues as set forth in Article II, Section 2 of these Bylaws.
 - a. **Voluntary Termination.** Any member who wishes to no longer be a Member of YPLC can send a request to the Board. Dues and other monetary payments are non-refundable.
 - b. **Age Termination.** Active membership shall cease on the year following the members' fortieth (40) birthday, unless otherwise determined by the board. Once a member reaches the age of forty (40) the Board will send a letter at the new membership term acknowledging their support of YPLC over the years.
 - c. **Default in Payment.** Members shall be sent an invoice in July, stating membership is due. Any member whom has not paid by October 1st, will be sent a notice and shall be removed.

ARTICLE III – MEMBERSHIP MEETINGS

1. **Place of Meeting.** All Meetings of Members shall be held at such place designated by the Board and set forth in the notice of the meeting.
2. **Purpose of Annual Meeting.** The purpose of the Annual Meeting of the Members shall be to present Directors and Officers and fill vacancies on the Board of Directors and to transact other business which may properly come before the general membership.

3. **Election of Board.** YPLC shall hold at least one (1) annual meeting of the Members in January of each year for the purpose of electing certain Board positions as set forth in Article IV herein. Members not able to attend the annual meeting or stay for the business portion will be given a venue to express their support or non-support for the slate of Board Members and Officers being offered by the Nominating Committee.
4. **Notice of Meeting.** At least fifteen (15) days prior to the date fixed by Article III, Section 1 of these Bylaws for the holding of the Annual Meeting of Members, written notice of the time and place of the meeting and slate of Directors and Officers shall be e-mailed to each member and posted on the YPLC social media/web pages.
5. **Special Meetings.** Special meetings of the membership may be called by the Chair (as hereinafter defined) or LCEDA, provided that notice of such meeting shall be e-mailed to Members, with reasonable notice.

ARTICLE IV – ADVISORY BOARD OF DIRECTORS

1. **Number and Eligibility.** The Advisory Board of Directors shall consist of at least eight (8) members including the officers, one (1) LCEDA representative serving as YPLC Coordinator, and seven (7) Directors who shall each be a member in good standing, as defined in Article II, Section 1 of these Bylaws, and Elite Corporate Sponsor Representatives (if applicable) for a one year term at the time of appointment, with the exception of the first Board of Directors; and the immediate Past Chair, provided the immediate past chair is a member in good standing at time of assuming his or her position. If the immediate Past Chair is not a member in good standing at such time, the most recent active Past Chair that is a member in good standing shall assume a seat on the Board of Directors. In the event that no Past Chair is eligible to sit on the Board of Directors, the Board shall be temporarily reduced to seven (7) members until such time that a Past Chair again becomes eligible to be seated. If a vacancy on the Board of Directors occurs, or if an incumbent ceases to possess the qualifications for office, the office of the Chair shall be filled by the Vice-Chair for the unexpired term and other vacancies shall be filled for the unexpired term by the Board of Directors in accordance with these requirements.
2. **Power of Appointment.** Loudon County Economic Development Agency (“LCEDA”) shall at all times be represented by one Director selected by LCEDA. This Director shall serve as the Coordinator of YPLC and Non-Voting Member, unless otherwise determined by resolution of the Board.
3. **Nominations and Elections.** At each annual meeting, the membership shall elect/approve the Advisory Board of Directors to a one-year term of office. The membership shall also elect/approve the Advisory Board’s recommendation of officers. The candidates receiving a majority of all votes cast shall be declared elected. A slate of candidates will be selected by a nominating committee as directed in the Bylaws. Directors can serve an unlimited term amount if eligibility and membership status remain in good standing.

4. **Removal of Directors.** The Board may declare vacant the seat of any member of the Board who shall absent himself or herself from three (3) consecutive regular monthly meetings or any four (4) regular meetings within one (1) calendar year without acknowledged consent of the Board Directors. A Director may be removed by a two-thirds (2/3) majority vote of the Board. Vacancies on the Board as a result of such removal shall be filled by a vote of the majority of the Directors then in office, to hold office until the next annual election of Directors.
5. **Vacancies.** Vacancies on the Board shall be filled by appointment made by recommendations of the Board and approved by the Board. Except, the vacancy of the LCEDA's Director (Coordinator) shall be replaced with the selection of the LCEDA, but otherwise subject to restrictions contained in these bylaws.
6. **Meetings of the Board.** The Board shall meet bi-monthly at a time by it designated, or if not so designated, upon the notice by the Chair or LCEDA. Special meetings may be called by the Chair or LCEDA upon notice of time and place. The meetings shall be held at the principal office of the organization or at any other place designated by the Board, upon notice.
7. **Notice.** Monthly meetings of the Board may be held without notice. Special meetings of the Board may be held with three (3) days' notice to each Director, either personally, by telephone or email. Neither the business of the special meeting nor the purpose needs to be specified to the Board prior to.
8. **Quorum and Vote Required.** At all meetings of the Board where there is not a majority of the Directors present to constitute a quorum, transaction of business may be conducted as long as the minimum of twenty-five (25) percent of the existing Board is present.
9. **Duties of Individual Board Chairs.** The following positions are required: Chair, Vice-Chair, and Secretary. Other positions and/or chairs shall be decided by the board each year. The rights and duties of each position include, but are not limited to the following:
 - a. **Chair.** Presides over all meetings; casts the deciding vote in the event of any tie votes that may occur; sees that all orders, directions, and resolutions of the Board are put into effect and carried out to the best of his or her ability; represents the organization when the need arises; makes all operational decisions alongside the LCEDA when reasonable time does not exist for the YPLC Board to convene and take action (provided however, such action must be in the best interests of YPLC and shall be subject to Board approval).
 - b. **Vice-Chair.** Assists the Chair in all executive duties; presides over meetings where the Chair is absent; automatically becomes Chair for the remainder of the term in the event the Chair is removed from his or her position or is otherwise unable to serve.
 - c. **Past Chair.** The immediate Past Chair, if available, serves as an advisor to the Chair and Board.

d. **Secretary.** The Secretary position shall be held by the LCEDA representative serving as the YPLC Coordinator. The Secretary keeps and preserves financials and minutes of regular monthly meetings and Annual Member Meeting.

10. **Action by Consent.** Any action authorized by law, the Articles of Incorporation, or these Bylaws, may be taken without a meeting of the Board, if consent in writing, setting forth the action so taken, is signed by all Directors entitled to vote, and filed with the Secretary of YPLC as minutes.

11. **Power to Make/Alter Bylaws.** Upon a two-thirds (2/3) majority vote, the Board shall have the power to make or alter any Bylaws, including fixing or altering the number of Directors, provided that the Board shall not make or alter any general provisions of qualifications, classifications, or term of office of any member or members of the then-existing Board.

12. **Board Governance.** All meetings shall be governed by Robert's Rules of Order. Where conflicts exist between these Bylaws and Robert's Rules of Order these Bylaws shall govern.

13. **Nepotism.** Officers of the Board shall not be members that are immediate relatives of each other, such as those relations by blood, marriage or law. There shall not be more than two members of the same employer represented on the Board of Directors, and no more than one shall be an Officer currently.

ARTICLE V – PILLARS

1. Standing Pillars.

- a. **Social Engagement.** The Social Engagement Pillar aims to encourage YPLC members to socialize while expanding and diversifying their networks. The Social Engagement events should imbue energy, fun, and enthusiasm into YPLC. The YPLC Directors are responsible for planning at least one social engagement event each quarter. If needed, event committees shall be formed with the requirement of one Director being on each committee and present at each meeting.
- b. **Professional Development and Membership.** The Professional Development and Membership Pillar's goal is to assess the needs of existing and potential members. The pillar purpose shall work to increase membership while also keeping track of current members, and provide professional development opportunities relevant to members. The Directors should prioritize and develop ways to support current members within the professional development arena. If needed, event committees shall be formed with the requirement of one Director being on each committee and present at each meeting.
- c. **Community Involvement.** The Community Involvement Pillar should include exposure to community service, fundraising, involvement, and awareness projects. The Directors are responsible for sharing the needs of our organization and the community, and developing ways to raise funds for philanthropic purposes and provide service opportunities to address those identified needs. If needed, event committees shall be

formed with the requirement of one Director being on each committee and present at each meeting.

d. Civic Engagement. The Civic Engagement Pillar shall provide a non-partisan basis for YPLC to act on local, county, regional, state, and federal governmental issues. The Directors shall establish and maintain good working relationships with elected and appointed officials and develop ways to strengthen the connection between YPLC members and government entities. This pillar will provide a basis and opportunity to advocate for actions and outcomes that are of direct benefit to YPLC's membership. Public service and civic engagement are expected and supported by the membership. If needed, event committees shall be formed with the requirement of one Director being on each committee and present at each meeting.

2. **Formation.** The Board may form new pillars or change standing pillars as becomes necessary to conduct the business of YPLC, and shall determine their term, functions, and powers. The Board of Directors shall focus on carrying out the duties of properly focusing and executing each YPLC Pillar. In the event, that committees are formed by the Directors, Members of the committees must be Members in good standing according to Article II, Section 1 of these Bylaws.
3. **Committee Chairpersons.** All Committee chairpersons shall be nominated and approved by the Board. Committee Chairpersons shall be appointed at the annual meeting. (if applicable)
4. **Termination of Committee.** All event committees and positions related thereto may be terminated by a majority vote of the Board.

ARTICLE VI – BANK ACCOUNTS

1. **Deposits and Withdrawals.** All current funds of the YPLC shall be deposited in the name of Young Professionals of Loudon County or YPLC, unless otherwise determined by resolution of the Board.
2. **Management.** The LCEDA shall have custody of all corporate funds and securities and shall keep in the books full and accurate accounts of all receipts and disbursements and shall deposit all moneys, securities and other valuable effects designated for YPLC in the YPLC Bank Account. The LCEDA shall disburse the funds of YPLC as may be ordered by the Board, and at the regular meetings of the Board provide an account of all transactions to overview the financial condition of YPLC.
3. **Annual Financial Review.** The Board will request an annual records review be performed by a Certified Public Accountant that is a non-member of YPLC.

ARTICLE VII – CONFLICTS OF INTEREST

1. **Purpose.** The purpose of the Conflict of Interest Policy is to protect YPLC's interest when it is considering a transaction or arrangement that might benefit the private interest of one of its members, or may result in a possible excess benefit transaction. In connection with any actual or possible conflict of interest, as defined by the Internal Revenue Service (IRS), an interested person must disclose the existence of the financial interest to the governing board and be given the opportunity to recuse himself or herself from voting on or otherwise influencing the proposed transaction or arrangement.

ARTICLE VIII – GENERAL PROVISIONS

1. **Amendments.** These Bylaws may be initially adopted by a two-thirds (2/3) vote of the Board and if so adopted, shall be deemed to have been accepted and ratified by the members at their annual meeting, unless by affirmative action that shall reject or amend the same. They may be amended, repealed, or additional Bylaws adopted, by a vote of two-thirds (2/3) of the membership of the Board of Directors, and if so adopted, shall be deemed to have been accepted and ratified members at their annual meeting, unless by affirmative action they shall reject or amend the same. They may be amended or repealed, or additional Bylaws adopted, by a vote of the members or the Board at any annual meeting or at any special meeting if notice of the proposed alteration or repeal be contained in the notice of such special meeting.
2. **Revision.** The Bylaws of YPLC shall be reviewed by LCEDA and the Directors at least once per year to address the needs and position of the organization.

Revised and Adopted the 12th day of January 2022 by the unanimous consent of the Board of Directors.

A handwritten signature in blue ink that reads "Blair Patterson". The signature is written in a cursive style and is positioned above a horizontal line.

Blair Patterson, Secretary
Loudon County Economic Development Agency