

**BY-LAWS OF YOUNG PROFESSIONALS OF MARTIN COUNTY, INC.  
As Amended and Restated and Approved by the Board of Directors on March 3, 2012  
(A Not-For-Profit Corporation)**

**As Amended on November 28, 2022**

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**MISSION STATEMENT**

Young Professionals of Martin County, Inc. strives to provide a common meeting ground to promote professional and personal gain for goal-oriented and socially active young professionals in order to positively contribute to the future of Martin County.

**VISION STATEMENT**

The Young Professionals of Martin County, Inc. is a not-for-profit corporation whose purpose is to provide a common meeting ground for goal-oriented young professionals. The corporation is a catalyst for community involvement and enhancement, and serves as a platform for community networking, service, and education, with a focus on the long-term business, civic, social, and environmental health of Martin County.

**Article I**

***Name***

This corporation shall be known as the Young Professionals of Martin County, Inc. (YPMC), a not-for-profit Florida corporation, hereafter referred to as “the corporation.”

**Article II**

***Purpose***

The corporation has been organized to create a networking opportunity for goal-oriented and socially active people in their twenties and thirties for professional and personal gain. The corporation is devoted to helping future leaders develop their business skills, become more involved in their community and expand their social circles.

The corporation is to devote and apply all property held by it and any income derived there from exclusively for charitable, scientific, literary, artistic, cultural, and educational purposes either directly or by contributions to qualifying organizations duly authorized to carry on such activities.

**Article III**

***Membership***

**Section 1.** Membership to the YPMC is open to all goal-oriented, socially minded 21+ professionals residing, working, or actively involved in the Martin County Community.

**Section 2.** The Board of Directors may deny membership to applicants whose admission to the YPMC is deemed not in the best interest of the YPMC.

**Section 3.** Each member shall have one vote in the election of officers to the Board of Directors.

**Section 4.** Membership rates will be at the discretion of the Board of Directors.

## Article IV

### *Board of Directors*

**Section 1. Number and Qualifications of Board Members:**

The corporate powers, business and affairs of the corporation shall be managed and directed by a Board of not less than four (4) or more than fifteen (15) members, composed of all elected officers, selected in the manner prescribed in these By-Laws, and all appointed committee chairpersons and at large Directors appointed by the Board from the general membership of the Board. Board members must attend 50% of Board meetings within the fiscal year to be considered a member of the Board of Directors. If an officer shall cease at any time to have such qualifications, such Directorship shall automatically terminate, but no act of the corporation, its officers and designated Directors shall be invalidated by reason thereof.

Notification of the proposed slate and the date of the annual meeting shall be published on the Young Professionals of Martin County website at least ten (10) business days in advance of the meeting. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 2.** The Board of Directors shall have the power and authority to fill vacancies.

**Section 3.** Regular meetings of the Board of Directors may be established by the Board of Directors.

**Section 4.** Minutes of all Board meetings will be taken and distributed to Board members at the next meeting of the Board of Directors. Board meeting minutes will be made available to YPMC members on the YPMC website.

**Section 5.** A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting. A Board member may be removed, with or without cause, by an affirmative vote of two-thirds of the remaining Directors. Board attendance will be strongly considered in determining whether a director will be re-elected to another term.

**Section 6.** Ex-officio members may be added to the Board membership at the discretion of the Board of Directors as defined by Robert's Rules of Order.

**Section 7.** The Board of Directors will determine the recipient of all scholarships awarded, as funds permit.

**Section 8. Compensation:**

The Board of Directors shall serve the corporation without compensation.

**Section 9. Powers and Duties of the Board:**

The Board, subject to the restrictions of law, these By-Laws, and the Articles of Incorporation, shall exercise all the powers of the corporation and shall:

- A) Have authority to admit members into the corporation
- B) Have power to terminate or suspend the membership
- C) Have power, upon majority action, to incur indebtedness or otherwise obligate the corporation
- D) Have power to appoint a representative to serve in place of any Director who is unable to service because of temporary absence or disability

**Article V**

***Officers***

**Section 1.** The Officers of the Corporation shall consist of the President, Vice President, Secretary, and Treasurer.

**Section 2.** Election of Officers shall be held at the annual meeting. Vacancies will be filled by the President with the advice and consent of the Board of Directors with the exception of the office of President. Such vacancy will be filled subject to nomination by the Nominating Committee and vote of the YPMC membership. A Nominating Committee shall be composed of the President, Past President (if available), Secretary, and two (2) members appointed by the President, Past President (if available), and Secretary. The Nominating Committee shall nominate a slate of officers to serve for the following year and shall submit this slate to the members at the annual meeting.

The Nominating Committee shall entertain nominations from current members in good standing of the YPMC. YPMC members shall elect a slate of officers from those names placed in nomination.

**Section 3. Financial Records:**

The fiscal year of the corporation will be from January 1 – December 31. A compiled annual statement shall be presented to the Board of Directors on an annual basis. The Treasurer will collect and manage cash receipts and disbursements for the year and turn those in on an annual basis by the first Board meeting of the fiscal year.

**Section 4.** The term of office for Secretary and Treasurer shall be one year with the option for re-election for as long as deemed fit. President and Vice Presidents shall not serve in the same position for more than two consecutive years.

**Section 5.** The duties of the officers will be those duties normally ascribed to those offices. The President shall preside at all Board of Director meetings and YPMC meetings and have general supervision over the affairs of the YPMC and over the officers; shall sign all written contracts of the YPMC and shall perform all duties as are incident to the office. In case of the absence or disability of the President, the President's duties shall be performed by the Vice President.

**Section 6.** Vice President prepares to assume the office of the Board President and fills the office of Board President should that office become vacant, and subsequently fills the office of President for a regular term as is entitled to the Vice President. The Vice President assists the Board chair in the execution of his or her duties and provides a report at each Board meeting of his or her activities since the previous Board meeting. The Vice President will also lead in membership efforts.

**Section 7.** The secretary shall keep the records, maintain correspondence, and shall perform all such duties as are incident with his/her office.

**Section 8.** The treasurer shall have custody of all money and securities of the corporation. The treasurer shall keep regular books of account and shall submit them together with all vouchers, receipts, records, and other papers to the Board of Directors for their examination and approval as often as they may require and shall perform all such duties that are incident to the office. The treasurer shall ensure that the Annual Report shall be filed timely with the Florida Department of State. The Treasurer shall also ensure that the IRS Form 990, which is due on the 15<sup>th</sup> day of the fifth month at the end of the fiscal year, shall be filed timely. Dual signatures are required on checks in excess of \$250 and may be changed by a majority vote of the Board of Directors.

## Article VI

### *Meetings*

**Section 1.** The Board of Directors shall meet monthly at a location determined by the Board President.

**Section 2.** An annual meeting shall be held at year-end to elect and install officers and Board of Director members. The Meeting notice shall be posted on the YPMC website and e-mailed to YPMC members in good standing at least ten (10) business days prior to the meeting date.

**Section 3.** YPMC meetings and events shall be held monthly, in the form of a Luncheon, Social, Community Service event, Breakfast, or Educational Opportunity.

**Section 4.** The President, or in the President's absence, the Vice President, or a majority of the Board may call a special meeting of the Board of Directors or the Corporation.

**Section 5.** All meetings shall be conducted in accordance with general parliamentary procedures. Robert's Rules of Order Newly Revised shall be the guide should any questions of order arise, where they are not consistent with these bylaws.

## Article VII

### *Committees*

Except as otherwise provided in these bylaws, members of standing committees of YPMC shall be drawn from the general membership and the Board of Directors.

#### **Section 1. Standing Committees:**

- A. The **Communication Committee** shall have the responsibility to:
  - a. Coordinate information to be included in newsletter, distribute newsletter and other information as relevant.
  - b. Promote newsworthy events to the media.
  - c. Oversee the distribution of meeting notices to the general membership and Board of Directors.
  - d. Shall oversee the maintenance of the YPMC website.
  - e. Perform any other appropriate duties or functions requested and authorized by the Board of Directors.
  
- B. The **Networking/Membership Committee** shall have the responsibility to:
  - a. Actively seek, recruit and welcome new members and membership renewals
  - b. Encourage networking opportunities between Corporation members.
  - c. Develop and maintain orientation packet, e.g. bylaws, membership list, and so forth.
  - d. Perform any other appropriate duties or functions requested and authorized by the Board of Directors.
  
- C. **Professional Enrichment Committee.** There shall be a Program/Professional Development Committee established which will pursue programs to educate and encourage professional development of members on issues that affect our community. The committee shall have the responsibility to:
  - a. Schedule presenters for meetings.
  - b. Greet, introduce, and thank presenters.
  - c. Control presentation time so that it does not exceed the time allocation and allows for closure at the end of the presentation, including questions.
  - d. Inform members of educational opportunities in the community
  - e. Inform members of philanthropic opportunities
  - f. Perform any other appropriate duties or functions requested and authorized by the Board of Directors.
  
- D. **Outreach Committee.** There shall be an outreach committee to serve as a membership point of contact to coordinate and develop community events. The committee shall have the responsibility to:
  - a. Organize community service events
  - b. Inform members of meet up opportunities in the community

- c. Communicate the suggestions of the general membership with the Board of Directors
  - d. Perform any other appropriate duties or functions requested and authorized by the Board of Directors
- E. **Legislative Committee.** There shall be a Legislative Committee, which will inform the membership on legislative issues that affect the Martin County community and will provide a platform for Martin County legislators and candidates, without committing support, endorsement, or partiality to any candidate or political party. The committee shall have the responsibility to:
- a. Keep membership informed of local elections and issues
  - b. Invite delegates to general meetings and events
- F. **The Rules Committee** shall be comprised and have the following responsibility:
- a. Members of the Committee shall be made up of permanent members (President, Secretary, and longest serving board member), and two rotating members who are current At – Large board members
  - b. Reviews the organization’s rules and makes recommendations to improve the rules of the organization
  - c. Reviews written complaints by organization members levied against the Board of Directors or an individual Board Member or other organization members and provides recommendation of proper action to the Board of Directors with 7 days of the complaint
  - d. Reviews and provides judgment, within 7 days, based on a recorded, simple majority vote in the event a member of the Board of Directors submits a written complaint against another Board Member or the Board of Directors
  - e. Perform any other appropriate duties or functions requested and authorized by the Board of Directors.
- G. **Budget and Fundraising Committee** shall be comprised and have the following responsibilities:
- a. Membership of the Committee shall be made up of permanent members (President, Treasure, and Secretary), and a minimum of two At – Large Board Members Presents organization’s following year’s budget for vote in last board meeting of the fiscal year
  - b. Monitors and accounts for the organization’s revenues and expenses
  - c. Generates monthly reports for the Board of Director’s review
  - d. Makes recommendations to board on revenue generating and expense activities
  - e. Review Revenue Generating / Fundraising Activity
  - f. Perform any other appropriate duties or functions requested and authorized by the Board of Directors

**Section 2. Ad Hoc Committees and Committee Definition.**

The President, upon approval of the Board of Directors, may authorize the creation, prescribe the terms and define the power and duties of any ad hoc committee as is deemed necessary to fulfill

the mission of the YPMC. When establishing a new committee the Board of Directors shall specify the purpose, charge, and term of such committee.

**The Nominating Committee shall be an Ad Hoc Committee.** The duties of this committee shall be:

- Recommend and present a slate of qualified nominees at the annual meeting of the members for the election of officers and Board of Directors
- Fill any vacancies on the Board of Directors between annual meetings. As directed by the Board of Directors.

### **Section 3. Appointment of Committee Members and Chairs.**

Committee chair must be a Board member in good standing of YPMC with the exception of the Outreach & Communication committee, which are chaired by the Executive Director, as long as applicable. The President shall appoint the committee chairs. The committee chair shall serve for a term of one (1) year or until the committee is dissolved, whichever comes first. The chairperson may be reappointed. The President of the Board of Directors, subject to Board approval, may remove any committee chairperson or any committee member from a committee for with or without cause. The committee chairs shall appoint members of their respective committees. All committee members have one vote in committee meetings. All members of the Board of Directors must serve as a committee chair or committee member.

The President may be an ad hoc member of all committees, except the Nominating Committee.

**Section 4.** The committees created by this article shall have such powers and duties as are specifically provided in these bylaws and such as may be given to them from time to time by the Board of Directors. Work shall be in accordance with the purpose and work programs of YPMC. Committees shall be advisory and make recommendations to the Board of Directors.

## **Article VIII**

### ***Proxy Voting***

No votes may be cast by proxy except for the election of the Board of Directors. This includes general meetings, Board of Director meetings and all regular and special meetings of this corporation in general.

## **Article IX**

### ***Amendments***

The Articles of Incorporation and the By-Laws may be amended by a majority vote, by ballot, of the members in good standing, provided such amendment has been presented in writing to the Board of Directors at the preceding monthly meeting thereof, and thereafter the membership has been properly notified at least two (2) weeks prior to the balloting. Amendments to the Articles of Incorporation of the By-Laws shall become effective upon ratification by membership, unless otherwise specified in the amendment

## **Article X**

### ***Conflict of Interest Policy***

Attached Conflict of Interest Policy shall be followed to make sure all transactions of the Board of Directors on behalf of the Young Professionals of Martin County will be conducted at arm's length.

## **Article XI**

### ***Dissolution***

In the event the corporation dissolves, all money, assets, and valuables shall be donated to the any Martin County based qualified 501(c)3. This donation shall be made after the satisfaction of all debts, obligations, and liabilities have been made.

## **Article XII**

### ***Indemnification***

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and exclusive of all other rights, which such member of the Board, officer or employee is entitled.

## **Article XIII**

### ***Corporate Records/Financial Administration***

The fiscal year of the corporation shall be January 1-December 31, but may be changed by resolution of the Board of Directors. The corporation shall keep as records minutes of all meetings of its Board of Directors, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the corporation. The corporation shall maintain accurate accounting records. Within 60 days following the end of the fiscal or calendar year, the Treasurer shall mail or furnish by personal delivery to each Director a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts



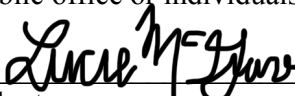
of expenses by accounts and expense classifications. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The corporation shall keep a copy of the following records:

- a) Its articles of incorporation and all amendments to them currently in effect;
- b) Its bylaws and all amendments to them currently in effect;
- c) The minutes of all Directors' meetings;
- d) A list of the names and addresses of its current Directors and officers.
- e) Its most recent annual report delivered to the Florida Department of State.

**Article XIV**


***Event Sponsorship and Other Acceptance of Sponsorship Monies***

Individuals and/or Organizations may contribute monies to the Corporation for the purpose of contributing to the effort of carrying out the mission set forth in the By-Laws of Young Professionals of Martin County, Inc. Adhering to Article VII, Section 1, Paragraph E., the Corporation may not accept donations, sponsorships, and/or monies from individuals who are currently seeking election for public office or individuals who are currently serving as elected public officials.

  
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President

  
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Vice-President

  
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Secretary

  
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Treasurer

Dated: 11/28/22