

ARTICLE I

EFFECT AND DATE OF AMENDMENT TO BYLAWS

A. Validity of Amendment to Bylaws

As of the effective date of these amended bylaws, indicated from the signature of the sitting President of Helena Young Professionals (hereinafter the “corporation”) at the conclusion of this document, ratifying that all necessary and proper events for full, final, and proper adoption of these amended bylaws has occurred, these AMENDED BYLAWS provide the provisions for regulating and managing the affairs of the corporation, consistent with applicable law and the Articles of Incorporation.

ARTICLE II

CORPORATION AND PURPOSE

A. Name

The name of the corporation persists, as filed with the Secretary of State in the Articles of Incorporation, as “Helena Young Professionals (HYP)”. The name “Helena Young Professionals” or the acronym “HYP” are also suitable names when conducting business for the corporation.

B. Purpose

The purposes for which the corporation is formed are set forth in the Articles of Incorporation. In addition, the corporation is a not for profit social welfare group dedicated to shaping the future of Helena by empowering young professionals.

C. Location of Conduct of Business

The corporation will not have a designated principal office, other than as required to nominate a registered agent, as determined by the executive board. The corporation will conduct its business principally in Helena, Montana.

D. Financing

The organization should be primarily funded by membership fees, dues, and assessments, donations, and sponsorships. All operations and financing must comply with requirements for maintaining tax exempt status as a 501(c)(4) social welfare organization under the Internal Revenue Code, or the corresponding section of any applicable future state or federal tax code.

E. HYP Calendar Year

The HYP calendar year begins on January 1st and ends the following December 31st.

ARTICLE III
MEMBERSHIP

A. Eligibility

Any member of the Helena area community at least 21 years of age who supports the purpose statement in Article II, Section B, and who is actively engaged or employed in a profession, actively seeking work or employment in a profession, or currently enrolled in a program to develop professional skills (such as enrollment in college, post-grad education, or vocational training, participation in an apprenticeship or mentorship program, etc.), is eligible to seek voting membership. Voting membership is granted after manifestation of agreement to become a member, payment of annual dues, and recognition as a member by the executive board. If the executive board does not recognize a member, that person is entitled to a full refund of dues paid in the process of seeking that membership. In rare and exceptional circumstances the executive board may award a membership, of any class, term, right, and privilege (other than membership of the executive board), to any person based on unanimous consent of a quorum of that executive board, provided that person is and remains eligible for membership according to the provisions of this paragraph.

B. Rights to Information about Membership

Members, as well as the public, have the right to know the names of all current members, of every class of membership. The corporation, through the executive board, reserves the right to keep confidential any and all other personal and contact information of the members, for use only for corporate business.

C. Dues

The amount required for annual dues for a voting membership are \$30 per member each year unless changed by a majority vote of a quorum of the voting members at meeting of the members. Upon unanimous consent of a quorum of the executive board, membership may be offered for a reduced rate in conjunction with an event, for special membership groups, or as the executive board may otherwise determine.

D. Annual and Special Members Meetings

The executive board must provide reasonable notice (2 weeks or more) prior to the occurrence of any members meeting. Regular or special events organized or conducted for the benefit of the membership are not considered membership meetings, unless explicitly stated so pursuant to the notice provisions of these bylaws. Membership meetings are of two forms, annual membership meetings and special membership meetings.

1. Annual Members Meetings: The voting members convene once per calendar year for an annual meeting, at a date, time, and location determined by the executive board. Annual meeting business includes any proposed amendments to the bylaws, reporting of activities of the corporation, discussion of direction of the corporation in the next year, and other business as determined by the executive board.

2. Special Membership Meetings: The executive board, by a simple majority of a quorum at an executive board meeting, may call a special meeting of the members. A written petition signed by at least ten percent of the voting members may also call a special meeting. Once called, the executive board must determine a date, time, and location, within a reasonable time frame, to conduct the special members meeting. Special meeting business is restricted to items set forth by the executive board and the petition calling the meeting.

E. Quorum at Membership Meetings and Voting Process

The voting members present at any annual or special meeting constitute a quorum. Voting may occur by any means which is reasonable, but shall maintain the anonymity of individual votes whenever possible.

F. Resignation from Membership

A member may resign membership at any time by written notification to any board member. A member who resigns forfeits any right to membership dues which have been paid for that membership, all rights and privileges associated with membership, and remains liable for any amounts owed to the corporation other than as set forth herein.

G. Termination of Membership

Non-payment of membership dues may result in suspension or termination of membership without notice, as determined by a simple majority of a quorum of the executive board at an executive board meeting. The executive board may also terminate or suspend the membership of any member, for any reason, by a unanimous vote of a quorum at an executive board meeting. The members may also terminate the membership of a member by a two-thirds majority of a quorum, as determined at an annual or special meeting of the members. A member whose membership is terminated, other than for non-payment of dues, by the executive board or the membership, is entitled to a pro-rated refund of one-twelfth of the remaining annual membership dues paid for that membership for every month for which that terminated member will no longer be a member. Any member whose membership is terminated forfeits all rights and privileges associated with membership, and remains liable for any amounts owed to the corporation other than as set forth herein.

ARTICLE IV

EXECUTIVE BOARD OF DIRECTORS

A. Board Governance

The corporation is governed by directors serving on an executive board. board consists of each and all of the officers of the corporation.

B. Executive Board Offices

Except as set forth in Article IV, Section M, below, this section sets forth the selection to, and the rights and obligations of offices of, the executive board. Offices on the executive board for an upcoming year, and the powers, duties, rights, and responsibilities of each, may be determined in advance by the members of the sitting executive board. In all cases, the executive board will nominate one office whose officer will serve as president and chief executive officer of the corporation; that office may have any title or designation. In exceptional circumstances, a sitting executive board may create or terminate executive offices, and fill offices as necessary, throughout the year by a unanimous vote of a quorum. The membership may also create or terminate executive offices by a two-thirds majority of a quorum, and fill those offices, as determined at an annual or special meeting of the membership.

C. Board Officer Recruitment and Selection

The recruitment cycle for board officers shall begin each fall no later than October 1st. A sitting executive board must provide notice of open offices for the upcoming year, and allow interested voting members to apply for those offices for a period of no less than two weeks prior to selection of new board officers. Any voting member may apply as candidate for office. Candidates for office will provide an application, as set forth by the executive board, and other materials as requested. Applicants for open positions shall be reviewed by the sitting executive board and applicants shall be brought in for an interview at a special executive board meeting. Officers are selected to executive board offices by a 2/3rds majority of a quorum of the sitting executive board at a special executive board meeting. The executive board shall select the most qualified or suitable candidate for each open office no later than November 30th, unless no candidate is determined to be qualified or suitable for the position. Should no candidate be selected, the sitting executive board may leave the position open, dissolve the position, or reopen submission of applications for at a later date. Unless filling a vacancy or new position, new executive officers shall begin their service as “new recruits” as described in Article IV Section C.

C. New Recruits and Office Succession

Executive board officers selected during the regular recruitment cycle shall serve as “new recruits” from the time of their selection until the beginning of the HYP calendar year. During this time, they are considered non-voting board officers and are expected to learn the responsibilities of their future office. The board officer currently filling the associated role will hold the office title until the end of the calendar year. Board officers are expected to continue

their office duties until the end of the HYP calendar year and provide guidance to new recruits slated for their vacant office through the end of the year.

New recruits are expected to attend board meetings during this time frame. If a new recruit does not attend meetings or otherwise fulfill the expectations of the sitting executive board, the executive board may vote to remove the new recruit from office (Article IV Section K).

D. Executive Officer Term of Service

New recruits shall be inaugurated into their full officer positions with full voting rights during the first regular executive board meeting after the start of the HYP calendar year. Should an executive board office be filled outside of the normal selection cycle, inauguration and the term of the executive board office commences at the first regular executive board meeting after their selection to office.

Each officer will hold their position for at least a two-year term unless (1) the officer requests to leave the position early, or (2) is removed from the board (Article IV, Section K). When an officer joins as a new recruit, their term in office begins at the start of the following HYP calendar year (i.e. if an officer joins as a new recruit on October 15th, 2019, their two-year term would begin January 2020 and end December 31st 2021). Executive officers who join mid-year may choose to count the current or next calendar year as the first year of their term, but their term must end at the end of a HYP calendar year. Officers may extend their term of service in one-year increments for three additional years, for a maximum of five contiguous terms in service, after which their position is opened to interested applicants and the candidate must reapply and be re-selected in order to serve additional terms.

Terms of service conclude either according to termination (Article IV, Section K), resignation (Article IV, Section J), the completion of a term without written indication of commitment for an additional term (by October 1st) or upon the completion of five total years of service.

E. Executive Board Office Service

An executive board officer has all of the powers, duties, rights, and responsibilities of that officer's office. Any executive board officer has the authority to act as an agent of the corporation.

F. Executive Board Meetings

The executive board has regular meetings at times and places determined by the officers of the executive board, provided that reasonable advance notice is given to other members of the executive board, that notice also being available to the membership upon request. In extraordinary circumstances the executive board may conduct its business electronically, or other means which accomplish the business of the executive board. Any member may attend executive board meetings. Any member attending an executive board meeting may address the

executive board upon questioning from any executive board officer, or at a duly designated point in an executive board meeting, upon prior request to an executive board officer.

G. Board Officer Attendance Requirements

Executive board meeting attendance requirement is participating in a meeting for greater than two-thirds of total meeting time. If an executive board officer fails to attend an executive board meeting for any four months during the HYP calendar year, they will be placed on probation for up to 45 calendar days. Executive board officer event attendance is participating in an event for greater than two-thirds of the total event time. If a board officer fails to attend an event for more than three months during the HYP calendar year, they will be placed on probation for up to 45 calendar days.

H. Board Officer Probation

During probation, the board officer is considered a non-voting board officer. During a probationary period, a vote by the board of directors may be held, which may result in the removal of the individual on probation.

I. Executive Board Quorum and Voting

The executive board officers present at any executive board meeting constitute a quorum. If two or more executive board members convene or are present, but no advance notice that corporate business would be considered has been given, it is not considered an executive board meeting. If executive board business is conducted through means other than in-person voting, a quorum consists of all current officers able to participate in corporate business. Voting may occur by any means which are reasonable.

J. Resignation

An executive board officer may resign that office at any time by written notification to the other members of the executive board. Resignation from office has no automatic effect on the resigning officer's status as a member.

K. Termination

Any officer may be removed regardless of the existence of cause by the affirmative vote of a two-thirds majority of the executive board officers sitting in office, other than the officer whose termination is being considered. The members may also terminate the service of an officer by a simple majority, at a special meeting of the members. Any officer whose membership is terminated is also automatically terminated from office. Any officer whose service is terminated forfeits all rights and privileges associated with that office, and remains liable for any amounts owed to the corporation other than as set forth herein.

1. Executive Board Vacancies

Vacancies in an executive board office occurring during the term of an office may be filled, for the remaining term of that office by unanimous consent of the directors. The selection process should follow the recruitment and application process laid out in Article IV, Section C, unless extenuating circumstances exist. New executive board members filling emergency vacancies or new positions need not serve as new recruits and may immediately take over the title and duties for the office they were selected for.

2. Emergency Powers

In emergency or exigent circumstances, the executive board may take any steps necessary to ensure ongoing operations of the corporation.

L. Special Offices

Unless a sitting executive board determines otherwise, and properly memorializes so in writing, the executive board has certain special offices, as follows:

1. President

- a. The President's duties are to ensure business is conducted in a manner that maintains compliance with the purpose of the organization and the priorities of the membership; while improving the quality and operations of the corporation and its functions.
- b. The President ensures that the executive board is appropriately aware of issues and concerns facing the organization, and has the opportunity to weigh in on these matters.
- c. The President chairs the planning for an articulation of a vision for the corporation.
- d. The President schedules, develops agendas for, and chairs, meetings for the executive board, and ensures minutes are recorded for those meetings.
- e. The President is responsible for maintaining formal and informal communications with all members of the executive board and ensuring individuals have the appropriate resources and support necessary to be successful in their roles and responsibilities. This includes fostering and maintaining positive working relationships, ensuring open communication and questioning, following up with executive board members about current and upcoming responsibilities or tasks, and being willing to step into whatever non-primary support role needed to ensure operational success.
- f. The President serves the corporation additionally as a formal and informal representative, and is expected to conduct themselves in a manner that would reflect well on its membership.

2. Vice President

- a. In the event the President is unable or unwilling to fulfill the duties of President, the Vice President assumes the role of President, in addition to the Vice President's other duties.
- b. The Vice President partners with the President to ensure business is conducted in a manner that maintains compliance with the purpose of the corporation and the priorities of the membership; while improving the quality and operations of the corporation and its functions.
- c. The Vice President is responsible for helping to develop and drive the vision of the corporation and aid the President in a myriad of ways to ensure the communication and activities occurring are being done so with an eye to efficiency and creativity.
- d. The Vice President takes lead, upon direction of the President, on various projects or initiatives developed throughout an executive board term year. The President and Vice President are jointly responsible for ensuring appropriate assessment, progress, and completion of these initiatives; while reporting out to the executive board on these matters.
- e. The Vice President serves the corporation additionally as a formal and informal representative, and is expected to conduct themselves in a manner that would reflect well on its membership.

3. Event Chairs (between one and four)

- a. Each Event Chairs' duties include, but are not limited to, working with other Event Chairs and other members of the executive committee to organize and facilitate events that promote professional or personal development, community service, recreation, or networking opportunities. Each Event Chair will be in charge of a certain type of event, as determined by the board position they were selected for, such as, but not limited to: Recreation Chair, Public Service Chair, Social Chair, or Professional Development Chair. They are responsible for organizing three to four events throughout the year, as well as at least one HYP Networking Luncheon, as assigned by a majority of the quorum of the full executive board. Event Chairs are responsible for progressive, timely, and specific steps to ensure the success of that Event Chair's assigned events, and for reporting back to the Board any questions, concerns or support which is needed.
- b. Each Event Chair is responsible for proper contracting, planning, setup, and other arrangements for events for which each Event Chair may be assigned.

4. Public Relations Chair

- a. The Public Relations Chair's duties include, but are not limited to, managing strategic communications between the executive board, its members, and the public. The Public

Relations Chair works directly with Event Chairs to publicize upcoming events and activities of the board through multiple means of communication, such as email, social media, and the website. Furthermore, the Public Relations Chair oversees and maintains an effective communications strategy to engage members and the public in the organization, and to help build membership. The Public Relations chair works closely with the Marketing Chair and Social Media Chair as part of the communications team.

b. In the event the President, and Vice President, are both unable or unwilling to fulfill the duties of President, the Public Relations Chair assumes the role of President, in addition to the Public Relations Chair's other duties.

5. Marketing Chair (optional)

a. The Marketing Chair's duties include, but are not limited to, managing and developing the HYP brand and coordinating promotional materials for the HYP organization and events.

b. The Marketing Chair works closely with the Public Relations Chair and Social Media Chair as part of the communications team.

6. Social Media Chair (optional)

a. The Social Media Chair's duties include, but are not limited to, managing and developing HYP's social media presence on multiple platforms. The Social Media Chair will develop regular posts to maintain traffic on these platforms, post events, and create reminder posts for events.

b. The Social Media Chair works closely with the Public Relations Chair, and Marketing Chair as part of the HYP communications team.

7. Outreach Chair(s) (optional; up to two)

a. As determined necessary, the board of directors may create outreach positions to facilitate necessary relationships. Examples of such a position might include membership outreach or business outreach. The duties for these positions may be determined in a board meeting.

8. Secretary

a. The Secretary's duties include, but are not limited to, taking proper minutes and other notations of meetings of the executive board or the membership; seeing that those noted minutes are available for future use for the business of the corporation; maintaining (including checking upon and making proper responses to) any electronic mail, cloud-based, or similar systems for communications to the executive board, the membership, or other stakeholders; and maintaining any electronic or other systems which allow the executive board to archive and utilize documentary resources such as forms, templates,

minutes, agendas, promotional materials, corporate and tax documents and forms, press documents, and legal documents.

b. The Secretary keeps records of the existing membership and members' contact information, and reports that information to the executive board.

9. Treasurer

a. The Treasurer's duties include, but are not limited to, overseeing the financial assets of the corporation, ensuring income and assets are protected and adequately accounted for, that the corporation's financial obligations are paid in a timely fashion, the executive board receive regular reporting regarding the financial health of the corporation, and that all necessary filings are made in a timely fashion to preserve the corporation's non-profit status and tax- exempt status. Required filings include, but may not be limited to, annual reports to the Secretary of State and annual tax returns to the Internal Revenue Service.

b. The office of the Treasurer has equal stature, rights, and obligations as any other executive board office.

ARTICLE V

FUTURE AMENDMENTS TO THE BYLAWS & ARTICLES OF INCORPORATION

The membership may make any changes to these AMENDED BYLAWS and HYP's Articles of Incorporation by a two- thirds majority of a quorum of members at an annual or special membership meeting.

ARTICLE VI

CERTIFICATION OF BYLAWS

I, Alyssa Sorenson, sitting President of the Helena Young Professionals do hereby certify that the foregoing bylaws, under the caption Amended Bylaws of Helena Young Professionals, are the bylaws of the corporation, duly and properly adopted at a special meeting of the members of the corporation, held on the 9th day of October, 2019.

Dated this day of 9 October, 2019.

HELENA YOUNG PROFESSIONALS

/s/

By: Alyssa Sorenson

Its: President