

YNPN Des Moines Bylaws

In order to explain and memorialize the operation and governance procedures of the organization, the following Bylaws are adopted on September 8th, 2014.

1. ORGANIZATION

1.1 Name: The organization will operate under the name Young Nonprofit Professionals Network Des Moines (abbreviated as YNPN Des Moines). All official communication, contracts and other organizational documents will include that name.

1.2 Mission: YNPN Des Moines promotes an efficient, viable, and inclusive nonprofit sector that supports the growth, learning, and development of young nonprofit professionals in the greater Des Moines area.

1.3 Vision: We are a group of young nonprofit professionals who meet to share experiences, resources and connections to advance the nonprofit field in the greater Des Moines area. We work with YNPN chapters around the country to build stronger young leaders through programming, education, and networking that provides a career pathway for nonprofit professionals.

1.4 Inclusivity: YNPN Des Moines is committed to serving all members of the nonprofit community, and the community as a whole. The organization will encourage participation regardless of race, ethnicity, sex, gender identity, sexual orientation, disability, economic status, professional background, family status, or religious, philosophical or political affiliation.

1.5 Structure: The structure of YNPN Des Moines will include a Board of Directors, Committee Members, and a general Membership.

2. BOARD OF DIRECTORS

2.1 Purpose: The Board of Directors is the primary governing entity of YNPN Des Moines. The Board of Directors is primarily responsible for shaping the vision and direction of the organization, and otherwise ensuring that the mission of YNPN Des Moines is fulfilled. The Board will maintain consistent contact with YNPN National, and will work with the Committees to establish YNPN Des Moines within the local nonprofit community, recruit and retain members, and plan and execute all of YNPN Des Moines' events, programs, and services.

2.2 Size: The Board of Directors will consist of an odd number of Board Members, with no fewer than 5 and no more than 13 members.

2.3 Positions: The Board of Directors will consist of four Officers: a Chair, a Vice-Chair, a Secretary and a Treasurer. The remaining Board Members will serve as Chair or Vice-Chair of a committee, with one At-Large board member. Ex-Officio members may also be appointed to the board. Board Member responsibilities, recommended skills and approximate time commitment will be as follows:

2.3.1 Chair: The Chair conducts Board of Directors meetings as described in Section 3.1. The Chair, or her/his designee, serves as the official spokesperson of YNPN Des Moines.

2.3.2 Vice-Chair: The Vice-Chair supports and acts in the place of the Chair in the event of the Chair's absence, including, but not limited to, conducting Board of Directors meetings and speaking to the media. The Vice-Chair serves as Chair of the Executive Committee.

2.3.3 Secretary: The Secretary is responsible for recording minutes and distributing them to the membership as described in Section 3.6.

2.3.4 Treasurer: The Treasurer is responsible for organizing and supervising the finances of YNPN Des Moines.

2.3.5 Committee Chairs: Committee chairs are responsible for conducting committee meetings and activities as described in Section 4.6. and serve as the liaison between the committee and the Board.

2.3.6 Committee Vice Chairs: Committee Vice-Chairs supports and acts in the place of the Committee Chair in the event of the Committee Chair's absence, including but not limited to conducting committee meetings and activities and serving as liaison between the committee and the Board.

2.3.7 At-Large Board Member: The At-Large Board member serves as a liaison to YNPN National and participates in the Executive Committee. The At-Large Board member may also Chair Ad-Hoc committees as necessary, including but not limited to the Nominations Committee.

2.3.5 All Board Members: All Officers and At-Large Board Members are responsible for attending Board of Directors Meetings and participating in Board votes.

2.3.6 Ex-Officio Members: Ex-Officio members are community leaders and stakeholders who provide additional insight and perspective. Ex-Officio members are responsible for attending Board of Directors Meetings, but may not participate in Board votes.

2.4 Terms: The term of service for the Board of Directors shall be as follows:

2.4.1 Board Member: The term of service for Board Members will be two years. No Board Member may serve more than three consecutive terms.

2.4.2 Officer: The term of service for these positions will be one year, and no Officer may serve more than two consecutive terms per officer position.

2.4.3 Ex-Officio: The term of service for an ex-officio board member will be one year, with no term limit. Ex-Officio terms of service are not included in the calculation of time served for At-Large and Officer positions.

2.5 Selection of Board Members for A Full Term: Directors will be selected to the Board of Directors by a

process of application and nomination as described in Section 4.6.6.. Ex-officio members may be appointed to the board by a two-thirds majority vote.

2.6 Vacancies: If a Board Member's position (Officer or Non-Officer) becomes vacant for any reason other than the expiration of a scheduled term, a Nominating Ad-Hoc Committee will convene and fill the position for the time remaining until the next general election, using the same procedures as for a scheduled Non-Officer vacancy. When calculating terms for Board Members who have already served, or individuals interested in serving as Board Members after the expiration of the partial term, the partial term will not count toward the three-term limits.

2.7 Financial Commitment: Board Members commit to contribute or successfully solicit \$50 in donations within the first 30 days of each fiscal year served as a Board Member. This amount may be reduced in cases of financial hardship upon approval by the Chair or Treasurer. Failure to meet this obligation is grounds for termination as described in Section 2.10.

2.8 Eligibility: Anyone who is currently a Member in good standing, as described in Section 5.3, is eligible to apply for service as a Board Member.

2.9 Resignation: Any Board Member who chooses to voluntarily resign from the Board of Directors must submit a written letter of resignation by mail or email to the Chair at least one month prior to the date the resignation is to take effect.

2.10 Termination: If a Board Member misses three or more board meetings in a year, or otherwise fails to fulfill the responsibilities of the position, the Board may terminate that Board Member from the Board. A motion for termination may be made by any Board Member when the Board is in Executive Session, as described in Section 3.8. Removal of a Board Member requires a vote of at least 75% of the Board Members present. Board Members whose terms are terminated are in-eligible to be re-elected to the Board.

3. BOARD OF DIRECTORS MEETINGS AND PROCEDURES

3.1 Frequency: At a minimum, the Board of Directors will meet six times per fiscal year.

3.2 Notice: The date, time and location of a Board of Directors meeting will be posted at least 48 hours before it takes place.

3.3 Quorum: At least 50 percent of Board Members must be present at a Board of Directors meeting for a quorum to be present and business to be conducted. Board Members should make a reasonable effort to attend meetings in person, but may also attend by any technological means (conference call, video chat, etc.), which allows them to both hear the discussion and participate in a vote.

3.4 Voting: Except as noted in these Bylaws, motions will pass on a simple majority vote of the Board Members present. Voting will be by voice. On a motion from any Board Member, approved by a majority of the Board, a vote may be conducted by secret ballot. No proxy voting is allowed.

3.5 Meeting Procedure: Board of Directors meetings will employ a simplified version of Robert’s Rules of Order, as detailed in Appendix A.

3.6 Minutes: Minutes of Board of Directors meetings will be recorded by the Secretary (or a designee) as described in Section 2.3.3. Recorded minutes will be reviewed and approved by the Board at the immediate next meeting. After receiving Board approval, the minutes will be made available, upon request, to the entire membership.

3.7 Confidentiality: Board of Directors meetings are open to any member of YNPN Des Moines.

3.8 Executive Session: On a motion by any Board Member, approved by majority vote of the Board Members present, the Board of Directors may choose to go into Executive Session. Executive Sessions will be limited to Board Members. Non-Board Members may be invited to participate in Executive Session on a motion by any Board Member, approved by majority vote of the Board Members present. Executive Sessions are confidential. Minutes of Executive Sessions will be distributed only to Board Members and approved invitees.

3.9 Annual Meeting: The Board of Directors may decide to convene an Annual Meeting for the whole membership.

4. Committee Members

4.1 Purpose: The Committee members assists with the governance and operation of YNPN Des Moines, by operating Committees to manage specific aspects of the organization.

4.2 Creation and Termination of Committees: The Board of Directors may, on a 75% vote of the Board Members present, create and terminate Committees as it sees fit.

4.3 Eligibility: Any Member in good standing, as described in Section 5.3, is eligible to serve on a Committee.

4.4 Leadership: Each Committee will have one Board Member who will serve as Chair, one Board Member who will serve as Vice-Chair, and members who will serve as leaders and volunteers on the committee. Chairs will plan and conduct meetings, prepare (or arrange for the preparation of) minutes of Committee meetings, communicate to the Committee on behalf of the board, and delegate committee activities among volunteers as appropriate.

4.5 Committee Meetings and Procedures: The first duty of every Committee will be to create in writing a meeting schedule, procedural guidelines, operating goals, and Committee volunteer position descriptions. These documents will be subject to the approval of the Board. The Board will make reasonable effort to provide guidance to each Committee about what it is intended to do and how it should operate. New committee members must attend an orientation with a Committee Chair or member prior to joining the committee.

4.6 Committees: The following committees will be created upon adoption of these Bylaws:

4.6.1 Executive Committee: The Executive Committee will be responsible for making recommendations about YNPN Des Moines' finances, sponsorships, partnerships, and structure. Its membership will be comprised of Board Officers, the At-Large Board member, and others at the discretion of the vice chair.

4.6.2 Membership: The Membership Committee will maintain a record of Member email addresses as described in Section 5.3. The Committee will also plan and conduct a new member program, to help new members become familiar with YNPN Des Moines, recruit new prospective members, and educate the public about the organization.

4.6.3 Marketing: The Marketing Committee will, with the guidance of the Board of Directors, design and distribute promotional materials for Members and the public, and administer the web presence. The Committee will also maintain a branding manual containing approved logos, fonts, colors, and other graphic and textual elements for use in organization communication, and create and maintain templates of press releases, promotional flyers and other documents.

4.6.4 Professional Development: The Professional Development committee will identify and inform Members about opportunities for skill training, networking and other events that may assist them with achieving their professional goals. The Committee will plan and conduct a variety of workshops, discussions, and presentations.

4.6.5 Social Events: The Social Events Committee will plan and conduct events that provide group social opportunities and volunteer experiences. The Committee will also cultivate relationships with other professional and social groups in the Des Moines area, and endeavor to plan and conduct joint events with those groups when it is desirable.

4.6.6: The Board may create an Ad-Hoc Committee and assign a chair, upon majority vote, for the purposes of completing a short term goal or project. Nominations will take place through an Ad-Hoc committee.

4.6.6.1 Nominations: The Nominations Ad-Hoc Committee will accept and review applications and nominate candidates for positions on the Board of Directors and the application and nomination process will occur as follows:

4.6.6.2 Announcement of Vacancies: After receiving notice from the Board of an unscheduled vacancy, the Nominating Ad-Hoc Committee will announce the vacancy to the Membership by email.

4.6.6.3 Application: A Member wishing to serve on the Board of Directors must complete an Application (Attached as Appendix B), and submit the completed Application, electronically or in print, to the Nominations Ad-Hoc Committee.

4.6.6.4 Nomination: The Nominations Ad-Hoc Committee will review applications and send nominations to the Board. Persons applying for a position are not eligible to vote on their own nomination.

4.6.6.5 Voting: Nominees to the Board of Directors must be confirmed by a vote of 75% of the Board Members present. Board Members are not eligible to vote on their own confirmation for any position.

4.6.6.6 Recording and Publication of results: The Board will provide the Nominations Ad-Hoc Committee with the results of a vote for Board Member. The Committee will publish the results electronically to the membership.

4.6.6.7 Diversity: The Nominations Ad-Hoc Committee should work to ensure that the Board and Committee leadership reflects the demographics of the membership. The Committee will not discriminate based on race, ethnicity, sex, sexual orientation, gender identity, disability, economic status, family status, or religious, philosophical or political affiliation, or professional background.

4.7 Assignment of Committee Functions: The Board may, upon a motion by any Board Member, and a vote of the majority of Board Members present, choose to temporarily assign the functions of a Committee to a Board Member or the entire Board.

5. GENERAL MEMBERSHIP

5.1 Eligibility: Membership in YNPN Des Moines is open to anyone who supports the mission of the organization.

5.2 Privileges: Members are eligible to serve on the Board of Directors or Committees as well as receive discounts and promotions as available.

5.3 Registered Email and Standing: Each Member is responsible for registering and renewing as a member and maintaining a current email address on file with YNPN Des Moines. This registered email address will be the primary means of contact with members. Maintaining a current registration is required to retain membership in good standing.

5.4 Membership Dues: The Board of Directors may, upon the recommendation of the Membership Committee and upon a motion of any board member, institute, adjust, or discontinue membership dues, as well as institute policies and procedures for dues collection and use. A vote to change the dues structure requires a vote of at least 75% of the Board Members present.

5.5 Termination: The Board of Directors may, upon a motion of any Board member, and a vote of at least 75% of the Board Members present, terminate an individual's membership. A motion for termination may be made by any Board Member when the Board is in Executive Session, as described in Section 3.8.

6. FISCAL MANAGEMENT AND GOVERNANCE

6.1 Effect of Bylaws: These Bylaws describe the operating and governance procedures of YNPN Des Moines. Any Board Member or Member who takes action that is not authorized by, or is in contradiction to, these Bylaws, is subject to removal from YNPN Des Moines.

6.2 Fiscal Year: The fiscal year of YNPN Des Moines will begin on July 1 and end on June 30.

6.3 Calendar Year: The Board of Directors will observe a calendar year that begins July 1 and ends on June 30.

6.4 Amendment of Bylaws: These Bylaws are intended to evolve with the needs of YNPN Des Moines as it grows. The following procedures can be used to amend the Bylaws accordingly:

6.4.1 Annual Review: These Bylaws will be reviewed and re-adopted annually at the first Board of Directors meeting of the Board calendar year.

6.4.2 As-Needed Review: These Bylaws may be reviewed and amended as needed at any regularly scheduled Board meeting.

6.4.3 Proposed Changes: The Executive Committee will review the Bylaws before the first Board of Directors meeting of the Board calendar year or, at the request of the Board Chair, before any regularly scheduled Board meeting. The Committee will provide its recommendation to amend the Bylaws, or to re-adopt them without changes, to the Board at least one week before the scheduled meeting.

6.4.4 Adoption: A vote to re-adopt the Bylaws without changes requires a vote of the majority of Board members present. A vote to adopt amended Bylaws requires a vote of at least 75% of the Board Members present.

6.4.5 Publication: If the Bylaws are amended, the Board Secretary and Marketing Committee will publish the amended Bylaws to the membership electronically within 30 days of the vote.

6.5 Fiscal Policies: YNPN Des Moines fiscal management shall be in accordance with the YNPN Des Moines Fiscal Policies and Procedures, as stated in Appendix C. Amendments to the Fiscal Policies and Procedures requires a vote of 75% of the Board Members present.

Appendix A: Rules of Order

Appendix B: Board of Directors Application

Appendix C: Fiscal Policies and Procedures

Adopted June 3, 2013

Amended September 9, 2014