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THE AMENDED AND RESTATED BYLAWS OF THE YOUNG PROFESSIONAL COUNCIL PLACES FOR PEOPLE (“PFP”)

ADOPTED JANUARY 15TH, 2025

Article I

General Provisions

SECTION 1 – NAME

The name of the organization shall be the Young Professionals Council (the “YPC”).

SECTION 2 – GENERAL

The bylaws of the YPC are in place unless otherwise noted.

SECTION 3 – PURPOSE

To establish a diverse and inclusive council that represents the community we serve, build awareness of our mission and organization throughout the St. Louis region, assist with raising funds and giving back through volunteerism and service, connect young professionals to network, and help reduce the stigma around mental health, provide opportunities for personal and professional education and development, and create a pipeline of talent for PFP and the nonprofit community of St. Louis.

Article II

Membership

SECTION 1 – GENERAL

Each member of the YPC shall be an individual who shares the goals of the organization. Each member shall be encouraged to attend all YPC meetings. Each member shall be twenty-one (21) years or older in age.

SECTION 2 – MEMBERSHIP

The Membership shall be comprised of Members-at-Large and Committee Members. The Member-at-Large is an opportunity for those who wish to participate in the YPC but may not be able to commit to



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the extra service and time required of a Committee Member. Committee Members are expected to participate to a greater degree as part of their committee's responsibilities.

SECTION 3 – NEW MEMBERS

All potential or prospective members shall apply for membership through the YPC's application available online. Each application submission will be reviewed and voted on by the Membership at their bi-monthly meetings. A potential or prospective member who applied shall only be offered membership after a majority of the Membership vote in favor of offering the applicant membership in the YPC.

Should YPC membership exceed 6 members per established committee, new members to the YPC shall be inducted as Members-at-Large. After six months of membership, Members-at-Large may be eligible for a Committee Membership position as part of the May Elections or as an ad hoc Committee Membership assignment to fill an unscheduled vacancy or committee need. Members-at-Large may request to join a Committee by contacting the Leadership Board or PFP Liaison.

SECTION 4 – MEMBER-AT-LARGE DUTIES

- Advocate – Advocate for the PFP mission and spread awareness of PFP in the community.
- Attendance – Each Member-at-Large is encouraged to attend the bi-monthly YPC meetings. Members-at-Large are welcome to attend events and other service opportunities sponsored by the YPC.
- Commitment – Agree to a one-year commitment as a YPC Member-at-Large.
- Donation – Each Member-at-Large shall become a Placemaker by making a minimum monthly contribution of \$1.
- Fundraiser – Participate in at least one PFP and/or YPC fundraiser every year.
- Voting – Each Member-at-Large shall be entitled to one vote in person or by proxy on each subject properly submitted for vote at every meeting of the membership. In the event of a tied vote of the Membership, the Leadership Board shall conduct an anonymous deciding vote with any tie decided by the President.

SECTION 5 – COMMITTEE MEMBER DUTIES

- Advocate – Advocate for the PFP mission and spread awareness of PFP in the community.
- Attendance – Each Committee Member shall attend the bi-monthly YPC meetings and their committee meetings. Members shall make every effort to attend events and other service opportunities sponsored by the YPC.



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- Commitment – Agree to a one-year commitment as a YPC Committee Member.
- Donation – Each Committee Member shall become a Placemaker by making a minimum monthly contribution of \$1.
- Fundraiser – Participate in at least one PFP and/or YPC fundraiser every year.
- Voting – Each Committee Member shall be entitled to one vote in person or by proxy on each subject properly submitted for vote at every meeting of the membership. In the event of a tied vote, the President shall anonymously cast the deciding vote.
- Committee – Each Committee Member shall serve as a member or Chairperson of one committee listed on Article IV.

SECTION 6 – REMOVAL OF A COMMITTEE MEMBER

Any member proposed to be removed from a Committee shall be entitled to seven days' written notice prior to the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting. Notice shall be sent by the PFP Liaison to the applicable Member's contact details on record with the PFP Liaison.

Grounds for removal include but are not limited to conduct detrimental to the interest of the YPC and/or Places for People, failure to comply with and/or refusal to render reasonable assistance in carrying out the mission of the YPC, failure to comply with and/or refusal to render reasonable assistance in carrying out the committee/leadership responsibilities, and/or failure to meet applicable duties.

Any Committee Member may be removed from a YPC Committee by the affirmative vote of two-thirds of the Leadership Board at any special meeting of the Leadership Board called for that purpose.

Removal from a Committee does not dismiss a member from the YPC, but further action remains an option.

SECTION 7 – DISMISSAL OF A YPC MEMBER-AT-LARGE

Any member proposed to be dismissed from the YPC shall be entitled to seven days' written notice prior to the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting. Notice shall be sent by the PFP Liaison to the applicable Member's contact details on record with the PFP Liaison.

Grounds for dismissal include but are not limited to conduct detrimental to the interest of the YPC and/or Places for People, failure to comply with and/or refusal to render reasonable assistance in carrying out the mission of the YPC, and/or failure to meet membership duties.



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The Leadership Board reserves the right to remove the membership status of (Dismiss) any Member-at-Large upon a unanimous vote.

Article III

Leadership Board

SECTION 1 – GENERAL POWERS

The Leadership Board shall be vested with the management of the affairs of the YPC and shall consist of the following:

- President
- Vice President
- Secretary

The Leadership Board can choose, by majority vote, to create additional leadership board positions as necessary, including but not limited to, treasurer and committee chairs.

SECTION 2 – ELIGIBILITY

All candidates for the Leadership Board must have served a minimum of six months as an active contributing member of the YPC.

SECTION 3 – TENURE

Each Leadership Board member shall serve a one-year term. At the end of one year, the member must be re-elected for the position and be duly elected.

SECTION 4 – DUTIES OF LEADERSHIP BOARD MEMBERS

- President – The President shall preside over all meetings of the membership and Leadership Board and shall provide leadership by appointing members for specific tasks, conducting meetings, and seeing that matters of policy and YPC-directed actions are carried out. The president shall serve as liaison between the YPC and PFP, monitor compliance with Bylaws,



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and assist the Service Committee in securing service opportunities.

- Vice President – The Vice President shall assume the duties of the President in their absence, serve as an ex-officio member of event planning committees and represent the organization at official events as needed. The Vice President shall oversee our marketing operations and work with PFP to update all marketing materials.
- Secretary – The Secretary is responsible for all correspondence and record keeping of the organization including minutes of meetings, preparing agenda with the president, keeping a calendar of events in addition to any tasks assigned by the President.

SECTION 5 – PLACES FOR PEOPLE LIAISON

There may be one or more liaisons from Places for People that serve on the YPC in an advisory capacity. He/she/they is/are not a voting member.

SECTION 7 - ELECTION OF LEADERSHIP BOARD MEMBERS

All Leadership Board Members must be nominated by a YPC member (including self-nomination) and receive a majority of votes from the membership. Leadership Board Members shall be voted on at the regular general meeting in May with positions becoming effective July 1. All Leadership Board Member nominees shall receive a majority of the vote of members who cast a vote to secure the position. Members shall be allowed to vote absentee or by proxy in a process to be set up by the PFP Liaison with non-binding input from the Membership.

SECTION 8 – REMOVAL OF A LEADERSHIP BOARD MEMBER

Any member proposed to be removed from the Leadership Board shall be entitled to seven days' written notice prior to the meeting at which such removal is to be voted upon and shall be entitled to appear and be heard at such meeting. Notice shall be sent by the PFP Liaison to the applicable Member's contact details on record with the PFP Liaison.

Grounds for removal include but are not limited to conduct detrimental to the interest of the YPC and/or Places for People, failure to comply with and/or refusal to render reasonable assistance in carrying out the mission of the YPC, failure to comply with and/or refusal to render reasonable assistance in carrying out the committee/leadership responsibilities, and/or failure to meet applicable duties.

Any member may be removed from the Leadership Board by the affirmative vote of two-thirds of the Membership at any regular meeting of the Membership or special meeting called for that purpose.



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Removal from the Leadership Board does not dismiss a member from the YPC, but further action remains an option.

Article IV

Committees

SECTION 1 – GENERAL

There shall be four (4) standing committees:

- Membership (summer social, promoting YPC (graphics, etc.), brochure, internal happy hour)
- Fundraising (Fund-A-Need, community relations, event promotion, etc.)
- Service (organize service activities, working with liaison)
- Networking (organize networking events with PFP, PFP Board, other YPCs, the wider non-profit community, or other organizations)

SECTION 2 – COMMITTEE MEMBERSHIP SIZE

Committees are recommended to have a minimum of 3 members and a maximum of 6 members, including the Chairperson. Committee size may fluctuate assuming it remains productive and equitable at the discretion of the Leadership Board and applicable Committee Chair.

The Leadership Board may appoint new committees as it becomes necessary to conduct the business of the YPC and shall determine their term, functions, and powers.

SECTION 3 – COMMITTEE RESPONSIBILITIES

- Membership – The purpose of the Membership committee is to identify the needs of members and recommend development of services to meet those needs, recruit new members through events including the Summer Social, and assist Vice President in designing promotional materials.
- Fundraising – The purpose of the Fundraising committee is to identify fundraising target for the year, raise fund for PFP through planning and hosting fundraising events including Fund-A-Needs events, and promote fundraising events.



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- Service – The purpose of the Service committee is to organize service projects and opportunities for the Members, create a balanced program of service, and work with other organizations, volunteers, and committee members to maximize the impact of service projects.
- Networking – The purpose of the Networking committee is to organize and facilitate connections both within the Membership itself as well as between the PFP YPC and PFP Board, other YPCs, wider non-profit community, and other organizations by planning and executing networking events, promoting opportunities to meet and interact, and fostering relationships to achieve specific goals, such as professional development or service awareness.

SECTION 4 – COMMITTEE CHAIRPERSON

The Chairperson will be appointed by the President-elect and approved by a majority vote of the YPC following the Leadership Board Member vote during the May meeting. The Chairperson shall serve a one-year term to commence on July 1.

SECTION 5 – COMMITTEE CHAIRPERSON RESPONSIBILITIES

Each Chairperson shall serve as the leader of the committee. They shall be responsible for:

- Organizing committee meetings
- Serving as the liaison between the committee and the YPC and Leadership Board
- Maintaining meeting minutes (assigning a committee member to maintain meeting minutes)
- Assigning tasks and responsibilities to committee members

SECTION 6 – COMMITTEE MEMBER ASSIGNMENTS

Committee membership will be assigned by the Leadership Board-elect following the Leadership Board vote during the May meeting. The Leadership Board-elect shall make reasonable efforts to take members' committee preferences into account when making assignments. A committee preference is not a guarantee of assignment. Committee Members shall serve a one-year term to commence on July 1.

SECTION 7 – REMOVAL OF A COMMITTEE CHAIRPERSON

Any member proposed to be removed from a Committee Chair position shall be entitled to seven days' written notice prior to the meeting at which such removal is to be voted upon and shall be entitled to



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appear and be heard at such meeting. Notice shall be sent by the PFP Liaison to the applicable Member's contact details on record with the PFP Liaison.

Grounds for removal include but are not limited to conduct detrimental to the interest of the YPC and/or Places for People, failure to comply with and/or refusal to render reasonable assistance in carrying out the mission of the YPC, failure to comply with and/or refusal to render reasonable assistance in carrying out the committee/leadership responsibilities, and/or failure to meet applicable duties.

Any Committee Chairperson may be removed from their Chair position by the affirmative vote of two-thirds of the Leadership Board at any special meeting of the Leadership Board called for that purpose. Removal from a Chair position does not remove a member from that Chair's committee, but it remains an option.

Removal from a Chair position does not remove a member from that Chair's committee nor does it dismiss a member from the YPC, but further action remains an option.

Article V

Meetings

These provisions may be changed as necessary but must be approved by the membership and recorded herein.

SECTION 1 – MEETINGS OF THE MEMBERSHIP

Meetings of the Membership shall take place once every other month on the second Wednesday of the month (January, March, May, July, September, November). Meeting dates shall be sent through the YPC WhatsApp group, and a notice shall be sent through email to the email address on record with the YPC. Annually there shall be a meeting held in May for the election of officers and assignment of committees and committee chairs. It is requested that all active members be present.

In the event that the date of a regularly scheduled meeting shall be changed, all members shall receive notice via the PFP YPC WhatsApp group and notice shall be sent through email to the email address on record with the YPC. It is the responsibility of all Members to provide accurate contact information and give notice of any changes to such information to the PFP Liaison.



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SECTION 2 – MEETINGS OF THE LEADERSHIP BOARD

Meetings of the Leadership Board are to be held on an as-needed basis.

SECTION 3 – ORDER OF BUSINESS

The following order of business provides a suggested framework for conducting meetings:

- Approval of minutes from previous meeting
- Reports of Officers and Committee Chairs
- Open Discussion

SECTION 4 – TRANSACTION OF BUSINESS

At any meeting of the Membership, Leadership Board, or Committee a quorum is required to approve decisions.

- More than one-half of the total members of the Leadership Board shall constitute a quorum for the transaction of any business at any meeting of the Leadership Board. The vote of a majority of the Leadership Board present at any meeting at which a quorum is present shall be the act of the Leadership Board.
- The vote of the majority present at any committee meeting shall be deemed official.
- The vote of the majority present at a regular meeting of the Membership shall be an act of the Membership.
- If needed, a vote may be taken via email or proxy.
- All actions are subject to the approval of the PFP.

Article VI

Amendments to the Bylaws

The bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the membership at any duly organized meeting of the YPC, provided that written notice of the amendment(s) is given in writing to each member prior to the meeting. The bylaws, and subsequent amendments, shall pass to the PFP for approval after passing by a majority vote of the membership.



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Article VII

Dissolution of the Organization

The Leadership Board and PFP must formally agree to the dissolution. The Leadership Board must vote on, and approve, a motion to dissolve. Any dissolution plan must be approved by a majority vote of the Membership. Notice of dissolution must be provided to all members of the YPC. In the case of liabilities, the Leadership Board shall make provisions for the payment of all liabilities. Upon dissolution, all assets shall be returned to PFP including any remaining funds and/or property.

Article VIII

Fiscal Policies

The PFP liaison shall oversee and be responsible for all financial matters of the YPC.

Article IX

Certification

These bylaws were approved by a majority vote of the Membership on January 15th, 2025.