By-laws of the
Young Nonprofit Professional Network
Greater Bflo Chapter

Article I. Name and Location
Section 1: Name. The name of the Corporation shall be the Young Nonprofit Professionals Network of Greater Buffalo also known as YNPN Greater Bflo and Young Nonprofit Professionals Network Greater Buffalo, hereinafter referred to as “the Corporation.”

Section 2: Location of Headquarters. The principal office of the Corporation shall be in the City of Buffalo, New York. The Corporation may also have offices at other places within or outside this city, as the Board of Directors may from time to time determine the business of the Corporation may require.

Article II. Structure, Mission, Purpose, Principles, and Values
Section 1: Structure. The Corporation shall exist as a chapter of the National Young Nonprofit Professionals Network. The policies and programs of the Corporation shall be defined by its members so long as such policies and programs are not contrary to those enacted by the National bylaws or National Board of Directors.

Section 2: Mission Statement. The Corporation strengthens the nonprofit community by serving as an inclusive and innovative resource for networking and growth to empower young professionals.

Section 3: Purpose. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4: Fundamental Principles. The Corporation shall commit itself to be a professional society of individuals working together to assist local members in their professional efforts by fostering the development, recruitment and retention of young and emerging professionals in the nonprofit sector. The Corporation will do this by providing training, technical assistance, networking opportunities, personal and professional growth opportunities, resources, and services to its members so those members may better serve their local nonprofit organization and community.

Section 5: Values. The Corporation defined its values as Diversity, Equity, Inclusion, Belonging, Integrity, Innovation, Acceptance, Kindness, Collaboration with the Community-minded and Community Engagement.*
*As of August 14, 2023, motion to create board values presented by Lucy Connery, seconded by Mike Palazza and agreed to by all board members present (Ryan Ende, Jordan Knutsen, Hannah Leslie, Kailin Kucewicz, Kara Fisher, and Ariel Davis).

**Article III. Board of Directors**

**Section 1. Powers and Compensation.** The Board of Directors (individually the “Directors” and collectively, the “Board”) shall manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in these By-Laws, any Certificate of Incorporation and by operation of law. The Directors receive no compensation but may be reimbursed for reasonable expenses as determined by the Board.

**Section 2. Number.** The number of Directors shall be a minimum of five (5) and a maximum of twenty (20). The Board may increase or decrease the number by amendment of the By-Laws, but no decrease shall shorten the term of any incumbent Director.

**Section 3. Election and Term of Office.** Directors shall be elected by to a specific Officer role (further discussed in Article IV). Each Director shall be elected to a term of two (2) years and except in the case of the resignation, removal, death or incapacity, Directors shall hold office until the expiration of their terms and election of their successors. Successors for Directors whose terms are expiring shall be elected at the June meeting of the Board upon a vote of the Directors. To be considered, members wishing to serve on the board of and Directors seeking a second term or new board position must submit an application for election. Directors may not vote on their own applications. Directors elected in June will take office on the first of July of that same year.*

*As of June 1, 2016 motion to start board terms On July 1st presented by Naomi Pabon-Figueroa, seconded by Christine Kiebzak and agreed to by all board members present (Adam Bartoszak, Michael Riccio, Samantha DeMart, Megan Brenner-Zwara, Maureen MacLefko, Andrea Glinski).

Directors may serve a maximum of two (2) consecutive two-year terms. After a year of absence from serving as a voting member of the Board, former Directors may apply to rejoin for another two (2) year term, not to exceed eight (8) years (four (4) terms) over the course of a lifetime.

**Section 4. Board Requirements.** Upon election, all Directors must sign a Board Commitment Agreement Form. Directors who do not fulfill the commitments contained in this form may be considered for Removal according to Section 6.

**Section 5. Board Composition.** At all times, a minimum of 60% of board members when elected must be representative of those the Corporation serves, which is defined as being a nonprofit professional with less than eight (8) years of experience. Efforts will be made to ensure diversity on the board, with consideration given to profession, industry, gender, ethnicity, and community connections.
Section 6. Removal. Upon the vote of a majority of the Directors then in office, the Board may remove any Director for cause at any regularly scheduled meeting of the Board, the annual meeting or any special meeting of the Board called for that purpose. Notice of removal shall be given in writing to the Director by the Board not more than ten (10) days subsequent to such action. Grounds for terminating a Director include, but are not limited to, acts or behavior detrimental to the purposes of the Corporation and continued non-attendance at Board Meetings.

Section 7. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board Chair. The resignation shall take effect on the date the notice is given or at any later time as specified in the notice. The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 8. Leaves of Absence. Any Director may request a leave of absence by submitting a written request to the Board outlining the reason for the absence and expected duration, not to exceed ninety (90) days. Directors with approved leaves of absence will be excused from meeting attendance requirements as outlined in the Board Commitment Agreement Form for the duration of the approved period of leave. A leave of absence does not create a vacancy on the board. The duties of the absent Director will be distributed to other officers.

Section 9. Emeritus. The Board may appoint, by vote of a majority of the Directors then in office, advisory emeritus members of the Board. These Emeritus may attend Board meetings and participate in discussions but may not vote.

Section 10. Vacancies and Newly Created Directorships. The Board, by vote of a majority of the Directors then in office may elect Directors to fill any newly created directorships and any vacancies on the Board. Except in the case of resignation, removal, death or incapacity, Directors so elected shall serve until the next June meeting of the Directors at which the election of the Directors is in the regular order of business or until the election of their successors.

Section 11. Place and Time of Meetings. The Board shall hold a regular meeting at least monthly for the transaction of business. The location of the regular meetings shall be at such place as determined by the Board.

Section 12. Special Meetings. Special meetings may be called by the Board Chair or a simple majority of the Directors. Special meetings shall be held at such time and place as those calling the special meeting shall designate.

Section 13. Notice of Meeting. Notice of the time and place of each regular or special meeting of the Board shall be given to each Director by electronic mail at least forty-eight (48) hours before the time at which the meeting is to be held. The notice of a special meeting shall state the purpose for which the meeting is being called. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who
attends the meeting without protesting lack of notice prior to the meeting or at its commencement.

Section 14. Quorum and Voting. The presence of a majority (fifty-one percent or more) of the Directors then in office shall constitute a quorum for the transaction of business. Each Director shall have one vote. A majority of a quorum is needed for the Board to take action, including but not limited to the approval of minutes and entering into contracts with vendors.

Section 15. Action by the Board. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing, which includes electronic communications, to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board. Participation of one or more Directors by conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

Section 16. Policies. The Board has the authority to enact policies. Policies shall be reviewed annually. Policies may be amended or appealed by a majority of a quorum.

Article IV. Officers

Section 1. Director and Duties. The Board shall have no members at-large. Each Director holds the title of Director and/or co-Director. Each Director and co-Director shall be known as “the Director” and one of the following roles:

a. Board Chair – The Board Chair shall preside at meetings of the Board and coordinate the board’s activities. The Board Chair, or her/his/their designee, is the official spokesperson of the Corporation.

The Chair shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall, in general (i) administer all of the business and affairs of the Corporation; (ii) have authority to appoint such agents and employees of the Corporation, as the Chair shall deem necessary, to prescribe their powers, duties, terms and compensation and to delegate authority to them; (iii) have authority to sign, execute and acknowledge, on behalf of the Corporation, reports and other documents or instruments necessary or proper to be executed in the course of the Corporation’s regular business, or which shall be authorized by resolutions of the Board; (iv) report to the Board; and (v) perform all duties incident to the office of Chair.

b. Director of Communications and Marketing – The Director of Communications and Marketing shall establish and maintain the Corporation’s website, seek out information relevant to the Corporation’s members and share it through social media, monitor and promote online engagement with members and other organizations, and assist in marketing the Corporation’s events.
c. **Director of Operations and Finance**— The Director of Operations and Finance shall have knowledge of all corporate funds and securities and shall keep full and accurate of receipts and disbursements, assets and liabilities in the books of the Corporation. They shall confirm secure donations of funds and in-kind gifts on behalf of the Corporation and, when necessary, arrange for reservations, orders, reimbursements, and payments for events and supplies. The Director of Operations and Finance is responsible to give notice of and attend all meetings of the Corporation and keep a record of their doings, to conduct all correspondence, to keep a list of the members of the Corporation, contact information for each Director, Ambassador and member, to track the attendance of all meetings/events and to present the agenda prior to the meeting. They shall prepare and provide written minutes of all meetings in a timely manner.

d. **Director of Membership** – Director of Membership recruits and retains Directors and Ambassadors for the Corporation. They implement meaningful membership plan and strategy to engage current and potential members.

e. **Director of Sponsorships and Partnerships**– The Director of Philanthropy and Giving is responsible for identifying key prospects and strategies for fund development, and considers new models of revenue. They work closely with Board Chair and Director of Operations and Finance for fiscal planning.

f. **Director of Programming and Special Events** – The Director of Programming and Special Events plans regular and relevant professional development programming for members, as well as plans annual Summit. They work with the Director of Communications and Marketing to market events and Director of Philanthropy and Giving to find sponsors.

g. **National Liaison**- They participates in bi-monthly Chapter Congress conference calls, monitors the activities of YNPN National and other chapters, and brings information and ideas to the board.

*On April 6, 2019 motion presented by Justine Duquette, seconded by Jerome Singletary, to combine Director of Programming and Director of Special Events positions into one new position, Director of Programming and Special Events. Agreed to by the following board members present: Aurora Schunk, Jerome Singletary, Alexandra Lauer, Kaelyn Gates, Allison Jensen, Justine Duquette.*

**Article V. Membership**

The Corporation shall have no voting members. The Board may admit individuals to one or more classes of nonvoting members with such rights and obligations as are determined by the Board. Where required by law, the voting members of the Board shall be considered the members of the Corporation. The Board shall be self-perpetuating.
Article VI. Conflicts of Interest
The Board shall maintain a conflict of interest policy. The policy shall be reviewed annually. The policy may be amended by a majority of a quorum.

Article VII. Ambassadors
The Board may recruit Ambassadors as it deems necessary to work on specific needs of the Board and shall appoint specific Directors to oversee their progress. Ambassadors must be members of the Corporation and can commit for one (1) year.

Article VIII. General
Section 1. Review and Amendments. These By-Laws will be reviewed annually at the Board retreat. At that time, they may be amended or repealed by a two-thirds majority of the Directors then in office.

Section 2. Procedure. If the By-Laws are silent as to any procedural aspect of any action or meeting hereunder, the procedures used shall be determined by a majority of a quorum of the Board.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be from July 1 to June 30.

Article IX. Indemnification
Indemnification. Subject to the limitations of this Article IX, the Corporation shall indemnify a person who is or was a Director to the extent authorized by law.

a. The Corporation shall indemnify any Director or Officer against expenses actually or reasonably incurred by the Director in a proceeding to which the Director was a party because they are, or was, a Director, unless liability was incurred because the Director breached or failed to perform a duty they owed to the Corporation and the breach or failure to perform constituted any of the following:
   • A willful failure to deal fairly with the Corporation or its members in connection with a matter in which the Director had a material conflict of interest;
   • A violation of criminal law, unless the Director had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe their conduct was unlawful;
   • A transaction from which the Director derived an improper personal profit; or willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director is not required under this subsection.

b. Indemnification under this Section is not required to the extent that the Director has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.
c. Unless otherwise provided by written agreement between the Director and the Corporation, the Director seeking indemnification shall make a written request for indemnification which shall designate one of the following means for determining their right to indemnification:

- By majority vote of a majority of a quorum of the Board of Directors or a committee of directors consisting of Directors who are not at the time parties to the same or related proceeding;
- By independent legal counsel selected by a majority of a quorum of the Board of Directors if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceeding;
- By arbitration; or
- By an affirmative vote of a majority of the Directors provided, however, that Directors who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not vote in making the determination.

d. If it is determined that a Director or Officer is entitled to indemnification as to some claims, issues or matters in connection with any proceeding, but not as to other claims, issues or matters, the person or persons making such determination shall reasonably determine and indemnify the Director for those expenses which are the result of claims, issues or matters that are a proper subject for indemnification hereunder in light of all of the circumstances.

e. The Board of Directors may, in its sole discretion, provide indemnification and/or allowance of expenses in advance of a final determination of any proceeding to an employee or agent of the Corporation who is not a Director in connection with any proceeding in which the employee or agent was a defendant because of his or her actions as an employee or agent of the Corporation; provided, however, that prior to such indemnification or allowance of expenses, the Board of Directors shall first determine that the employee or agent acted in good faith and in a manner that they reasonably believed to be in and not opposed to the best interests of the Corporation.

f. The rights to indemnification and advancement of expenses provided by, or granted pursuant to this Section, shall continue as to a person who has ceased to be a Director and shall inure to the benefits of the heirs, executors and administrators of such person.

g. No amendment or repeal of this Section shall be effective to reduce the obligations of the Corporation under this Section with respect to any proceeding based upon occurrence which takes place prior to such amendment or repeal.

Article X. Dissolution

Section 1. Means of Dissolution. The Corporation is irrevocably dedicated to educational, charitable, research and scientific nonprofit purposes. Dissolution of the Corporation cannot be effected except by approval of a specific Board recommendation by a two-thirds (2/3) majority affirmative vote of the Directors then in office.
The Board’s recommendation for dissolution shall present a specific proposal for the manner in which the assets of the Corporation shall be distributed. A two-thirds (2/3) majority affirmative vote of the Directors then in office shall be required by separate action to approve the proposal for the disposition of assets.

**Section 2. Action Upon Dissolution.** No part of the income or assets of the Corporation shall inure to the benefit of any officer, Director, Ambassador, member or any other individual. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation to such organization or organizations as shall, at the time, be determined to be dedicated to and operated for educational, charitable, research and scientific non-profit purposes of a similar nature as those of Corporation that, at the time of the distribution of assets qualifies as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code, as amended, and as such shall have been approved in the manner specified in this article of the By-Laws. Assets shall not be distributed to any organization or organizations as are deemed conflicts of interests for any board members. If the Board proves unable to agree upon the disposition of the Corporation’s assets, all residual assets shall be distributed according to state and federal law.

Amended, adopted, and approved on December August 14, 2023.

Lucy Connery, Board Co-Chair  
Michael Palazza, Board Co-Chair  
Ryan Ende, Director of Operations and Finance  
Kara Fisher, Director of Membership  
Ariel Davis, Co-Director of Communications and Marketing  
Jordan Knutsen, Co-Director of Programming and Special Events  
Kailin Kucewicz, Co-Director of Communications and Marketing  
Hannah Leslie, Co-Director or Partnerships and Sponsorships

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Name, position