

**BY-LAWS OF THE YOUNG BUSINESS PROFESSIONALS OF THE COASTAL BEND,
INC.**

Adopted January 17, 2012

Revised January 18, 2014

Article I. NAME AND FISCAL YEAR

Section 1. Name. The name of the Organization shall be Young Business Professionals of the Coastal Bend, herein after "YBP". The Organization is a corporation existing under charter from the State of Texas.

Section 2. Fiscal Year. The fiscal year shall commence on the first day of January of each year, or such other date as the directors may determine.

Article II. PURPOSE AND GOALS

Section 1. Purpose. The purpose of the YBP shall be to recruit and retain young and established business professionals in Corpus Christi and the entire Coastal Bend, by promoting their welfare and interests through networking and mentorship opportunities, and by enriching members' knowledge of business practices and social responsibilities necessary in a global market.

Section 2. Goals. The major goals of YBP shall be to:

- (i.) enrich members' knowledge of business practices;
- (ii.) provide opportunities for networking of young and established professionals;
- (iii.) provide community service and leadership opportunities to its members;
- (iv.) encourage a global perspective among its members;
- (iv.) encourage mentoring relationships between young and established professional and;
- (v.) develop liaisons with community organizations.

Article III. MEMBERSHIP

Section 1. Eligibility. YBP membership is open to all young professionals residing in South Texas, with the exception of student membership which is reserved for students enrolled in a center of higher education. No member shall be excluded because of sex, disability, race, creed, national origin, or professional and/or academic background.

Section 2. Selection. Application for membership is open, subject to revocation. Initial membership is conditioned upon approval as Voting Member. Voting Members will be chosen by the Board of Directors according to alignment with goals of the organization. There is no quota on number of members selected annually. Membership in YBP shall be taken as an indication of one's willingness to abide by the provisions of these by-laws and by any rules and regulations adopted by the membership.

Section 3. Levels of Membership. There shall be four (4) levels of membership. Other levels of

membership may be created as deemed appropriate by the board.

A. *Voting Members.* Any individual, with approved membership by the Board of Directors, and who meets the following criteria, is a voting member:

- (i.) active member status; and
- (ii.) current in their dues and membership fees.

B. *Student Members.* Individuals, with approved membership by the Board of Directors, who are currently enrolled as full-time students (undergraduates, \geq 12 hours; graduate students, \geq 6 hours) at a recognized post-secondary educational institution.

C. *Mentor Members.* Other professionals over the age of 40 who support the mission of YBP and who are not eligible to be voting members. Mentor members may attend events and meetings but may not hold office or vote.

D. *Corporate Members and Partners.* Other organizations, companies, or institutions who support the mission and goals of YBP, who want to assist their organization in recruiting and retaining young talent, and who seek opportunities to sponsor YBP events. Corporate members and partners may attend events and meetings but may not hold office or vote.

Section 4. Active Membership Status. To maintain active membership status and receive membership benefits, members are expected in good faith to attend 50% of organizational events and pay membership dues as determined by the Board of Directors. Organizational events include:

1. monthly open member meetings, including committee meetings if applicable;
2. speaker series events;
3. networking events;
4. YBP social events; and
5. community service projects with official YBP participation.

Section 5. Removal. Any member who fails to maintain active member status will be recommended for removal. This recommendation will be brought before the Board of Directors, who will vote on whether or not to remove individual members. Members recommended for removal will be contacted and notified of the recommendation of removal prior to the vote. Any member who is recommended for removal may send a written appeal to the officers. The appeal will be reviewed prior to the vote of removal.

Section 6. Dues and Fees. The Board of Directors shall have the responsibility of establishing all dues and other fees pertinent to YBP's activities. Dues shall be payable to the Treasurer on or before the start of the fiscal year.

Section 1. Place. All meetings of the members shall be held at such place specified and publicized by the governing Board.

Section 2. Monthly Meetings. Monthly meetings shall held once a month as designated by the officers. Meeting times will be specified and publicized by the governing Board.

Section 3. Special Meetings. Special meetings may be called for specific purposes, either at request of the Board or upon written application of two or more members.

Section 4. Notice. All meetings of members shall be called by giving at least 10 days notice to each member stating the place, day and hour for the meeting and, in the case of special meetings, including its purpose. Notices shall be delivered, in writing, and at the direction of the board.

Section 5. Quorum. Members holding one-tenth (1/10) of the votes entitled to be cast, represented in person or by submission of written proxy, shall constitute a quorum.

Section 6. Voting. At all meetings of the members every Voting Member shall be entitled to one vote. When a quorum is present at any meeting, the vote of the majority of the members represented thereat shall, except where a larger vote may be required by law, the articles of organization or these bylaws, decide any question brought before the meeting. Members may vote by written proxy date not more than 11 months before the meeting named therein, which shall be filed with the Secretary of the meeting, or any adjournment thereof, before being voted.

Article V. OFFICERS AND DIRECTORS

Section 1. Enumeration. The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Texas law. The officers of the corporation shall be a president, secretary, president-elect, executive director, treasurer, and such other offices as the board shall elect. The board of directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors, or friends of the corporation or such other title as they deem appropriate.

Section 2. Qualifications. Directors should reside within the Coastal Bend community. Two or more offices may be held by the same person. The resident agent shall be appointed pursuant to Texas law.

Section 3. Directors. The initial directors shall be those persons named as directors in the articles of organization. In addition to the officers, there shall be six directors. Thereafter, the directors shall be elected at the December meeting of the members for the following fiscal year. The members may, by a vote of a majority of the membership, elect from time to time additional directors of the corporation. Except as herein provided, the directors shall hold office until the next January meeting of the members and until their respective successors are appointed, elected, and qualified

Section 4. Officers. The initial officers shall be those persons named in the articles of

organization. Thereafter, the officers shall be nominated by the YBP membership with final selection vested with the Board of Directors. Officers shall hold office until the date of the January meeting following their appointment and until their respective successors are elected, appointed, and qualified. Officers may be removed from their respective office by a majority vote of the directors then in office. Officers are subject to removal for failing to appear at more than three (3) meetings where attendance is required; except in extenuating circumstances. Officers recommended for removal may submit a written appeal that will be reviewed by the other officers not facing removal.

Section 5. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation. Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors, or friends of the corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Section 6. Resignation. Any director or officer may resign at any time by giving his or her resignation in writing to the president, secretary, or any other officer or director of the corporation.

Section 7. Removal of Directors. Directors may be removed from office at any time with or without cause by a majority vote of the directors then in office.

Section 8. Vacancies. Continuing directors may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute a full board. Any vacancy in the board of directors shall be filled by a majority vote of the remaining directors though less than a quorum of the board of directors. A directorship to be filled for the purpose of an increase in the number of directors shall be filled by election at a monthly meeting or at a special meeting called for that purpose.

Article VI. MEETINGS OF THE BOARD OF OFFICERS

Section 1. Place. Meetings of the board of directors shall be held at such place within or without Texas as may be named in the notice of such meeting.

Section 2. Meetings. The meetings of the board of directors shall be held monthly. Regular meetings may be held at such times as the directors may fix.

Section 3. Special Meetings. Special meetings of the board of directors may be called, upon such notice, by the president or any other officer or director at other times throughout the year.

Section 4. Notice. No notice need be given for a regular meeting. Special meetings shall be held upon such notice as determined by the board of directors. Attendance of a director at a meeting shall constitute a waiver of notice for such meeting, except where a director attends a meeting for the express purpose of objecting the transaction of any business on the ground that the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any

regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, the articles of organization or these bylaws. Directors present by proxy may not be counted toward a quorum. A director may vote in person or by written proxy executed no more than three (3) months prior to the vote.

Section 6. Action by Consent; Telephone Conference Meetings. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of directors. Such consents shall be treated for all purposes as a vote at a meeting. Members of the board of directors of the corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Vote of Interested Directors. A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation, or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such transaction. No directors so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of the majority of disinterested directors shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation, or association of which one or more directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other persons for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

Section 8. Committees. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, which, to the extent provided in such resolution, in the articles of incorporation, or in the bylaws, shall have and exercise the authority of the board of directors in the management of the corporation. Each such committee shall consist of two or more persons, a majority of whom are directors; the remainder, if the articles of incorporation or the bylaws so provide, need not be directors. The designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law. Any

non-director who becomes a member of any such committee shall have the same responsibility with respect to such committee as a director who is a member thereof.

Article VII. MEMBER COMMITTEES

Section 1. Enumeration. There shall be six (6) committees overseen by the Board and maintained and chaired by YBP members in order to accomplish the goals of YBP. Other committees may be designated at the discretion of the board. The Member Committees are expected to set a regular monthly meeting time and location. Member Committees are as follows:

(i.) *Networking Committee*. The networking committee is designed to attract a wide variety of people, from YBP members to community leaders.

(ii.) *Social Committee*. The social committee will plan social events where members can gather and have fun.

(iii.) *Membership Committee*. The membership committee will recruit and welcome new members.

(iv.) *Marketing Committee*. The marketing committee will create and maintain publications and marketing for YBP

(v.) *Community Service Committee*. The community service committee will plan events that make a positive impact on the community and other events to support the causes of YBP members.

(vi.) *Speaker Series Committee*. The speaker series committee will plan events dedicated to educating YBP members and the community about important issues, new ideas, and exciting happenings affecting the Coastal Bend.

Section 2. Committee Chairs. Each committee shall be chaired by one or two members nominated and approved by the board of Directors. Members may voice their willingness to chair a committee by submitting their name for nomination upon request of the board.

Section 3. Committee Members. Committees are open to the membership to serve as they choose. Members are encouraged to serve on committees. All members involved in committees are encouraged to maintain any commitment they make to such committee.

Article VIII. POWERS AND DUTIES OF DIRECTORS AND OFFICERS

Section 1. Directors. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation except to those powers reserved to the members by law, the articles of organization, or these bylaws. The board of directors may from

time to time, to the extent permitted by law, delegate any of its powers to committees, subject to the limitations as the board of directors may impose.

Section 2. President. The president shall be the chairman of the board and as such shall have charge of the affairs of the corporation subject to the supervision of the board of directors and shall preside at all meetings at he or she is present. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the board of directors. The president is issued two (2) votes to use as he or she may see fit and as is necessary during meetings when a vote is called and in the event of a tie.

Section 3. President-Elect. The president-elect shall assist the president and shall preside over meetings in the absence of the president and act as liaison between committees and the president. President-Elect automatically serves as the next year's president with board approval.

Section 4. Secretary. The secretary shall record all proceedings of members and directors in a book or books to be kept thereof and shall receive and submit for review all excuses for absences, and keep order at meetings and events to ensure that they do not run over time and assist with the organization of meetings and events.

Section 5. Treasurer. The treasurer shall be the chief financial officer of the corporation. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the president of the board of directors including, but not limited to, overseeing monetary transactions, prepare and maintain an annual budget, meet with the executive director quarterly to balance the budget and all accounts as necessary. The treasurer shall deliver a treasurer's report at monthly open member meetings, officer meetings, and board of director meetings. The treasurer shall ensure that all monies belonging to YBP are deposited and distributed through a bank account. All funds must be deposited no later than 48 hours of receipt. Any payment or withdrawal of funds over or not in the budget must be approved by at least one officer.

Section 6. Past President. The past president shall serve as an advisor for the current president to ensure a smooth transition in leadership. The past president may reserve the option to serve as a director at-large. Such option must be invoked in the year immediately following their presidency.

Section 7. Executive Director. The executive director will serve as the primary advisor to the organization and will advise the organization as needed. Executive director shall ensure daily operations for the organization are maintained and will be an ex-officio, non-voting member of the Board of Directors. The Texas A&M University – Corpus Christi Engagement Officer will serve as the Executive Director of the Young Business Professionals.

Article IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director only if it is determined that the person:

(1) conducted himself in good faith;

(2) reasonably believed:

(a) in the case of conduct in his official capacity as a director of the corporation, that his conduct was in the corporation's best interests; and

(b) in all other cases, that his conduct was at least not opposed to the corporation's best interests; and

(3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

A determination of indemnification under this article must be made:

(1) by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;

(2) if such a quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;

(3) by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in Subsection (1) or (2) of this section, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or

(4) by the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

Article X. AMENDMENTS

The power to alter, amend or repeal the Constitution and Bylaws of the corporation, or to adopt new Bylaws may be exercised by a majority vote of the Board of Directors at a meeting of the Board of Directors at which quorum is present. Bylaws may only be reviewed annually no later than February 28th of each year. General membership will be notified of changes made by the Board of Directors.

Article XI. DISSOLUTION

Upon dissolution of YBP, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of YBP dispose of all of the assets of YBP exclusively for the purposes of YBP in such manner, or to such organization or organizations organized and operated exclusively for the promotion of the welfare and interests of young professionals in the Coastal Bend and Texas A&M University-Corpus Christi, and the Coastal Bend community through education of business practices and social responsibility as the Board of Directors shall determine.