

BYLAWS
OF
YP AUXILIARY NAME
AN AUXILIARY OF THE AFFILIATE NAME .

ADOPTED MONTH, YEAR

TABLE OF CONTENTS

ARTICLE I INTRODUCTORY	2
ARTICLE II DEFINITIONS	2
ARTICLE III MEMBERSHIP	3
ARTICLE IV EXECUTIVE BOARD	4
ARTICLE V OFFICERS	6
ARTICLE VI ELECTIONS	8
ARTICLE VII CONFLICTS OF INTEREST	10
ARTICLE VIII COMMITTEES	11
ARTICLE IX MISCELLANEOUS	12
ARTICLE X BYLAW AMENDMENTS	12
ARTICLE XI DISSOLUTION	12
ARTICLE XII INDEMNIFICATION	12

ARTICLE I INTRODUCTORY

Section I.1. Name. The name of this organization is the YP Auxiliary Name (“**YP Nickname**”).

Section I.2. Governing Document. These Bylaws shall constitute the code of rules adopted by **YP Nickname** for the regulation and management of its affairs.

Section I.3. Statement of Purpose. YP Nickname is a volunteer auxiliary of the Affiliate name (AFFILIATE NICKNAME). The purpose of YP Nickname is to support the objectives of the Affiliate (AFFILIATE NICKNAME), to promote the pillars of education, jobs, justice, housing and health in addition to professional development of the Individual Members of YP Nickname, and to provide community service.

Section I.4. Fiscal Year. The fiscal year of YP Nickname shall begin on Month X and terminate on Month X of each year, or on such other date as may be fixed from time to time by resolution of the Executive Board.

ARTICLE II DEFINITIONS

“**Activities**” shall mean any event, program, or activity sponsored by YP Nickname other than general body meetings.

“**Ad Hoc Committees**” shall have the meaning ascribed to it in *Section 8.03(a)*.

“**Business Day**” shall mean any day other than (i) Saturday and Sunday, or (ii) any federal holiday.

“**Chapter of AFFILIATE NICKNAME**” shall have the meaning ascribed to it in *Section 1.03*.

“**Current Member**” shall have the meaning ascribed to in *Section 3.01(a)*.

“**Disqualified Person**” shall have the meaning ascribed to in *Section 7.04*.

“**Election Meeting**” shall have the meaning ascribed to it in *Section 6.02*. shall mean the annual meeting of the Members where the Officer Positions Elections take place.

“**Elections Handbook**” shall have the meaning ascribed to it in *Section 6.05*.

“**Executive Leadership Team**” shall have the meaning ascribed to it in *Section 4.01 and 4.02*.

“**Executive Leadership Team Member**” shall have the meaning ascribed to it in *Section 4.02*.

“**General Election**” shall have the meaning ascribed to it in *Section 6.01(a)*.

“**Members**” shall mean all Current Members in good standing in YP Nickname, collectively.

“**Officer**” and “**Officers**” shall have the meaning ascribed to it in *Section 5.01*.

“**P&P Chair**” shall have the meaning ascribed to it in *Section 5.07*.

“Personal Nomination” shall have the meaning ascribed to in *Section 6.03(a)(i)*.

“President” shall have the meaning ascribed to it in *Section 5.03*.

“Prospective Member” shall have the meaning ascribed to in *Section 3.01(b)*.

“Quorum” shall have the meaning ascribed to in *Section 4.06*

“Secretary” shall have the meaning ascribed to it in *Section 5.05*.

“Third Party Nomination” shall have the meaning ascribed to it in *Section 6.03(a)(ii)*.

“Treasurer” shall have the meaning ascribed to in *Section 5.06*.

“ULYP” shall have the meaning ascribed to it in *Section 1.01*.

“Vice President” shall have the meaning ascribed to it in *Section 5.04*.

“Voting Body” shall mean all of the Executive Board Members and Current Members of the YP Nickname, collectively, who are entitled to vote.

ARTICLE III MEMBERSHIP

Section III.1. Membership Eligibility and Requirement.

(a) Current Members. A current member is any duly authorized individual in good standing with YP Nickname and shall: (i) have paid the annual YP Nickname membership dues in accordance with *Section 3.03* below; and/or (ii) serve as a member on at least one committee; and/or (iii) participate in activities sponsored by YP Nickname.

(b) Prospective Members. Any prospective Member who is yet to be affiliated or is in good standing with (AFFILIATE NICKNAME) is eligible for membership in YP Nickname. If the Prospective Member chooses to become a member, the individual is eligible to pay dues at any time.

Section III.2. Membership Year. The membership year shall be the fiscal year, Month X to Month X, or such other time as the Executive Leadership Team may specify from time to time.

Section III.3. Membership Dues and Assessments.

(a) Current Members. Annual membership Dues and Assessments for YP Nickname shall be established by the Executive Leadership Team of YP Nickname no later than sixty (60) days of the preceding year. Dues are annual and will be accepted any time by YP Nickname. The Treasurer and/or Membership & Retention chair shall provide notice of the amount of Membership Dues and Assessments to each member.

(b) Prospective Members. Membership Dues and Assessments for Prospective Members are due at any time or meeting established by the Executive Leadership Team of the YP Nickname.

Section III.4. Expulsion of Members. Any Current Member may be expelled by the Executive Leadership Team due to the commitment of illegal or unethical activities. Such expulsion shall only be effective after the affirmative vote of the Executive Leadership Team of YP Nickname. If any Current Member is expelled pursuant to this *Section 3.05*, (AFFILIATE NICKNAME) shall be notified of such expulsion.

Section III.5. Meetings of the Members. Meetings of the Members may be held at such place and such times as the Secretary or the President shall so indicate in the meeting notice. Special meetings of the Members shall be called by the Secretary upon the instruction of the President or the written request of fifty percent (50%) of the Members of record.

ARTICLE IV EXECUTIVE LEADERSHIP TEAM

Section IV.1. Authority. Subject to any limitations set forth elsewhere in these Bylaws, the affairs of YP Nickname shall be under the general direction of an Executive Leadership Team (the “**ELT**”) which shall administer, manage, preserve and protect the property of YP Nickname.

Section IV.2. Enumeration. The ELT shall consist of all of the Officers, as defined in *Section 5.01*, and Committee Chairpersons, as defined in *Section 4.03*. Each of the foregoing members shall be herein referred to as an “**ELT Member**”.

Section IV.3. Committee Chairpersons. Pursuant to *Section 4.02* above, a Committee Chair shall serve on the Executive Leadership Team for a period of one (1) year and shall be appointed to serve by the President.

Section IV.4. Regular Meetings. The Executive Leadership Team shall meet at least quarterly at such date, time, and place as may be determined by the President, or Vice President(s) and notice shall be required for any regular meeting of the Executive Leadership Team in accordance with *Section 4.08*.

Section IV.5. Special Meetings. Special meetings of the ELT may be called from time to time by the President or at the written request of a number of ELT Members constituting a quorum of the ELT team then in office and entitled to vote. The P&P Chair may also call special meetings of the ELT in order to discharge the duties set forth in *Section 4.12* pertaining to the removal of an ELT Member, *Section 5.12* pertaining to the removal of Officers, and *Article VI* pertaining to the Elections. The President or Secretary shall provide notice of a special meeting of the ELT to each ELT Member in accordance with *Section 4.08*.

Section IV.6. Quorum. At all meetings of the ELT, the presence of a majority of the ELT in office and entitled to vote shall constitute a quorum. The act of a majority of the ELT Members entitled to vote at a meeting at which a quorum is present shall be the act of the ELT. Notice of any such meeting shall be given to the ELT Members who are not present.

Section IV.7. Voting. Each ELT Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the ELT.

Section IV.8. Notices. Written notice of the date, time, and place of each meeting of the ELT shall be given to all ELT Members at least fourteen (14) days in advance of the date thereof. Such notice shall set forth the date, time, and place of the meeting. For special meetings, the notice shall also state the general

nature of the business to be transacted. Such notice shall be given at the direction of the President or another designated ELT Member and shall be given to each ELT Member, Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

Section IV.9. Standard of Care and Fiduciary Duty. Each ELT Member shall stand in a fiduciary relation to YP Nickname and shall discharge the duties of the respective positions in good faith, in a manner the ELT Member reasonably believes to be in the best interest of YP Nickname, and with such care, including reasonable inquiry, skill and diligence as a person of ordinary prudent persons would exercise under similar circumstances. An ELT Member shall not be considered to be acting in good faith if the ELT Member has knowledge concerning the matter in question that would cause their reliance to be unwarranted. Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the ELT, a committee of the ELT or an ELT Member shall be presumed to be in the best interests of YP Nickname.

Section IV.10. Consents. Any action that may be taken at a meeting of the ELT may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the ELT Members in office and entitled to vote and shall be filed with the P&P Chair.

Section IV.11. Vacancies. Vacancies occurring as to any committee chairperson positions by death, resignation, removal, refusal to serve, or otherwise shall be filled by appointment by the President or designated Vice President that presides over specified committee within ninety (90) days of the vacancy. The candidate who is appointed shall fill the vacant chairperson position and shall serve the remaining portion of the term of the Chairperson being replaced and until such Chairperson's successor is appointed or until such Chairperson's death, resignation, or removal.

Section IV.12. Removal. Any ELT Member who is absent from two (2) or more consecutive, unexcused regular meetings of the ELT, without notifying the President and the Secretary may be removed from the ELT by no less than two-thirds (2/3) vote of the remaining voting ELT Members taken at a special meeting of the ELT where a quorum exists. Any special meeting called for the purpose of removing an ELT Member shall be called by either the President or the P&P Chair in accordance with the procedures set forth in *Section 4.05* and subject to the conditions set forth in *Section 5.12*.

ARTICLE V OFFICERS

Section V.1. Enumeration. The officers of The YP Nickname shall consist of a President, Vice President of Administration, Vice President of Programs, Secretary, Treasurer, and P&P Chair (each of the foregoing, an **"Officer"**, and collectively, the **"Officers"**).

Section V.2. Term of Office. Except those appointed or elected pursuant to *Sections 5.09, 5.10, and 5.11* each Officer shall serve for a term of two (2) years and until the Officer's successor is duly elected and takes office or until their earlier death, resignation or removal. Officers shall assume office the Monday immediately following the date of the new fiscal year of the YP Nickname elections at which such Officers were elected. No Officer may be elected to serve more than two (2) consecutive terms, in the same position/role.

Section V.3. President. The President shall supervise the general affairs of YP Nickname with the direction of the ELT. The President shall execute all official YP Nickname documents, preside at all meetings of the Members, and the ELT, and appoint chairpersons to Ad Hoc Committees and supervise the

Ad Hoc Committees' respective activities. The President shall appoint chairpersons to Standing Committees after each Standing Committee nominates a candidate and the ELT considers the candidate. The President shall not supervise the activities of the P&P Committee.

Section V.4. Vice President of Administration. The Vice President of Administration shall assist the President in carrying out the objectives of the organization. The Vice President of Administration shall act in the place of the President in the case that the President is unable to act. The Vice President of Administration shall attend all meetings of the executive board and serve as a full member. The Vice President of Administration shall provide guidance and direction to the committees they preside over. The Vice President of Administration shall help develop a balanced program of worthwhile activities for the overall benefit and professionalism of the membership through the committees they preside over. The Vice President of Administration shall perform such other duties pursuant to *Section 5.09*.

Section V.5. Vice President of Programs. The Vice President of Programs shall assist the President in carrying out the objectives of the organization. The Vice President of Programs shall act in the place of the President in the case that the President and the Vice President of Administration is unable to act. The Vice President of Programs shall attend all meetings of the executive board and serve as a full member. The Vice President of Programs shall provide guidance and direction to the committees they preside over. The Vice President of Programs shall help develop a balanced program of worthwhile activities for the overall benefit and professionalism of the membership through the committees they preside over. The Vice President of Programs shall perform such other duties pursuant to *Section 5.09*.

Section V.6. Secretary. The Secretary shall make or cause to be made minutes of all meetings of the Members and the Executive Board and shall disseminate minutes of Member meetings to all Current Members and shall disseminate minutes of ELT minutes to all ELT Members. The Secretary shall assist the President in preparing agendas for the meetings. The Secretary shall make or cause to be made records of YP Nickname activities including, but not limited to, photographs, audio, and video recordings. The Secretary shall be responsible for the timely delivery of all notices of meetings of the ELT and the Members, shall maintain the membership database and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by these Bylaws, or which may be assigned from time to time by the ELT.

Section V.7. Treasurer. The Treasurer shall supervise the financial activities of YP Nickname. Specifically, the Treasurer shall be responsible for (i) the full and accurate accounting of receipts and disbursements, (ii) maintaining a system such that all monies and other valuable effects are deposited in the name and to the credit of YP Nickname in such depositories as shall be designated by the ELT of YP Nickname, (iii) distribution to the ELT Members at the regular meetings of the ELT or whenever they may require it, of an account of the financial condition of YP Nickname. The Treasurer shall also provide the Current Members with financial reports of YP Nickname, including monthly reports at each meeting and annual financial statements at the closing of the fiscal year; notify YP Nickname members of their membership expiration and membership dues two months prior to the expiration date; provide for the collection and receipt of all funds due to YP Nickname; and provide the P&P Committee with a list of those Current Members eligible to vote prior to the monthly meetings of the Members. Upon completion of term of office, the Treasurer shall forward all original YP Nickname materials, records, files, and papers pertaining to the Treasurer's office to the Treasurer-elect.

Section V.8. Chair - Policies and Procedures. The Chair of Policies and Procedures (the “**P&P Chair**”) shall interpret these Bylaws at any meeting of the ELT and/or Members, serve as a resource on proper parliamentary procedure at any meeting of the ELT and Members, serve as a resource to YP Nickname in developing or revising bylaws and other policies and procedures for the governance of YP Nickname. The P&P Chair shall also govern and preside over the General Elections, the removal of an Officer pursuant to *Section 5.12* and, the removal of an ELT Member pursuant to *Section 4.12*.

Section V.9. Resignation. Any Officer may resign at any time by giving written notice to the ELT, or to the President or Secretary of YP Nickname. Any resignation shall take effect immediately upon the date of receipt of such notice or at any later time specified therein.

Section V.10. President Vacancy. Vacancies occurring in the office of President by death, resignation, removal, refusal to serve, or otherwise shall be filled by the Vice President of Administration following the announcement of the vacancy to the members. The Vice President of Administration shall become the President immediately following such an occurrence and shall serve for the remaining portion of the term of the President being replaced, and until the President's successor is elected or until such President's earlier death, resignation or removal. The Vice President of Administration shall become the President and shall assume all of the rights and responsibilities of the President.

Section V.11. P&P Chair Vacancy. Vacancies occurring in the office of P&P Chair by death, resignation, removal, refusal to serve, or otherwise shall be filled by a selection from the ELT. The candidate who is selected by the ELT shall become the P&P Chair immediately following such selection and shall serve for the remaining portion of the term of the P&P Chair being replaced, and until the P&P Chair's successor is elected or until such P&P Chair's earlier death, resignation or removal.

Section V.12. Vacancies of Other Officers. Vacancies occurring in the offices of Vice President, Secretary, or Treasurer by death, resignation, removal, refusal to serve, or otherwise shall be filled by a special election by the Voting Body of members within ninety (90) days of the vacancy. The candidates who are elected at the special election shall fill the vacant officer position and shall serve for the remaining portion of the term of the Officer being replaced and until such Officer's successor is elected or until such Officer's earlier death, resignation or removal.

Section V.13. Removal of Officers. Any Officer may be removed for cause, including the incapacity to serve, by a vote of:

- (a) no less than two-thirds (2/3) of the Voting Body provided that there is a quorum of not less than a majority of the entire Voting Body at which such action is taken by the Voting Body; or
- (b) no less than two-thirds (2/3) of the remaining ELT Members provided that there is a quorum of not less than a majority of the remaining ELT Members at which such action is taken by the ELT.

ARTICLE VI ELECTIONS

Section VI.1. Type of Election.

- (a) General Election. The following Officers shall be elected during a general election (“**General Election**”): President, Vice President of Administration, Vice President of Programs, Secretary, Treasurer,

and P&P Chair. General Elections are those in which all members of the Voting Body are eligible to cast one vote for each office.

Section VI.2. Time of Election. All Elections shall be held at the last meeting of the Members of the fiscal year (the “**Election Meeting**”) every year. At the meeting prior to the Election Meeting, the P&P Chair shall present a slate of nominees to replace those whose terms expire at the end of the fiscal year.

Section VI.3. Nominations.

(a) Methods of Nomination. An Individual Member shall seek election to an office by being nominated one of two ways:

(i) An Individual Member may nominate him or her self by making a declaration of intent (a “**Personal Nomination**”) by no later than two (2) months prior to the Election Meeting; or

(ii) A member of the Voting Body may nominate an Individual Member (a

(iii) Context: “**Third Party Nomination**”) by no later than two (2) months prior to the Election Meeting.

(b) Approval of Nomination. The P&P Committee shall approve the Personal Nomination or the Third Party Nomination upon verification that all requirements for placement on the ballot have been met. These requirements include, but need not be limited to, all requirements set forth in these Bylaws. No candidate shall be elected to office unless an approved Personal Nomination or an approved Third Party Nomination is on file with the P&P Committee. The consent of any nominee must be obtained before his or her name is placed in nomination.

(c) Limitation. No candidate shall run for more than one Officer position in a given election year.

Section VI.4. Candidate Qualifications. Each candidate shall meet the following qualifications in order to be placed on the ballot for an officer position:

(a) Each candidate must be nominated in accordance with *Section 6.03* above;

(b) Each candidate must be a Member in good standing, including but not limited to meeting the financial requirements for the YP Nickname and exhibits good character and representation in public.

Section VI.5. Elections Handbook. The P&P Committee shall assemble an elections handbook (the “**Elections Handbook**”). The Elections Handbook shall contain information on the issues to be decided during the Elections. No candidate shall appear in the Elections Handbook unless the candidate has met the candidate qualifications set forth in *Section 6.05* and the appropriate materials for the Elections Handbook have been submitted to the P&P Committee.

(a) Contents of Elections Handbook. The Elections Handbook shall contain the following:

(i) The date, time and place of the Elections;

(ii) A complete and concise set of voting instructions, including appropriate notices with respect to Voting Body qualifications;

(iii) The complete specification of all election guidelines pertaining to the expected conduct of Members, including campaigning practices; and

(iv) The biography and position statement from each candidate.

(b) Distribution of Elections Handbook. The Elections Handbook shall be distributed by the P&P Chair at least thirty (30) days before the Election Meeting to all Voting Body Members. The Elections Handbook shall be delivered to each Voting Body Member, either personally or by electronic mail (with delivery receipt specified) to each Voting Body Member's electronic mail) appearing on the records of AFFILIATE.

Section VI.6. Voting.

(a) Voter Qualifications. Only the Voting Body, which shall consist of ELT Members and all financial ULYP members in good standing, is eligible to vote. The Treasurer shall forward a list of Members eligible to vote to the P&P Committee no later than thirty (30) days prior to the Election Meeting.

(b) Ballots. Voting shall be by ballot at the Election Meeting. Absentee ballots shall be allowed provided that any absentee ballot must be received by the P&P Committee before all votes are completely tabulated. Each ballot and absentee ballot shall contain the names of all eligible candidates for all open positions. Each Voting Body Member shall cast one vote for each officer position on the ballot.

(c) Vote Tabulation. The P&P Committee and members of YP Nickname assisting the P&P Chair shall collect the ballots, count the votes, and announce the new Officers. The P&P Committee shall oversee the counting of the ballots immediately following the voting procedure.

Section VI.7. Election Results. If more than one candidate runs for an officer position, the winner will be the candidate who received a plurality of the votes cast. In the event that a candidate is unopposed, such candidate must have received a majority of the votes cast. In the event of a tie vote, a run-off election shall occur in accordance with the procedures described in *Section 6.8* below. The results shall be announced at the Election Meeting.

Section VI.8. Run-Off Election. In the event of a tie vote for an officer position, the candidates with the highest equal votes shall participate in a run-off election until one candidate receives a plurality of the votes cast. The run-off election shall occur at the Election Meeting. No absentee ballots shall be allowed for any run-off election.

Section VI.9. Unfilled Positions. If an Officer position, other than the President and P&P Chair, is not filled at the Election Meeting, the President-elect shall appoint a Member to fill such unfilled position. Such appointment shall be confirmed by the ELT-elect. If the P&P Chair position is not filled at the Election Meeting, the ELT-elect shall appoint a Member to fill such position. If the President position is not filled at the Election Meeting, a special election shall be held in accordance with *Section 6.10* and nominations for the President position shall be accepted from the Members.

Section VI.10. Special Elections. Where there is a need for a special election pursuant to *Section 6.09*, the P&P Committee shall submit a special election timetable and present a slate of candidate(s) to the ELT for its confirmation. Upon confirmation by the ELT, the P&P Committee shall then distribute to the Voting Body the special election timetable and the slate of candidates. The special election will then take place at

the time specified in the special election timetable in accordance with the procedures set forth in this *Article VI*.

Section VI.11. Inability of P&P Chair to Serve. In the event that the P&P Chair is unable to fulfill his or her responsibilities or is running for an elected position, the ELT shall appoint an ELT member who is not running for an officer position to assume the rights and responsibilities of the P&P Chair as it pertains to this *Article VI*.

ARTICLE VII CONFLICTS OF INTEREST

Section VII.1. ELT. No ELT Member or any Disqualified Person, as such term is defined below, shall be permitted to enter into any contract or transaction with AFFILIATE NICKNAME unless:

- (a) Such ELT Member discloses to the ELT the material facts as to his or her family member's relationship with or interest in the entity proposing to enter into a contract or transaction with AFFILIATE NICKNAME, and the ELT authorizes the contract or transaction by the affirmative vote of a majority of the disinterested ELT Members (even though the disinterested ELT Members may constitute less than a quorum); and
- (b) The contract or transaction is fair to YP Nickname.

Section VII.2. Fairness to YP Nickname. Factors to be considered in determining whether the contract or transaction is "fair" to YP Nickname include an examination of the following:

- (a) The price and terms of the contract or transaction (the price and terms of the contract or transaction may vary, but must be on a level which the ELT would accept in an arm's-length negotiation, in light of the knowledge that the ELT would reasonably have acquired in the course of such negotiation); and
- (b) Whether the ELT would reasonably determine that the contract or transaction was in the best interests of YP Nickname.

Section VII.3. Violation of Conflict of Interest Requirements. If any Person, who enters into any contract or transaction with YP Nickname without complying with the requirements described above, the ELT may, at its sole discretion:

- (a) Void the contract or transaction in its entirety and recover from such ELT Member any damages and expenses suffered or incurred by YP Nickname as a result of the contract or transaction; or
- (b) Modify the price and terms of the contract or transaction so that YP Nickname receives a price and terms comparable to what any comparable business would receive in an arm's-length negotiation.

Section VII.4. Definition of Disqualified Person. An individual who qualifies as an **"Disqualified Person"** shall include the family member of an ELT Member or any corporation, partnership, association, trust or other entity in which an ELT Member or family member of such ELT Member or serves as a director, officer, partner or trustee, or has a financial interest.

ARTICLE VIII COMMITTEES

Section VIII.1. Standing Committees. The standing committees of YP Nickname shall consist of (i) membership and retention, (ii) fundraising, (iii) personal and professional development, (iv) advocacy & policy, (v) community service, (vi) marketing & communications, (vii) policy & procedures, (viii) education

Section VIII.2. Ad Hoc Committees

(a) Creation. The President, with the confirmation of the ELT, may create from among its Members any other committees (“**Ad Hoc Committees**”) to conduct certain affairs of YP Nickname. An Ad Hoc Committee may consist of one or more ELT Members, Individual Members and/or other persons appointed by such Ad Hoc Committee’s chairperson. Each Ad Hoc Committee shall keep a written record of its proceedings and report the same to any and/or all of the following: President and ELT upon the request of the ELT.

(b) Chairpersons. The chairperson of an Ad Hoc Committee shall be appointed by the President and confirmed by the ELT provided that any chairperson of an Ad Hoc Committee must be an Individual Member of YP Nickname. All chairpersons will report to the designated Vice President or other Officer(s) as designated by the President.

(c) Limitation on Power. No Ad Hoc Committee shall have any power or authority as to any of the following:

- (i) The submission to members of any action requiring approval of members;
- (ii) The amendment or repeal of any vote or resolution of the ELT; or
- (iii) Action on matter committed by these Bylaws or by resolution of the ELT to another Ad Hoc Committee.

(d) Expiration. An Ad Hoc Committee shall cease to exist after the completion of its duties or at the designation of the President, with the vote of the ELT. All Ad Hoc Committees shall automatically expire at the completion of the term of the appointing President. The succeeding President may re-establish any Ad Hoc Committee.

ARTICLE IX MISCELLANEOUS

Section IX.1. Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be held invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section IX.2. Headings. The headings of the various articles, sections and other subdivisions of these Bylaws are for organization, convenience of reference and clarity in interpreting these Bylaws, they shall not modify, define or limit any of the other written material in these Bylaws.

ARTICLE X BYLAW AMENDMENTS

Section X.1. Authority. The Voting Body may amend the Bylaws by an affirmative vote of two-thirds (2/3) of the Voting Body present at a meeting of the Members where a quorum is present.

Section X.2. Notice. The Voting Body shall be given at least thirty (30) days prior written notice of any meeting of the Members at which proposed changes to the Bylaws of AFFILIATE NICKNAME are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be affected thereby.

ARTICLE XI DISSOLUTION

In the event that YP Nickname ceases to exist, all documents, assets and any other property of YP Nickname shall become the property of AFFILIATE NICKNAME immediately following such dissolution.

ARTICLE XII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the chapter may adopt.

ARTICLE XIII INDEMNIFICATION

YP Member will perform work at own risk, and indemnifies YP Nickname against all loss, damages, expense, and liability resulting from injury to property.