

SIXTH AMENDED AND RESTATED BYLAWS OF THE

YOUNG PROFESSIONALS COUNCIL

OF

GEORGIA APPLESEED, INC.

Adopted September 15, 2016

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**ARTICLE I
NAME, PURPOSE, AND AUTHORITY**

Section 1. Name

The name of this organization shall be the Young Professionals Council (the “YPC”), a division within Georgia Appleseed, Inc. (“Georgia Appleseed”).

Section 2. Purpose

The purposes of the YPC shall be:

- (a) to encourage interest and participation in the activities and objectives of Georgia Appleseed;
- (b) to foster the principles of duty and service to the public;
- (c) to provide an opportunity to participate in the systemic work of Georgia Appleseed;
- (d) to develop candidates for membership on the Georgia Appleseed Board of Directors; and
- (e) to encourage the investment of time and talent in the various projects and activities sponsored by Georgia Appleseed.

Section 3. Authority

The YPC is a division of Georgia Appleseed, whose bylaws and action taken under their authority control and supersede these Sixth Amended and Restated Bylaws (these “Bylaws”) and any action taken by the YPC under the authority of these Bylaws. Neither the YPC nor any of its members may act on Georgia Appleseed’s behalf except as authorized by Georgia Appleseed’s bylaws or by action taken under their authority.

Section 4. Fiscal Year

The YPC operates on the same fiscal year as Georgia Appleseed, which is currently a July 1st through June 30th fiscal year.

ARTICLE II OFFICERS

Section 1. Officers and Term of Office

The officers of the YPC shall consist of the President, the President-Elect, the Secretary, the Immediate Past President, the Treasurer and such other officers as the Executive Committee shall establish for the efficient management of the YPC (collectively, the “Officers”). The term of each office shall be the fiscal year.

Section 2. The President

The President shall be responsible for advancing the objectives of the YPC. The duties of the President shall include, but not be limited to, calling and presiding at all meetings of the Executive Committee, appointing chairpersons and members of YPC committees, and liaising with the Georgia Appleseed Board of Directors.

Section 3. The President-Elect

The President-Elect shall perform such duties as may be assigned by the President. During any period in which the President is unable to act, the President-Elect shall perform the duties of the President. The President-Elect shall plan for the forthcoming year to minimize interruption of any ongoing projects of the YPC. The President-Elect also shall perform all other duties incidental to the office of President-Elect as assigned by the President or as the Executive Committee may prescribe from time-to-time.

Section 4. The Secretary

The duties of the Secretary shall include, but not be limited to, keeping full minutes of all Executive Committee meetings, and submitting such minutes for approval at subsequent Executive Committee meetings. The Secretary also shall perform all other duties incidental to the office of Secretary as assigned by the President or as the Executive Committee may prescribe from time-to-time.

Section 5. The Immediate Past President

The Immediate Past President shall perform such duties as may be assigned by the President or as the Executive Committee may prescribe from time-to-time.

Section 6. The Treasurer.

The Treasurer shall be principally responsible for any funds allocated for use by the YPC in the Georgia Appleseed budget. The Treasurer shall also prepare the annual YPC budget which shall be subject to the approval of the Executive Council. The Treasurer shall approve disbursements and perform all other duties incidental to the office of Treasurer as assigned by the President or as the Executive Committee may prescribe from time-to-time.

Section 7. The Election of Officers

The office of President shall be filled by the person who filled the office of President-Elect in the immediately preceding fiscal year. The office of Immediate Past President shall be filled by the person who filled the office of President in the immediately preceding fiscal year. The President-Elect, Secretary and Treasurer shall be elected in the manner provided for in **ARTICLE V** of these Bylaws.

Section 8. Eligibility

Any professional residing or pursuing his or her profession in the State of Georgia, including, but not limited to, a lawyer, a doctor, an accountant, an engineer, an educator, a business executive, or an advanced-degree student, who has not attained the age of forty (40) as of the first day of the forthcoming fiscal year, shall be eligible for election as President-Elect, Secretary, or Treasurer for the term of that fiscal year.

Notwithstanding the foregoing, a person who met the requirements set forth in the preceding paragraph at the time such person was elected President-Elect shall continue to be eligible to serve as an officer of the YPC for the duration of the terms of President and Immediate Past President to which he or she succeeds, and a person who met the requirements of the preceding paragraph at the time such person was elected Secretary or Treasurer shall continue to be eligible for election as President-Elect for the two fiscal years immediately following the fiscal year during which he or she served as Secretary or Treasurer, and, if so elected as President-Elect, shall continue to be eligible to serve as an officer of the YPC for the duration of the terms of President and Immediate Past President to which he or she succeeds.

**ARTICLE III
THE EXECUTIVE COMMITTEE**

Section 1. Purpose and Powers

There shall be an Executive Committee of the YPC (the “Executive Committee”) which shall manage the business and affairs of the YPC.

Section 2. Composition of the Executive Committee

The Executive Committee shall have no more than thirty (30) voting members, comprised of the President; the President-Elect; the Secretary; the Treasurer; the Immediate Past President; the Treasurer, and no less than seven (7) and no more than twenty-five (25) voting members at large (“Members at Large”). Any Member at Large elected to an office shall remain on the applicable Panel (as described below) during such Member’s term of office; provided, however, for the avoidance of doubt, such Member at Large shall continue to have only one (1) vote.

Section 3. Eligibility – Voting Members

Any professional residing or pursuing his or her profession in the State of Georgia, including, but not limited to, a lawyer, a doctor, an accountant, an engineer, an educator, a business executive, or an advanced-degree student, who has not attained the age of forty (40) as of the first day of the forthcoming fiscal year, shall be eligible for election as a Member at Large of the Executive Committee pursuant to Section 2 of this Article. Notwithstanding the foregoing, a person who met the requirements of this Section 3 at the time such person was elected as a Member at Large shall continue to be a Member at Large for the duration of his or her then-current term of membership pursuant to Article III, Section 4 below.

Section 4. Term of Membership

The Officers shall be voting members of the Executive Committee during their term of office pursuant to Section 2 of this Article. Members at Large shall be voting members of the Executive Committee and shall serve staggered two (2) year terms, and shall be evenly, if possible, divided among two panels: Panel A and Panel B. The term for Panel A shall end at the end of the fiscal year for numerically even years, and the Panel A Officers and Members at Large as of the date of adoption of these Bylaws are listed on **Exhibit A** attached hereto. The term for Panel B shall end at the end of the fiscal year for numerically odd years, and the Panel B Officers and Members at Large as of the date of adoption of these Bylaws are listed on **Exhibit B** attached hereto.

Section 5. Ex-Officio & Emeritus Members

The Executive Director of Georgia Appleseed shall be an ex-officio member of the Executive Committee. The Executive Committee may appoint an unrestricted number of ex-officio members. Any individual shall be eligible to serve as an ex-officio member of the Executive Committee, and all ex-officio members shall be non-voting members of the Executive Committee.

Any person serving on the Executive Committee who is no longer eligible to serve because of his or her age may continue to serve on the Executive Committee as an Emeritus Member. Emeritus Members of the Executive Committee shall be elected annually to one (1) year terms and shall have the same voting rights as any other voting Executive Committee Member; provided, however, that Emeritus Members of the Executive Committee shall not be counted toward the total voting members of the Executive Committee referenced in Section 2 above. Emeritus Members shall become ineligible to serve as such after attaining the age of forty-five (45).

Section 6. Election and Removal of Members of the Executive Committee

The Members at Large and Emeritus Members of the Executive Committee shall be elected in the manner provided for in **ARTICLE V** of these Bylaws. The Executive Committee may, at any meeting called in accordance with these Bylaws, by two-thirds affirmative vote of the total voting membership of the Executive Committee, remove any Member at Large or Emeritus Member from the Executive Committee with or without cause.

ARTICLE IV MEMBERSHIP

Any professional residing or pursuing his or her profession in the State of Georgia, including, but not limited to, lawyers, doctors, accountants, engineers, educators, business executives, or advanced-degree students, who has not attained the age of forty (40) shall be eligible to join the YPC. Any eligible individual expressing interest in participating in YPC activities and in furthering the purposes of the YPC set forth in **ARTICLE I** shall be added to the roster of YPC members (each, a “YPC Member”). YPC Members shall be eligible to participate in all YPC events and committees. All inquiries regarding joining the YPC shall be referred to the Outreach and Recruiting Committee which will maintain a list of YPC Members. YPC Members shall serve on the YPC until the earliest to occur of their resignation, removal or attaining the age of forty (40). Any member may resign by notifying the Executive Committee in writing, and any YPC Member may be removed by the affirmative vote of the Executive Committee. YPC Members, as such, shall have no voting rights on YPC matters.

ARTICLE V ELECTIONS

Section 1. Qualifications for Voting and Making Nomination

Only members of the Executive Committee or Directors of Georgia Applesseed shall be eligible to nominate individuals for election as President-Elect, Secretary, Treasurer or Member at Large of the Executive Committee.

Section 2. Nominations

Nominations for candidates for the offices of President-Elect, Secretary and Treasurer shall be made in writing no sooner than thirty (30) days prior to the last meeting after the fiscal year and no later than orally during the final meeting of the fiscal year. Members eligible for election as Emeritus Members of the Executive Committee shall be automatically nominated for service, unless (a) such person declines the nomination, or (b) the nomination is not made with respect to an eligible person by the determination of two-thirds of the Executive Committee. Nominations for candidates for the Executive Committee may be made at any meeting of the Executive Committee. Each nomination for any office or Executive Committee must be seconded by another member of the Executive Committee or a Director of Georgia Applesseed before such individual is eligible for election.

Section 3. Elections

The election of Officers and Executive Committee Members shall occur at the final Executive Committee meeting of the fiscal year. Absent a determination of the Executive Committee to vote in a different order, the election of Officers and Executive Committee Members at Large shall take place in the following order: (1) election of the President-Elect, (2) election of the Secretary, (3) election of the Treasurer, and (4) Executive Committee Members at Large, and (5) Emeritus Members of the Executive Committee. In addition to the

election of Executive Committee Members at Large at the final meeting of the fiscal year, election of nominees for Executive Committee membership may be made at any meeting of the Executive Committee. For any election, unless a ballot election is requested by any member of the Executive Committee prior to or at the meeting when the election is to be held, each member physically in attendance at the Executive Committee meeting shall vote by a show of hands, or if attending the meeting by phone, shall vote orally. A majority vote of those present and qualified to vote and voting shall be sufficient for the election of an individual to any office or the Executive Committee. In the event voting by ballot is requested for an election, the form of the ballot and manner of ballot submission shall be determined by the President and President-Elect.

ARTICLE VI REMOVAL AND VACANCIES

Section 1. Removal of Officer With or Without Cause

The Executive Committee may, at any meeting called in accordance with these Bylaws, by two-thirds affirmative vote of the total voting membership of the Executive Committee, remove any Officer from office with or without cause.

Section 2. Vacancies

Vacancies shall be filled as follows:

(a) Any vacancy arising in the office of President shall be filled by the President-Elect, who shall hold the office of President until the expiration of the unexpired term and shall serve as President for the fiscal year during which he or she would have served as President.

(b) Any vacancy arising in the office of President-Elect shall remain unfilled for the unexpired term, unless the Executive Committee determines to elect a new President-Elect. Absent such determination, an election for the office of President-Elect shall be held at the final Executive Committee meeting of the fiscal year.

(c) Any vacancy arising in the office of Secretary or Treasurer shall be filled for the unexpired term by such person elected at the next meeting of the Executive Committee by majority vote of those present and qualified to vote and voting.

ARTICLE VII COMMITTEES

Section 1. Committees Generally

The purpose and work of the YPC shall primarily be accomplished through Project Committees and Special Committees. The Executive Committee shall supervise the efforts of Project Committees and Special Committees. Final decision making authority regarding YPC matters is vested in the Executive Committee, unless otherwise provided for in these Bylaws.

Section 2. Committee Chairpersons

The Chairperson of each Project Committee and Special Committee (collectively “Committee Chairpersons”) shall be appointed by the President and shall serve at the pleasure of the President.

Section 3. Project Committees

By two-thirds affirmative vote, the Executive Committee may establish Project Committees. The members of each Project Committee shall be selected by the Committee Chairperson. As of the effective date of these Bylaws, the only Project Committees is Public School Discipline Hearing Representation.

Section 4. Special Committees

The President may establish such Special Committees as he or she may deem necessary and proper and shall designate their duties and their size. The members of each Special Committee may be selected by the President, or the President may delegate the appointment of committee members to the Committee Chairperson of such Special Committee. As of the effective date of these Bylaws, the Special Committees are as follows (i) Outreach and Recruiting, (ii) Events, and (iii) Nominations and Governance. The Nominations Committee will be comprised of the ex-officio officers, with the most recent Immediate Past President serving as chair.

**ARTICLE VIII
MEETINGS**

Section 1. Executive Committee Meetings

The Executive Committee shall meet no fewer than four (4) times during each fiscal year. Notice of such meetings shall be given by e-mail to all members of the Executive Committee no fewer than fourteen (14) days before such meetings. Additional meetings may be called by the President as the need arises.

Section 2. Committee Meetings

Project Committees and Special Committees shall meet as often as necessary in order to perform their duties, upon the call of the applicable Committee Chairperson.

Section 3. Conduct of Meetings

All meetings of the Executive Committee, or any Project Committees or Special Committee, may be conducted in person, by any means of communication by which all persons participating may simultaneously hear each other during the meeting, or by correspondence or other writing (including but not limited to e-mail), without assembling in person at any particular place. Attendance at any meeting by telephone or video conference shall, for all purposes, constitute the presence of an individual at such meeting.

Section 4. Quorum

A majority of the members of a committee shall constitute a quorum.

Section 5. Voting at Meetings

Except as otherwise provided in these Bylaws, all questions coming before any committee when duly convened shall be decided by a majority of the members present and voting.

Section 6. Minutes

The Secretary shall prepare written minutes of each Executive Committee meeting in a manner to be prescribed by the Secretary. Provided that no comments or changes to the draft minutes have been made or circulated, the minutes from any Executive Committee meeting may be approved by a majority of the members attending an Executive Committee meeting without the presence of a quorum.

Section 7. Action Without a Meeting

Unless a specific provision of these Bylaws provides otherwise, any action required or permitted to be taken at an Executive Committee meeting may be taken without a meeting, if the action is taken by a majority of the members of the Executive Committee. The action must be evidenced by a written or electronic consent (including but not limited to e-mail) describing the action taken, approved by a majority of the Executive Committee, and delivered to the Secretary in written or electronic form for inclusion in the minutes or filing with the YPC records.

**ARTICLE IX
LEGISLATION AND PUBLICITY**

Section 1. Legislation

No legislation shall be recommended, approved or disapproved in the name of the YPC unless there has been a report thereon by a YPC committee and unless such action is taken by a vote of a majority of the members of the Executive Committee present at any meeting of the Executive Committee. Any such recommendation, approval or disapproval shall be submitted to Georgia Appleseed for consideration in accordance with its bylaws.

Section 2. Public Endorsement and Publications

No public endorsement of any kind in the name of the YPC shall be made, and no publication in the name of the YPC shall be distributed, except by a vote of a majority of the members of the Executive Committee present at any meeting of the Executive Committee, followed by the approval of Georgia Appleseed.

**ARTICLE X
AMENDMENTS**

These Bylaws may be amended only at a meeting of the Executive Committee by motion made in writing to the President and Secretary at least five (5) days prior to such meeting. A copy of the proposed amendment or amendments shall be circulated to all members of the Executive Committee at least one (1) day prior to such meeting. The motion shall then be voted upon at the meeting and shall require a majority vote of those members of the Executive Committee present for adoption. Notwithstanding the foregoing, the President may from time-to-time update the Exhibits hereto to reflect the then current Panel A and Panel B members of the Executive Committee.

I, Rachel Platt, Secretary of the YPC, do hereby certify that the foregoing is a true and complete copy of the Sixth Amended and Restated Bylaws of the YPC as submitted to, adopted, and ratified as such by its Executive Committee to be effective as of the 15th day of September, 2016.

Rachel Platt, Secretary

EXHIBIT A

**PANEL A MEMBERS AT LARGE
(Term Expires June 30, 2018)**

Ross Burris

Eric Fisher

Stan Hill

Ebony Mobley

Micah Moon

Rachel Platt

Suhail Seth

Trey Stephens

Jennifer Young

Rachael Zichella

Scott Zweigel

EXHIBIT B

**PANEL B MEMBERS AT LARGE
(Term Expires June 30, 2017)**

Landan Ansell

Alison Ballard

Cam Ellis

Craig Friedman

Kim McWhorter

Ranjana Ramchandran

Rebekah Runyon

Lauren Zeldin