

BYLAWS OF WC HYPE
(Adopted - 11/29/2007)

ARTICLE I
INTRODUCTION

1.1 Definition of Bylaws. These Bylaws constitute the code of rules adopted by Webster City HYPE (Herein referred to as WC HYPE) and otherwise known as WC HYPE (Helping Young People Engage).

1.2 Purpose. To be the voice of young people in our community and continuously make strides to make Webster City a great place to live.

1.3 Structure. WC HYPE is led by a board of (7) members. Within the board are the executive offices of President, Vice President, Secretary, Treasurer and three other board members.

ARTICLE II
MEMBERSHIP

2.1 WC HYPE shall have one class of members called (“General Member”) consisting of any individual **age 21-45** who shares in the goals of WC HYPE upon payment of dues. General Members must satisfy the following criteria: (i) Complete an Application for Membership; (ii) Pay annual dues for General Membership set forth by the Board; and (iii) Meet such other criteria applicable to General Membership, as the Board may deem appropriate from time to time.

2.2 Voting Rights of General Members. General members are entitled to one vote in person at the Annual Meeting for the proposed slate of WC HYPE Board and /or for any subject properly submitted for vote at any meeting for the general membership. A simple majority vote by the general membership present at the annual meeting will approve the slate.

2.3 Membership Dues. All General members shall be required to pay \$25 per person or \$40 per couple in annual membership dues to maintain good standing. Memberships are good for one year expiring on December 31st each year.

ARTICLE III
BOARD

3.1 Purpose. The WC HYPE Board of Directors (herein referred to as the Board) shall manage the business, property and affairs of WC HYPE.

3.2 Qualifications of Board Members. Each Board Member shall be a WC HYPE General Member in good standing.

3.3 Monthly Board Meetings. Board meetings will be held on monthly basis.

3.4 Term of Board Position. The original Board Members will hold their position for a duration of either opting out or by rule 3.6. On January 1, 2009, two seats on the board will be open to our membership to be voted in by our members. These two additional seats will be up for re-election every two years which will be voted upon by our membership. Each Board Member shall hold office for the term which he or she was elected until a successor is elected and seated. Elections will be held at the annual meeting of members.

3.5 Term Year. All Board Members elected by the General Membership will take office in January of the year immediately following the Annual Meeting or the month after the Annual Meeting if not held in November.

3.6 Removal of Board Members. Board Members will be removed immediately when said member no longer meets the criteria set forth in 2.1. A Board Member may also be removed by a majority vote of the Board for failure to attend three (3) consecutive or any four (4) meetings of the Board in one calendar year.

3.7 Vacancies. Vacancies in the Board shall be filled by appointment made by recommendations of the Board and approved by the remaining Board Members. The Member filling the vacancy will complete the said term of office.

3.8 Power to Amend Bylaws. Upon a majority vote of the Board, the Board shall have the power to make and amend any bylaw or bylaws.

3.9 Power to Appoint Other Officers and Agents. The Board shall have the power to appoint other officers and agents as the Board may deem necessary for transaction of the business of WC HYPE

3.10 General Voting. A majority vote of the Board will be required for approval of agenda items during regularly scheduled Board Meetings. A majority vote of all meetings involving General Members will be required for agenda items that require action or decision.

ARTICLE IV OFFICERS

4.1 President. The President shall be the Chief Executive Officer of WC HYPE and shall preside over all meetings of the Board and of its members. He or she shall have general and active management of the business of WC HYPE and shall see that all orders and resolutions of the Board are carried to effect. The President will perform the duties of the Treasurer when he or she is unable to execute the duties required by these Bylaws due to an absence. The President shall be an ex-officio member of all standing committees and shall have the general powers and duties or supervision and management

usually vested in the office of President of a corporation and perform, in general, all duties incident of the office of President and such other duties as may be required by law of these Bylaws, or which may be assigned by the Board.

4.2 Vice President. The Vice President shall see that he or she takes the necessary actions and steps to understanding the responsibilities of the President. The Vice President should attend all committee meetings where the President cannot attend. He or she may be assigned special projects or other duties as necessary.

4.3 Treasurer. The Treasurer shall be responsible for the development, oversight and maintenance of the WC HYPE budget. Other responsibilities include but are not limited to writing checks, making deposits, preparing financial updates for the Board and collection of dues.

4.4 Secretary. The Secretary shall attend all mandatory meetings (as deemed appropriate by the Board) and shall preserve in the books of WC HYPE true minutes of the proceedings of all meetings. He or she shall give all notes required by statute, bylaw or resolution and shall perform any other duties as may be delegated by the Board. In the Secretary's absence, the President may delegate the duty of minutes taking.

ARTICLE V NOMINATIONS, ELECTIONS AND APPOINTMENTS

5.1 Nominations of Board. The Board shall request nominations from the General Membership to fill 7 elected Board seats sixty (60) days prior to the Annual Meeting. The consent of any nominee must be obtained before his or her name is placed in nomination.

5.2 Notification of Nominees. The Secretary will coordinate all General Members that are nominated or nominating themselves in the nomination process. The Board shall inform the General Membership of the proposed slate at least fifteen days prior to the annual meeting.

5.3 Election of the Board. A final slate for the elected positions shall be prepared by the Board and presented to the General Membership at the Annual Meeting. Each General Member is entitled to one vote to approve the proposed slate.

5.4 Election of Officers. Once the results of the proposed slate are determined by a vote of the General Membership, a Board Meeting shall be held no later than 15 days after the Annual Meeting to determine the seating of officers. Officers will be seated upon nomination and deliberation by the Board during said meeting.

ARTICLE VI MEMBERSHIP ANNUAL MEETINGS

6.1 Place of Meetings. Any and all meetings of the member and of the Board shall be held within the Webster City area.

6.2 Annual Meeting of Members. The Annual Meeting shall be held within the month of November .

6.3 Purpose of the Annual Meeting. The purpose of the Annual Meeting of the General Members shall be to elect the Board and fill vacancies to the Board and to transact other business, which may properly come before the General Membership.

6.4 Notice of Annual Meetings of Members. At least fifteen (15) days prior to the date fixed by 5.2 of these Bylaws for the holding of the Annual Meeting of member, written or electronic notice of the time and place of the meeting and the slate of nominations for officers shall be mailed or emailed to each member. If mail, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on membership records.

6.5 Delayed Annual Meetings. If, for any reason, the Annual Meeting of the Members is not held on the designated day, the meeting may be called and held as a Special Meeting, and the proceedings may be there as at an Annual Meeting, provided that Notice of meeting shall not be less than seven (7) days.

ARTICLE VII SPECIAL MEETINGS

7.1 Special Meetings of the Members. A Special Meeting of the members may be called at any time by the President or by a majority of the Board. The method by which the meeting may be called are as follows: (i) Upon receipt of written or electronic notice setting forth the date and objections of the proposed Special Meeting, signed by the President or by the majority of the Board, the Secretary shall prepare, sign and mail a Notice requisite to the meeting. (ii) The notice may be signed by the stamped, typewritten or printed signature of the Secretary.

7.2 Notice of Special Meetings. At least seven (7) days prior to the final date fixed for the holding of any special meeting of members, written or electronic notice of the time, place and purpose of the meeting shall be mailed or e-mailed to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his or her address as it appears on membership records. Business not mentioned in the Notice shall not be transacted at the meeting.

ARTICLE VIII
QUORUMS

8.1 Quorum of General Members. Presence in a person of members representing ten (10) percent of members in good standing of WC HYPE shall constitute a quorum at any meeting of the General Membership.

8.2 Quorum of the Board. Presence in person of the Board representing a majority of the Board shall constitute a quorum at any meeting of the Board.