



THE LEHIGH VALLEY PROFESSIONALS

BY-LAWS

(VERSION 2.0)

Lehigh Valley Professionals

Care of POC: Board of Directors

Web site: <http://www.lvprofessionals.org>

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The content within was approved by the Executive Committee on October 10, 2014. This edition supersedes all previous editions.

CHAPTER 1 – MISSION, ORGANIZATION AND OBJECTIVES

ARTICLE 1

The Lehigh Valley Professionals (LVP), hereinafter referred as “the Organization”, was created in 2002 to foster a professional forum where professionals can meet in a welcoming environment to network and find employment.

The Organization shall carry out its functions in accordance with the provisions set forth in the LVP Operation Manual, the LVP Code of Conduct, and the contents within these By-laws.

The Organization currently meets at the PA Careerlink Lehigh Valley Offices at 555 Union Boulevard in Allentown and maintains cooperative interaction benefitting both Organizations.

ARTICLE 2

The mission of the Organization shall be to educate, support, and promote networking among professionals seeking professional employment opportunities. The Organization will run regularly scheduled forums or meetings to the benefit of its mission. The Organization will recruit speakers to present topics that may be of benefit to the members. The Organization shall participate in conferences, job fairs, and activities that promote the organization and its members.

The Organization official mission statement:

- To provide fellow professionals of the greater Lehigh Valley in transition with a positive environment to network.
- To provide members with an opportunity to learn effective employment acquisition strategies.
- To provide members with an open forum within which they can challenge themselves, improve their current skills, or learn new ones.
- To support the business community of the greater Lehigh Valley with an alternative means to accomplish needs and goals currently outside their ability or resources.
- To support the economic development and sustainability of the greater Lehigh Valley with a source of accomplished, credentialed, degreed and experienced talent to fulfill the occupational requirements of local businesses.

CHAPTER 2 -DUTIES OF THE ORGANIZATION LEADERSHIP

ARTICLE 3

Executive Committee – The Executive Committee (EC) is the leadership focused on the day to day operation of the Organization. Executive Committee consists of the Executive Chair, Executive Co-Chair, and the Chairs from each of the committees. They shall meet on a regular basis to report the progress of each committee along with the overall oversight of the organization. They are responsible for disseminating a meeting summary in a timely manner to the Organization. The standing committees shall be Membership, Alumni, Program, Marketing, Information Technology, Training and other committees approved by the Executive Committee and or the Board of Directors.

Executive Chair - The Executive Chair shall be responsible for conducting the affairs of the Organization and for executing the policies established by the Organization. The Executive Chair shall sit on all committees. All committees shall report to the Executive Chair. The Executive Chair can delegate responsibilities where appropriate. The Executive Chair may also appoint members to vacant Chair or co-chair positions.

Executive Co-Chair - The Executive Co-Chair shall assist the Executive Chair and substitute for the Executive Chair in his/her absence. The Executive Co-Chair automatically takes the Executive Chair position when the Executive Chair is vacant. The 2nd Executive Co-Chair position, if filled, may then become the Executive Co-Chair.

Membership Chair – The Chair of Membership shall be responsible for coordinating activities with the Executive Committee and to develop and execute the plan to attract, qualify, and maintain Active membership. The Membership Chair along with the membership committee approves members for the Organization.

Alumni Chair – The Chair of Alumni shall be responsible for coordinating activities with the LVP Alumni, identifying and sharing news/opportunities between LVP Alumni and active members, and communicating with the Chair of Membership and Chair of Information Technology and any other Organization support personnel regarding Alumni membership status.

Program Chair – The Chair of Program shall be responsible for identifying topics of interest for members by securing speakers, trainers, expert panels, and appropriate qualified members to address membership meetings with focus on targeting, networking, and reemployment appropriate to LVP demographics. In addition, the Chair of Program is responsible for posting speaker information to members, and contacting, coordinating and following-up with presenters in a timely manner. They should also be vigilant to protect the membership from programs that do not represent the needs of the majority of the membership as described in the organizational mission. Program Chair must detail and report on all planned programs to EC and BOD in advance of their presentation.

Marketing Chair - The Chair of Marketing shall be responsible for identifying opportunities, planning strategies, and executing tactics to promote exposure and awareness of the benefits of working with Lehigh Valley Professionals to do businesses within the greater Lehigh Valley area. This includes developing and executing events or programs that will bring hiring managers to LVP when they are looking to fill professional positions. Marketing coordinates with other committees to assure maximum benefit to members.

Chair of Information Technology – The Chair of Information Technology shall be responsible for maintaining and keeping up-to-date applications, database, website, and other technologies that are related to LVP. This includes proactively updating new/current membership information and ensuring LVP information is kept secure and confidential.

Training Chair – The Training committee shall be responsible for creating and presenting training to the membership. Training introduces topics current with LVP needs and employment trends.

Treasurer – The Treasurer shall be responsible for handling of all funds of the Organization and providing a regular accounting of the funds in a responsible manner. The Treasurer shall provide all information required by the Auditor. The Treasurer shall report to the Executive Chair. The Treasurer shall be appointed by the Executive Committee.

Auditor / Compliance Officer – The Auditor is responsible for auditing of all funds collected or otherwise maintained by the Organization. The Auditor shall report to, and is appointed by, the Executive Committee.

Other Support Personnel – Ongoing support by alumni members is welcomed. Support personnel are authorized to assist the Organization as necessary toward the fulfillment of the Mission.

ARTICLE 4

Board of Directors - The Board of Directors (BOD) is a body of appointed persons who jointly oversee the strategic direction of the Lehigh Valley Professionals. The Executive Committee, focused on the day to day operations of the Organization, should defer to the BOD any unresolvable issues or any issues of a strategic nature for advice and resolution. The BOD shall be the final authority on questions pertaining to the LVP By-Laws. The BOD shall convene special meetings of the Executive Committee when they deem it necessary and be the Chair and mediator of such meetings. The BOD shall meet with the operational Chairs as needed in addition to special meetings called by the Organization. Changes made to the LVP By-Laws, Members Code of Conduct, Operational Manual, or other official business decision must be approved by the BOD. See the Governance section of these By-Laws.

Chairman, Board of Directors – The Chairman of the BOD is responsible for calling meetings of the Board and presiding over those meetings.

Vice Chairman, Board of Directors – The Vice Chairman of the BOD fulfills the Chairman’s role at the discretion, or in the absence, of the Chairman.

Secretary, Board of Directors – The Secretary of the BOD shall record and report on the minutes of any official BOD meeting. The Secretary shall declare a quorum at the annual meeting.

Treasurer, Board of Directors – The Treasurer shall handle any monies collected, or for use of, the BOD.

CHAPTER 3 - MEMBERSHIP

ARTICLE 5

The Organization's membership is open to professionals currently in their field of expertise or those who are interested in entering into the professional fields. Membership is recommended for those who have a college degree or equivalent experience of at least 5 years as a professional position that would normally require a college degree. Additional requirements can be found in the Member Qualifications of the Operation Manual.

Membership groups shall consist of Active members, those who are currently looking for employment and Alumni members. Alumni may consist of persons no longer looking for new opportunities or those employed, but actively searching.

Members shall satisfy the requirements of the Organization as outlined in the Membership's Operation Manual. Waivers to this rule may be granted by the Executive Committee and his/her case has been presented to the Executive Committee. The Executive Committee is solely authorized to grant a waiver to this rule.

Members shall adhere to the codes of conduct stated in the LVP Code of Conduct. Failure to satisfy these requirements could result in being dismissed from the Organization. The Executive Committee shall have the authority to reconsider membership of those whose conduct does not follow the LVP Code of Conduct.

CHAPTER 4 – GOVERNANCE

ARTICLE 6

The Board of Directors (BOD) is responsible for the strategic direction of the Organization. The Executive Committee (EC) is responsible for the day to day operations and activities of the Organization. The Executive Committee will defer to the BOD any issues that involve strategic issues or require resolution not available at the EC level.

The governance of the Organization shall be under the direct supervision of the Executive Committee. The Executive Committee shall consist of current active Chairs. In the event of a tie vote in the Executive Committee, the issue in question may be resolved with consultation of the Board of Directors. The Board of Directors may ask, at their discretion, that the issue be presented to the general membership.

The Executive Committee can create or dissolve new Chair positions, committees, and forums as needed. The Executive Committee is not required to have Chairs in all Committees so long as their duties are handled by the remaining EC leaders.

Upon the departure of any member of the Executive Committee, the co-chair would automatically replace the vacant position. If no co-chair exists the Executive Chair, with the consultation of the other Chairs should select a replacement. The Chairs shall be Executive Chair, Executive Co-Chair(s), Chair of Marketing, Chair of Membership, Chair of Alumni, Chair of Program, Chair of Information Technology, and Chair of Training.

In the case where the Executive Chair has departed and there are no Executive Co-Chairs, the remaining EC Chairs may select a temporary replacement. A general election shall be held within 60 days for the position of Executive Chair.

Any Chair may be removed by a minimum two thirds vote of the EC. Any Director may be removed by a minimum two thirds vote of the BOD.

The Executive Committee generally meets in private, but may invite guests.

All marketing and public announcements must be approved by the Executive Committee prior to publication.

The EC may request that an election be held to determine a new Executive Committee. If this method is chosen, refer to the LVP Elections Process for how the Executive Committee may be selected.

The Board of Directors shall consist of a minimum of nine voting members. One permanent position on the BOD shall be the Founder. One other permanent position shall be the current Executive Chair. Up to two positions may consist of key members of the community that support the Organization. All remaining positions of the BOD may be any member or alumni member in good standing.

The BOD shall meet a minimum of three times each year. The BOD shall meet in person at least one time per year for an annual meeting. At that meeting the BOD will select by nomination process and vote for a Chairman, Vice Chairman, Treasurer, and Secretary for the upcoming year. Each year three board members will be up for re-

appointment. A nomination, second, and majority vote is required to re-appoint each member. Directors must indicate their willingness to serve.

The Board of Directors shall meet with the Executive Chairs as needed in addition to special meetings called by the Organization.

Each Board member shall have one vote. Vote shall be based on simple majority. A quorum is required for a vote. A quorum shall be of at least five board members and the Chairman. The Chairman votes only in a tie.

In extraordinary circumstances, the BOD may dissolve the current EC or any Chair through a two-thirds vote to protect the integrity of the Organization mission.

CHAPTER 5 – FINANCIAL PROVISION

ARTICLE 7

LVP fiscal year starts on July 1st and ends on the last day of June. The budget for the organization shall be drawn up for each fiscal year by the Executive Committee and approved by the Board by July 1st. The budget is then reported to the Organization.

The Executive Committee, with the approval of the Board, shall decide all matters pertaining to the finances of the Organization.

All expenditures must be approved by the Executive Committee. Expenditures over \$1,000 must also be approved by the Board.

LVP “Refreshment Fund” will be the responsibility of the Treasurer who will provide reports to the Executive Committee as requested.

Future requests to be paid by outside organizations must be submitted in writing to the Executive Committee with cost and justification. The Executive Committee will provide written authorization.

ARTICLE 8

The Organization shall perform actions it deems necessary to support the financial and organizational integrity. This may include, but not be limited to, mandatory participation, dues, and investments. The Organization shall make all reasonable efforts to retain a balance of money to cover future large expenses and startup venture costs, but may secure loans if required. Any changes to the securing of funds or investing of funds shall be reviewed and approved by the Board and voted on by its members at the next general meeting.

CHAPTER 6 – ADDITIONAL PROVISIONS

This document or any section thereof may be amended or updated by the request of the Executive Committee or the Board of Directors. New By-laws will then be approved by a two thirds vote of the Board of Directors.

ARTICLE 9

The Board of Directors shall make any necessary interpretations of these By-laws. The BOD shall appoint a committee or person for ongoing review or update of these by-laws.

ARTICLE 10

The LVP Organizational history will be maintained by a Board volunteer.

ADMENDMENTS TO THE BY-LAWS

1. On March 26, 2008, the draft of the LVP By-laws was developed and was sent out for review. *Author:* Thiep Pham, Founder. *Reviewer:* Karen McAndrew-Bush, Business and Industry Relations - PA CareerLink Lehigh Valley.
2. On August 14, 2008, the updated draft was sent out to Karen McAndrew-Bush for review. *Author:* Thiep Pham.
3. On October 10, 2008, the final draft was sent out to Karen McAndrew-Bush for final review prior to submitting to the Executive Committee. *Author:* Thiep Pham.
4. On November 26, 2008, the draft was provided to the LVP Executive Committee for review and to make any changes.
5. On December 5, 2008, the LVP Executive Committee, Thiep Pham, and Karen McAndrew-Bush met to discuss the LVP By-laws version 1.0.
6. On February 23, 2009, the updated version of the LVP By-laws version 1.0 was provided to the LVP EC for review.
7. On February 27, 2009, LVP By-Laws version 1.0 was signed off by the Executive Committee with Thiep Pham and Karen McAndrew-Bush.
8. On May 12, 2014, Re-write team met to establish LVP By-Laws version 2.0 draft for EC and other key persons to review.
9. October 10, 2014 – Final version 2.0 LVP By-Laws approved by EC