

BYLAWS
of the
Young Friends Network of the
International Institute of Metropolitan St. Louis

Adopted: February 3, 2007

**YOUNG FRIENDS NETWORK OF THE
INTERNATIONAL INSTITUTE OF METROPOLITAN ST. LOUIS
BYLAWS**

ARTICLE I

Purpose

The purposes of the Young Friends Network of the International Institute of Metropolitan St. Louis (“YFN”) shall be: (1) to build a healthier community by assisting newcomers to the United States of America become productive citizens; and (2) to promote public awareness of the important contribution ethnic diversity makes to the Metropolitan St. Louis, Missouri area’s economy and quality of life. The YFN intends to accomplish these purposes by providing support to the International Institute of Metropolitan St. Louis and by organizing its own events and initiatives. Membership is open to all individuals interested in furthering the purposes of the YFN.

ARTICLE II

Board

Section 1

The business and property of the YFN shall be managed by its Board which shall be composed of three (3) voting Board Members. In addition, the Immediate Past President of the Board shall serve as a nonvoting Board Member, but shall have the ability to cast a tiebreaking vote in any vote taken by the Board Members.

Section 2

Board Members shall be elected for eighteen (18) month terms. A meeting of the YFN shall be held at least three (3) months prior to the expiration of the existing Board’s term for the purpose of electing new voting Board Members (President, Vice-President and Secretary/Treasurer) and transacting such other business as may properly come before the YFN (the “Election Meeting”).

Section 3

The Board Members, except for the Immediate Past President of the Board, shall be elected at the Election Meeting of the YFN. Candidates for the Board Member positions shall be self-nominated, but in no event shall a person who has not previously served as a Board Member or Committee Chair be considered as a candidate for a Board Member position. A Board Member may be elected to serve two successive eighteen month terms after which that Board Member may not be re-elected until one full term has elapsed. However, in no event shall a person serve two successive terms as President.

Section 4

Any vacancy on the Board may be filled at any subsequent meeting of the Board through election by the remaining Board Members. Board Members so chosen shall serve for the remainder of the unexpired term for which the person whom such Board Member is replacing was elected. Filling such an unexpired term shall not prevent one from being

elected and re-elected to additional eighteen-month terms. The Board may also remove any Board Member who fails on a regular basis to attend the scheduled meetings of the Board, unless the Board Member is contributing to the purposes of the YFN or the functions of the Board in a significant manner, as determined in the sole discretion of the Board. The Board, by affirmative vote of two-thirds (2/3) of the Board then in office may remove a Board Member.

Section 5

The Board shall hold regular meetings at least quarterly. Special meetings of the Board may be held whenever called by the President of the Board or by a majority of the Board.

Section 6

Notice of the time and place of all meetings shall be given by mail, telephone, or by electronic transmission that can be verified in a printed format, including without limitation facsimile and electronic mail transmissions, to each Board Member at such address as provided to the YFN at least one week before the date of such meeting.

Section 7

At all meetings of the Board, two-thirds of the voting Board Members then serving shall constitute a quorum.

Section 8

No Board Member shall receive any monetary compensation for his or her service as such Board Member.

Section 9

In addition to the power and authority expressly conferred by these Bylaws, the Board may delegate to Committee Chairs or other members of the YFN such general and specific powers as it may deem appropriate.

Section 10

Meetings of the Board shall be held at the principal office of the International Institute of Metropolitan St. Louis or such other place or places, either within or without the State of Missouri, as may be agreed upon by the Board. Board Members may also participate in meetings of the Board by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall be deemed presence in person at the meeting for all purposes.

Section 11

Any action which is required to be or may be taken at a meeting of the Board may be taken without a meeting if the Board Members consent in writing, setting forth the action so taken. The consents shall have the same force and effect as a vote of the Board Members at a meeting duly held. The Secretary of the YFN shall file the consents with the minutes of the meetings of the Board.

ARTICLE III

Standing Committees

In the first quarter after each Election Meeting, a Social Committee, Education and Community Service Committee, Fundraising Committee, Marketing/Membership Committee, and other special committees of the Board shall be appointed by the President of the Board with the approval of the Board. The Board may delegate to any such committee any of the authority of the Board except that no such committee shall have the authority to: authorize distributions to Board Members or YFN members except in exchange for value received; elect, appoint or remove Board Members or fill vacancies on the Board; or adopt, amend or repeal the YFN's Bylaws.

Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board. All actions by any such committee shall be subject to revision and alterations by the Board.

Any such committee may act by a majority of its committee members at a meeting or by a writing or writings signed by all of its members. Unless otherwise provided, individuals who are not members of the Board may serve on committees.

The Board may also designate other committees that do not have or exercise the authority of the Board in the management of the YFN.

One member of each committee shall be appointed chair by the President of the Board and approved by the Board of Directors, unless otherwise provided for herein. The Vice President of the Board shall also serve as chair of the Fundraising Committee. Vacancies in the chairmanship of any committee may be filled by appointments made in the manner as provided in the case of the original appointments.

ARTICLE IV

President of the Board

The President shall be elected by a majority of the YFN membership present at the Election Meeting and shall have the responsibility of directing the activities and coordinating the work of the YFN and such other duties and responsibilities as assigned by the Board.

ARTICLE V

Finances

The YFN shall have the authority to receive and spend funds to further the purposes of the YFN, and to maintain a bank account or other financial reserve account accordingly. All checks or demands for money and notes of the YFN shall be signed by a Board Member.

ARTICLE VI

Notice

Section 1

Whenever under the provisions of these Bylaws notice is required to be delivered to any Board Member, such notice shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or dispatched by telecopy or prepaid telegram, addressed to such individual at his address as it appears on the records of the YFN or when delivered in person to the individual.

Section 2

Notice of any meeting required to be given under the provisions of these Bylaws shall be deemed waived by the attendance at such meeting of the party or parties entitled to notice thereof, except where a party or parties attend a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 3

Any notice required to be given under the provisions of these Bylaws, or the laws of the State of Missouri may be waived by the persons entitled thereto signing a waiver of notice before or after the time of said meeting, and such waiver shall be deemed equivalent to the giving of such notice.

ARTICLE VII

Amendments

A majority of the Board Members in office immediately before the action is taken shall have the power to adopt new Bylaws, and to amend, alter and repeal these and any additional and supplementary Bylaws, at any regular or special meeting of the Board. Notice of any such action to be taken on any Bylaws need not be included in the call of said meeting.