

**BY-LAWS OF THE UNITED STATES SENATE
YOUTH ALUMNI ASSOCIATION
(Adopted March 11, 2000)**

As Amended March 1, 2003, March 3, 2007, and March 7, 2009

Article I

Name, Headquarters, and Annual Meeting

Section 1. The name of this organization shall be the United States Senate Youth Alumni Association (“USSYAA”).

Section 2. The principal office for the transaction of business of the USSYAA shall be in Washington, D.C.

Section 3. An Annual Membership Meeting shall occur each year in Washington, D.C. or such other place as the Board of Directors of the USSYAA may select, at such date and time as the Board of Directors sets. Voting shall be in person or by written, signed proxy. All proxies must be presented at the Meeting.

Article II

Purposes and Policies

Section 1. The purposes of the USSYAA shall be those stated in its Articles of Incorporation and in its Mission Statement.

Section 2. The USSYAA shall be a tax-exempt association and shall be non-profit, non-sectarian, and non-partisan in all of its policies and activities.

Section 3. The USSYAA shall be organized within the requirements of Section 501(c)(3) of the Internal Revenue Code.

Section 4. Notwithstanding any other provisions of these By-laws, the USSYAA shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation by Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal taxation law.

Article III **Membership**

Section 1. There shall be three categories of membership of the USSYAA: alumni, associate, and corporate.

A. Alumni members shall be all alumni of the William Randolph Hearst Foundation's United States Senate Youth Program (the "Program"). Only alumni members may vote at membership meetings.

B. Associate members shall be persons interested in the Mission of the USSYAA, and shall have no vote.

C. Corporate members shall be those persons or entities whose charitable contributions fund activities of the USSYAA, and shall have no vote.

Section 2. All members of the USSYAA may serve on Standing Committees.

Article IV **Governing Body**

Section 1. The governing body of the USSYAA shall be a Board of Directors ("Board"), which shall be comprised of the elected officers listed in Article VI below, five Regional Directors, and the Executive Director. The Executive Director shall not have a Board vote.

Section 2. The Board shall have the responsibility for the general management of the USSYAA and the power to act for the Association between meetings of the Membership.

Section 3. Elected members of the Board shall hold office for a term of two (2) years.

Section 4. Unless otherwise directed by the Board, regular meetings of the Board shall be held quarterly and may be conducted by, and/or attended for all purposes including voting by, telephone or other means of electronic communication. This provision for attendance and voting by telephone or other means of electronic communication applies, without limitation, to any Board action taken during Annual Meetings.

Section 5. Special meetings of the Board may be called by the President and shall be called upon written request of a quorum of the Board.

Section 6. A majority of the Board shall constitute a quorum.

Section 7. Interim vacancies on the Board, except in the office of President shall be filled by a majority vote of the Board. A vacancy in the office of President shall be filled by the

President-Elect, and the Board shall fill the vacancy thus created. Officers selected under this Section shall serve until the next general election.

Section 8. The President may invite advisors to attend Board meetings and Annual Membership Meetings.

Article V **Nominations and Elections**

Section 1. At the Annual Membership Meeting of years in which the President is not elected beginning in 2001, a Nominating Committee shall be selected: A chairperson appointed by the President; a vice-chairperson and one (1) member and one (1) alternate elected by and from the Board; and (2) members and one (1) alternate elected by and from the voting Membership. The term of each Nominating Committee shall be two (2) years. No member shall be eligible to serve on the Nominating Committee two (2) consecutive terms.

Section 2. In January of each year in which elections of officers are to be held, beginning in 2002, the Nominating Committee shall submit its slate of nominees for offices on the Board. These offices are: President, President-Elect, Vice President, Secretary, Treasurer, Parliamentarian, Liaison Officer, Director of Alumni Programs, Director of Communications, and Director of Technology. The nominee for President shall be the President-Elect from the immediately previous term.

Section 3. The chairperson of the Nominating Committee shall submit, at least twenty (20) calendar days prior to the Annual Membership Meeting, a copy of the slate of officer nominees to the Secretary and to each alumni member of the USSYAA who has either (a) provided the USSYAA with an e-mail address or (b) has submitted to the Secretary in writing a specific request for notification by first-class mail. In the event of notification by mail, the mailing shall be post-marked at least one (1) month prior to the Annual Membership Meeting. In addition, the Secretary shall post the slate of officer nominees on the USSYAA website.

Section 4. Ten (10) or more members eligible to vote may nominate, by signed petition(s), any additional nominee(s) for any officer position, by mailing such petition(s) together with the written consent of the nominee(s) to the Secretary for receipt by the Secretary at least ten (10) calendar days prior to the Annual Membership Meeting. No member may sign more than one nominating petition during any year.

Section 5. The officers of the USSYAA shall be elected at the Annual Membership Meeting in every even-numbered year.

Section 6. Election shall be by voice vote, except when nominating petition(s) shall have been received, in which event the vote for the contested office(s) shall be by secret ballot of those present at the Annual Membership Meeting in person or by written, signed proxy.

Article VI
Officers and Their Duties

Section 1 -- President. The President shall be chief executive officer of the USSYAA and shall preside at meetings of the Board and membership. The President shall appoint, with Board approval, the chairpersons of special committees; shall submit an annual report to the membership of the activities of the USSYAA; shall be *ex officio*, a member of all committees except the Nominating Committee; shall sign, after Board approval, legal documents with the Treasurer or Secretary; and shall have authority to sign checks on USSYAA bank accounts with written approval of the Treasurer, or in absence of the Treasurer, of the Vice President.

Section 2 -- President-Elect. In the absence of the President, the President-Elect shall perform the duties of the President. President-Elect also shall assume of the office of President should a vacancy occur in that office; shall be training for the office of President; shall be, *ex officio*, a member of all committees except the Nominating Committee; and shall have authority to sign checks on the bank accounts of the USSYAA with written approval of the Treasurer, or in the absence of the Treasurer, the Vice President.

Section 3 – Immediate Past President. Beginning with each year in which the Board of Directors elects a new President, the outgoing President shall be designated the Immediate Past President and shall serve as an advisory member of the Board of Directors with no Board voting privileges for a period of two years unless the person is elected to a regular seat on the Board, in which case the office of Immediate Past President shall remain vacant. In addition to advising the Board, the Immediate Past President shall be appointed by the President to chair the Nominating Committee that is selected at the beginning in the second year of the term of the Immediate Past President, and shall perform other responsibilities as assigned by the President. If the office of Immediate Past President is vacant, the President will appoint another Director to chair the Nominating Committee.

Section 4 -- Vice President. The Vice President shall assist the President-Elect; shall serve as Parliamentarian in the absence of the Parliamentarian; shall be the officer to provide written approval of checks in the absence of the Treasurer.

Section 5 – Secretary. The Secretary shall keep, or cause to be kept, minutes of the meetings of the membership and the Board; shall read the minutes when called upon; shall be in charge of all records of the corporation, except financial records; shall keep the organization's official membership records; and shall be authorized to sign legal documents, after Board approval, with the President. The draft minutes of each meeting shall be provided to the President within thirty (30) days of the meeting.

Section 6 -- Treasurer. The Treasurer shall be the chief financial officer of the USSYAA; shall have supervision of all funds of the organization, including authority to provide written approval for USSYAA checks to be signed by the President, President-Elect, or Executive Director; shall file required tax forms; shall give a financial report at each Board meeting and Annual Membership Meeting; shall arrange for an annual audit or review of the

books of USSYAA by a certified public accountant; and shall be chairman of the Finance and Investment committee.

Section 7 -- Parliamentarian. The Parliamentarian shall rule on matters of procedure, pursuant to Roberts Rules of Order, at all meetings.

Section 8 -- Liaison Officer. The Liaison Officer shall serve, at the direction of the Board, as the liaison with the Hearst Foundations (“Foundations”) and United States Senate Youth Program officials, and shall serve as the liaison with any other organization that has regular contact with the USSYAA.

Section 9 -- Director of Alumni Programs. The Director of Alumni Programs shall manage, at the direction of the Board, alumni programs, including financial assistance, scholarships, and internships.

Section 10 -- Director of Communications. The Director of Communications shall manage, at the direction of the Board, the organization’s facilitation of communication among members of the USSYAA, between the USSYAA and its members, and between the USSYAA and external parties and organizations.

Section 11 -- Director of Technology. The Director of Technology shall manage, at the direction of the Board, the organization’s technology.

Section 12 – Regional Directors. The Central, Northern, Southern, Eastern, and Western Regional Directors shall facilitate communication among alumni and promotion of the Program in their respective regions. The Regional Directors shall be appointed by the Board, shall serve at the pleasure of the Board, and shall be voting members of the Board.

Section 13 -- Executive Director. The Executive Director shall be appointed by the President with approval of the Board; shall be a non-voting member of the Board; and shall have the authority to sign checks on USSYAA bank accounts with the written approval of the Treasurer, or in the absence of the Treasurer, of the Vice President.

Section 14 – Deputy Executive Director. The Deputy Executive Director shall be appointed by the President with approval of the Board; shall be a non-voting member of the Board; and at the direction or absence of the Executive Director, shall assume all powers and duties of the Executive Director.

Article VII
Standing Committees

Section 1. There shall be three Standing Committees: Communications, Alumni Programs, and Program Support.

A. The Communications Committee shall address the USSYAA's Mission on communications. The chairperson shall be the Director of Communications, and the vice-chairperson shall be the Director of Technology.

B. The Alumni Programs Committee shall address the USSYAA's Mission on alumni programs and financial assistance. The chairperson shall be the Director of Alumni Programs.

C. The Program Support Committee shall address the USSYAA's Mission to support the Foundation's Senate Youth Program. The chairperson shall be the Liaison Officer.

D. The Finance and Investment Committee shall oversee the finances, investments, and budget of the USSYAA. The chairperson shall be the Treasurer.

Article VIII
Indemnification

The Board shall have the authority to indemnify any officer, director, or agent, duly authorized by the Board who was or is made party to any proceeding in any action, other than an action brought by or on behalf of the USSYAA, by reason of the fact that such person was an officer, director, or agent at the time of the occurrence constituting the cause of action, against all expenses, judgments, settlements, and/or liability reasonably incurred in connection with the proceeding, provided that such person acted in good faith and within the scope of his authority as such director, officer, or agent. The authority to indemnify shall be exercised by the Board on the basis of each such occurrence. Indemnification shall not include reasonable attorney's fees paid or incurred by such persons if the Board agrees to provide a defense to such action at the expense of the USSYAA.

Article IX
Amendment of By-laws

Section 1. These By-laws may be amended by majority vote of the membership at an Annual Membership Meeting or at a specially called meeting of the membership.

Section 2. Proposed by-law amendments must be circulated at least thirty (30) calendar days before any membership vote to all members of the Board and to all USSYAA members who have provided the organization with an e-mail address or who have sent a written request to the Secretary for notification by mail. The Secretary also shall post the proposed amendments on the USSYAA website.

Section 3. Notice of any special meeting to vote on by-law amendments must be provided at least thirty (30) calendar days before the meeting to the Board and to all USSYAA members who have provided the organization with an e-mail address or who have sent a written request to the Secretary for notification by mail. The Secretary also shall post the notice on the USSYAA website.