

# **Young Leadership Council**

## **Bylaws**

*Current as of July 23, 2016*

## **PREAMBLE**

The Young Leadership Council (hereinafter the "Corporation" or "Organization") is a nonprofit Louisiana corporation with the following mission:

**The Young Leadership Council is a nonprofit, nonpartisan civic organization created to develop leadership through community projects.**

### **I. MEMBERSHIP**

- A. Membership will be of two types - voting and sustaining.
- B. Voting Members of the Corporation shall be individuals who: (i) are between the ages of twenty-one (21) and forty-two (42) inclusive at the time of joining; and (ii) have paid dues in an amount determined by the Board of Directors. A Voting Member who reaches the age of forty-three (43) during a given year may complete that year as a Voting Member but may not renew as a Voting Member. Voting Members are given an opportunity to take part in the work of the Corporation, to hold office in the Corporation and to support it in carrying out its mission.
- C. Voting Members shall meet at least annually to review programs and finances of the Corporation and to elect officers, Directors and Executive Committee members as set forth in Article V of these Bylaws.
- D. Sustaining Members of the Corporation are those who are not eligible to be Voting Members by virtue of their age and who have paid dues in an amount determined by the Board of Directors. These members are given the opportunity to take part in the work of the Corporation and to support it in carrying out its mission.

### **II. BOARD OF DIRECTORS**

- A. The affairs of this Corporation shall be under the control of a Board of Directors consisting of not more than twenty-five (25) Voting Members, all of whom shall be volunteers and shall not be paid personnel of this Corporation nor of any organization receiving financial support from this Corporation.
- B. The Board of Directors shall be composed of the President, the President-Elect, the immediate Past President, the Vice President-Communications, the Vice President-Development, the Vice President-Membership, the Vice President-Projects, the Treasurer, the Secretary/General Counsel, and those elected by the Voting Members in accordance with the procedure described in Article V of these Bylaws.

- C. Directors shall be elected to a two-year term of service. Directors may serve on the Board of Directors for no more than two (2) consecutive terms, unless anytime during those two terms the member is elected to the Executive Committee in which case the member may serve an additional consecutive term for a maximum of three (3) consecutive two (2) year terms. Further, regardless of the number of terms served, any Member elected as President shall remain a Director through his/her service as Past President. Any term served on the Executive Committee runs concurrent with the term that the member was elected to serve by the Nominating Committee as a Director.
- D. In the event there is a vacancy on the Board of Directors, it shall be filled in accordance with Article V of these Bylaws. A Voting Member so elected shall complete the unexpired term of the Director whose vacancy is being filled. If at the time the vacancy occurs, the remaining term is less than one year, then such a Director shall be entitled to serve two (2) full consecutive terms in addition to the unexpired term. If at the time the vacancy occurs, the remaining term is greater than one (1) year, then such a Director shall be entitled to serve only one (1) additional consecutive term in addition to the unexpired term.
- E. To become a Director, one must:
  - 1. Meet the criteria of a Voting Member; and
  - 2. Be nominated and elected in accordance with Article VII of these Bylaws.
- F. Additionally, a set of discretionary factors and qualifications will be approved by the Board of Directors to serve as a guide to members who wish to become Directors and to aid the Nominating Committee in evaluating prospective Directors. Such criteria may be approved or amended by a majority vote of the Board of Directors.
- G. If a Director turns forty-three (43) anytime during a term of service on the Board of Directors, the Director shall complete the full term.
- H. The duties of the Board of Directors shall be to establish the general policies of the Corporation and to manage the business and affairs of the Corporation.
- I. The Board of Directors shall have the authority to adopt such operating and administrative procedures/policies as it deems appropriate.
- J. The Board of Directors shall have the authority to engage independent contractors, outside vendors, hire full or part time staff or to otherwise engage services as it deems appropriate to meet the needs of the Corporation.

- K. The Board of Directors may delegate authority to carry out activities to committees, committee chairs, Officers, individual Directors, Voting Members, or Sustaining Members as it deems appropriate.
- L. The Board of Directors shall have the ultimate authority over all aspects of the operation of committees and projects which have been adopted or approved, including but not limited to approval of committee chairs.
- M. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors of this Corporation may exercise such powers and do such lawful acts and things as are by statute, or by these Bylaws, not required to be exercised by the Voting Members or Officers.
- N. No Director shall vote on any issue with which that Director has a Conflict of Interest as defined in the Conflict of Interest Policy.

### III. **OFFICERS**

- A. The Officers of this Corporation shall be the President, the President-Elect, the immediate Past President, the Vice President-Communications, the Vice President-Development, the Vice President-Membership, the Vice President-Projects, the Treasurer, and the Secretary/General Counsel, all of whom shall be Directors and form the Executive Committee as established in Section IV. All Officers shall hold office for one year to be served concurrently with the Fiscal Year of the Corporation and concurrently with his or her elected term as a Director.
- B. Roles and Responsibilities
  - 1. **President.** The President shall preside at all meetings of Voting Members, the Board of Directors, and the Executive Committee, and shall perform the duties usually devolving upon a presiding officer, including, but not limited to:
    - a) Working with the Board of Directors and the YLC staff to establish goals, policy and programs to carry out the mission of the Corporation;
    - b) Working directly with the Executive Director and Executive Committee to plan and implement the leadership and administrative needs of the Corporation;
    - c) Overseeing the hiring/termination of the Executive Director and participating in the Personnel Committee;

- d) Supporting, inspiring, and leading the Board of Directors, project leaders, and members;
- e) Representing the YLC at public engagements, including but not limited to, community meetings and donor interactions;
- f) Networking and/or consulting with civic, non-profit, and business leaders;
- g) Promoting Voting Members for service on other non-profit or civic boards;
- h) Coordinating and convening meetings on at least a quarterly basis with the President-Elect and the immediate Past President to ensure continuity in the Corporation's operations; and
- i) Playing a leading role in identifying and soliciting financial and in-kind support.

2. **President-Elect.** In the absence of the President, the President Elect shall preside at all meetings of Voting Members, the Board of Directors, and the Executive Committee. The President-Elect shall serve as Chair of the Diversity Committee, Chair of the Governance Committee and as a member of the Personnel Committee. In addition, the duties of the President-Elect shall include, but are not limited to:

- a) Supporting the efforts of the President in working with the Board of Directors and staff to establish goals, priorities, policy, and programs to carry out the mission of the Corporation; and
- b) Serving on or chairing ad hoc committees, as needed.

3. **Past President.** The immediate Past President shall serve as Chair of the Nominating Committee and as a member of the Personnel Committee. In addition, the duties of the Past President shall include, but are not limited to:

- a) Advising the President in establishing goals, priorities, policy, and programs to carry out the mission of the Corporation;
- b) Serving on or chairing ad hoc committees, as needed;

- c) Advising all past Presidents, on at least a quarterly basis, of the affairs of the Corporation;
- d) Meeting with committee chairs and conducting leadership training for the Board of Directors, as needed; and
- e) Coordinating and convening an annual meeting of all past Presidents.

4. **Vice President-Communications.** The Vice President-Communications shall serve as Chair of the Communications Committee and set the agenda for strategic short- and long-term communication efforts for the Corporation. The duties of the Vice President-Communications shall include, but are not limited to:

- a) Developing and implementing a communications strategy for the Corporation, both externally and internally;
- b) Directing the advertising, marketing, and public relations efforts for the Corporation;
- c) Overseeing web marketing and social media initiatives;
- d) Overseeing the development of a monthly newsletter and any other regular communications to internal and external audiences;
- e) Serving as communications counselor and resource for the Board of Directors, project leaders, and other committees;
- f) Overseeing the development, printing, and distribution of an annual report;
- g) Ensuring brand standard adherence; and
- h) Representing the Corporation as necessary for external and internal communication.

5. **Vice President-Development.** The Vice President-Development shall serve as Chair of the Development Committee and manage all details related to raising funds for the Corporation. The duties of the Vice President-Development shall include, but are not limited to:

- a) Recruiting and motivating committee members for all fundraising efforts;
- b) Coordinating and overseeing fundraising functions for the Corporation, including, but not limited to, the Annual Fund Campaign;
- c) Staffing and overseeing sub-committees to organize and manage the Wednesday At The Square concert series and the Role Model Gala;
- d) Assuming a leadership role in coordinating fundraising related to any and all YLC special events; and
- e) Revising and updating, with the assistance of the Executive Director, all fundraising manuals and systems as necessary.

6. **Vice President-Membership**. The Vice President-Membership shall serve as Chair of the Membership Committee and oversee efforts to maintain and recruit members. The duties of the Vice President-Membership shall include, but are not limited to:

- a) Developing and implementing strategies to solicit and retain corporate and individual volunteers;
- b) Organizing monthly general membership meetings;
- c) Being familiar with and understanding the membership database used in the YLC office;
- d) Organizing the monthly new volunteer information sessions; and
- e) Engaging all members in volunteer activities.

7. **Vice President-Projects**. The Vice President of Projects shall serve as Chair of the Projects Committee to help facilitate projects and liaise between the Board of Directors and project leaders. The duties of the Vice President-Projects shall include, but are not limited to:

- a) Overseeing existing and proposed projects;
- b) Managing, motivating, and providing support for all project leaders;
- c) Acting as a primary resource and point-of-contact for project leaders;
- d) Coordinating an annual project leader retreat;
- e) Assisting in the recruitment of new project leaders for vacant positions;

- f) Holding orientation meetings for new project leaders;
- g) Implementing project standards and monitoring projects' compliance with such standards;
- h) Collecting monthly reports from project leaders and reporting monthly on project activity to the Board of Directors;
- i) Communicating upcoming project activities to membership at General Membership Meetings; and
- j) Coordinating a year-end project leader appreciation event.

8. **Treasurer.** The Treasurer shall serve as Chair of the Finance Committee, which prepares and presents the monthly financials and the annual budget to the Board of Directors and issues reports as needed to project leaders regarding their expenditures. The Treasurer shall also serve as a member of the Personnel Committee. The duties of the Treasurer shall include, but are not limited to:

- a) Ensuring proper fiscal management of the YLC;
- b) Ensuring that the YLC's investment portfolio is reviewed and reported to the Board of Directors at least once each year;
- c) Coordinating the timely submission of all required local, state and federal payments and reports;
- d) Revising and updating the Finance Manual, as necessary;
- e) Coordinating the Endowment contribution calculation annually;
- f) Coordinating the preparation of schedules as needed for the independent accountant for the term served (*e.g.*, 2012 Treasurer will assist with 2011 Review or Audit which typically occurs in the 1<sup>st</sup> or 2<sup>nd</sup> quarter of the following year);
- g) Coordinating volunteers, when necessary, to represent the Finance Committee at YLC events, specifically the Wednesday at the Square concert series and the Role Model Gala;

- h) Reviewing monthly bank reconciliation, as prepared by any member of the Corporation's staff;
- i) Signing operating checks on a weekly basis;
- j) At the direction of the Board of Directors, requiring any other Officer or any employee of this Corporation to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of this office and for the restoration to the Corporation in case of death, resignation, retirement or removal from office of all papers, money and other property of whatever kind in his possession or under his control belong to the Corporation; and
- k) At the direction of the Board of Directors, causing the financial records to be audited every year by an independent public accountant.

9. **Secretary/General Counsel.** The Secretary/General Counsel shall be an attorney in good standing with the Louisiana State Bar. The Secretary/General Counsel shall serve as Chair of the Personnel Committee and a member of the Governance Committee. In addition, the duties of the Secretary/General Counsel shall include, but are not limited to:

- a) Serving as general counsel for the Corporation and providing legal advice as needed;
- b) Acting as clerk of all meetings of the Board of Directors, the Executive Committee, and the General Membership meeting, recording all votes and the minutes for such proceedings, and submitting such minutes in a timely fashion to the YLC office; and
- c) Staffing and overseeing a policy sub-committee, which shall monitor and consider any political or legislative activity that may materially affect the mission of the Corporation and its constituents. If necessary, the sub-committee shall recommend to the Board of Directors that it undertake lobbying or public relations efforts in response to such political or legislative activity.

#### IV. **COMMITTEES OF THE BOARD OF DIRECTORS**

##### A. **Executive Committee**

1. The Officers of the Corporation, as described in Article III, shall form the Executive Committee.
2. Members of the Executive Committee shall participate actively in the management of the YLC via attendance at executive committee meetings and periodic executive committee planning and evaluation meetings. The President shall establish the schedule for all Executive Committee meetings.
3. The Executive Committee shall have power to make rules and regulations for the conduct of its business. Those powers and responsibilities, which are specifically granted to the Executive Committee and are not to be construed as exclusive or restrictive in any manner, are as follows:
  - a) The Executive Committee shall set the agenda for all Board of Directors meetings;
  - b) The Secretary/General Counsel shall record the minutes of each Executive Committee meeting. There is no requirement for the Board of Directors to accept or approve the minutes of an Executive Committee meeting. Notwithstanding that the approval of the Board of Directors is unnecessary to accept or approve the minutes of an Executive Committee meeting, the minutes of the previous month's Executive Committee meeting(s) shall be distributed in advance of the following month's meeting of the Board of Directors;
  - c) The Executive Committee shall screen proposed projects and prepare the project's proponent to ensure that all elements necessary for action by the Board of Directors are present when such proposals are presented to the Board of Directors;
  - d) The Executive Committee may make recommendations concerning any proposal that comes before the Board of Directors. However, in the event that it does so, it must present the Board of Directors with all alternatives discussed before reaching that decision;
  - e) The Executive Committee shall monitor external events affecting the business of the Corporation and respond accordingly;
  - f) The Executive Committee shall develop a strategic plan on an annual basis;

- g) The Executive Committee shall refer any financial decisions to the Board of Directors subject to the provisions of the Corporation's Finance Manual;
  - h) The Executive Committee shall oversee and monitor all of the committees formed as part of the Corporation. This charge includes meeting regularly with the committee chairs to ensure the smooth operation of each committee and having the authority to recommend to the Board of Directors such action as may be required to assure proper operation of all committees; and
  - i) The President, with the advice of the Board of Directors and the Executive Committee, will supervise the Executive Director who will, in turn, supervise all additional paid staff.
4. In addition, the Executive Committee shall have and exercise all the powers which the laws of the State of Louisiana or resolutions of the Board of Directors permit or impose and shall have the power to affix the seal of the Corporation to all papers which it may deem to require it.
5. In order to become a member of the Executive Committee, one must:
- a) Meet the criteria of a Voting Member; and
  - b) Be nominated and elected in accordance with Article VII of these Bylaws.
6. Additionally, a set of discretionary factors and qualifications will be approved by the Board of Directors to serve as a guide to members who wish to become members of the Executive Committee and to aid the Nominating Committee in evaluating prospective members of the Executive Committee. Such criteria may be approved or amended by a majority vote of the Board of Directors.

**B. Nominating Committee**

1. There shall be a Nominating Committee, nominated by the immediate Past President and appointed by a committee of the Disinterested Directors of the Board of Directors. A Disinterested Director shall be defined as any member of the Board of Directors who is not seeking another term on the Board of Directors (including the current President, and the President-Elect, who must serve an additional term as Past-President pursuant to Article III) or are members of the Board of Directors not seeking to run for the Executive

Committee for the following Fiscal Year. Only Disinterested Directors shall be eligible to participate in the discussion of or vote for the Nominating Committee.

2. The Nominating Committee shall be approved each year by Disinterested Directors at a regular Board meeting, a special Board meeting called for that purpose, or by vote under the procedures set forth in Section VI.E, below, after the close of Nominations, as determined by Article V. The Past President shall present his/her proposed candidates for the Nominating Committee to the Disinterested Directors. If any Disinterested Director opposes a Nominating Committee candidate, the candidate can be rejected only by a simple majority vote of the Disinterested Directors. A Nominating Committee member's term will not exceed twelve (12) months. If a member of the Nominating Committee is selected to fill an unexpired term on the Nominating Committee, then that person's term shall be coextensive with that unexpired term. No member of the Nominating Committee shall serve consecutive terms, unless the Immediate Past President once removed is forced to serve as Chair of the Nominating Committee due to the provisions of Article IV(B)(3)
3. The Chair of the Nominating Committee shall be the immediate Past President of the Corporation or if that person is unable to serve, the immediate past President once removed. If neither of these persons can serve, then any Past President may be selected by the Board of Directors subject to Article IV(B)(1).
4. Other members of the Nominating Committee shall be two (2) current Directors who are not seeking a subsequent term or office (i.e. a Director who is "rolling off" of the Board) and two (2) former Directors, each of whom is a Disinterested Director at all times during his or her service on the Nominating Committee. If a member of the Nominating Committee chooses to run for the Board of Directors at any time during his or her service on the Nominating Committee, he or she shall promptly resign from the Nominating Committee and a replacement shall be chosen in the same manner as set out in this section, Article IV(B)(1)-(2).
5. The Nominating Committee shall operate as described in Article V of these Bylaws.
6. A vacancy on the Nominating Committee which occurs before the Organization's annual meeting shall be filled via the process of Section (B)(1).
7. A vacancy on the Nominating Committee which occurs after the Organization's annual meeting may be filled by a vote of the Board of Directors, if necessary.

**C. Finance Committee**

1. There shall be a Finance Committee composed of the Treasurer, as Chair, at least three (3) Directors, and such other Directors or Voting Members as deemed necessary by the Board of Directors, to be appointed by the President with approval of the Board of Directors.
2. The Finance Committee shall prepare, and present to the Board of Directors for approval, procedures necessary to conduct the financial affairs of the Corporation. The Finance Committee shall have such authority as is granted to it by the Board of Directors.
3. The Finance Committee will formulate standards by which to implement the authority granted hereby. Their policies of investment, however, shall be subject to review by the Board of Directors. The Officers may be authorized and empowered by the Board of Directors to execute on behalf of the Corporation such documents as may be necessary to effectuate the sale, exchange or transfer of securities.

**D. Personnel Committee**

1. There shall be a Personnel Committee composed of the Secretary/General Counsel, as Chair, the President, the President-Elect, the immediate Past President, the Treasurer, and two Directors not serving on the Executive Committee, to be appointed by the Secretary/General Counsel with approval of the Board of Directors. The Personnel Committee shall be appointed by the 1st day of March and shall serve until a new committee is appointed.
2. The committee will meet at least three times a year and additionally as deemed necessary by the Chair.
3. The Personnel Committee shall be responsible for all personnel matters for the Corporation, including but not limited to: (1) reviewing and updating job descriptions; (2) reviewing and updating the personnel manual; (3) overseeing staff performance reviews; (4) coordinating of hiring decisions for the Corporation; and (5) approving compensation and benefits for employees. All recommendations of the Personnel Committee must be approved by the Board of Directors.

**E. Communications Committee**

1. There shall be a Communications Committee composed of the Vice President-Communications, as Chair, at least three (3) Directors, and such other Directors or Voting Members as deemed necessary by the Chair. The members of the committee are to be appointed by the Vice President-Communications with approval of the Board of Directors. The term of each member on the committee shall be one year following approval by the Board of Directors, with an option to serve one (1) additional year.
2. The Communications Committee shall set and implement the agenda for strategic short- and long-term communication efforts for the Corporation.
3. The Communications Committee shall meet once per calendar quarter and additionally as deemed necessary by the Chair. The Chair, or the Chair's designee, shall report on the committee's work and progress to the Board of Directors on a quarterly basis.

**F. Development Committee**

1. There shall be a Development Committee composed of the Vice President-Development, as Chair, at least three (3) Directors, and such other Directors or Voting Members as deemed necessary by the Chair. The members of the committee are to be appointed by the Vice President-Development with approval of the Board of Directors. The term of each member on the committee shall be one year following approval by the Board of Directors, with an option to serve one (1) additional year.
2. The Development Committee shall set and implement the agenda for strategic short- and long-term efforts relating to raising funds for the Corporation.
3. The Development Committee, and/or its sub-committees, shall meet once per calendar quarter and additionally as deemed necessary by the Chair. The Chair, or the Chair's designee, shall report on the committee's work and progress to the Board of Directors on a quarterly basis.

**G. Membership Committee**

1. There shall be a Membership Committee composed of the Vice President-Membership, as Chair, at least three (3) Directors, and such other Directors or Voting Members as deemed necessary by the Chair. The members of the committee are to be appointed by the Vice President-Membership with approval of the Board of Directors. The term of each member on the committee

shall be one year following approval by the Board of Directors, with an option to serve one (1) additional year.

2. The Membership Committee shall undertake efforts to maintain and recruit members.
3. The Membership Committee shall meet once per calendar quarter and additionally as deemed necessary by the Chair. The Chair, or the Chair's designee, shall report on the committee's work and progress to the Board of Directors on a quarterly basis.

**H. Projects Committee**

1. There shall be a Projects Committee composed of the Vice President-Projects, as Chair, at least three (3) Directors, and such other Directors or Voting Members as deemed necessary by the Chair. If available to serve, the committee shall have two (2) current or former project leaders and two (2) graduates of the Leadership Development Series. The committee members shall be appointed by the Vice President-Projects with approval of the Board of Directors.
2. The Projects Committee shall develop, and revise as necessary, procedures for individuals to present projects to the Board of Directors for consideration, procedures and criteria to be used by the Board of Directors in evaluating proposed projects, and, procedures for the Corporation to implement projects approved by the Board of Directors. The committee shall further work to ensure that all projects of the Corporation are being managed in accordance with the Corporation's goals and they are fulfilling the Corporation's mission statement.
3. The Projects Committee shall meet once per calendar quarter and additionally as deemed necessary by the Chair. The Chair, or the Chair's designee, shall report on the committee's work and progress to the Board of Directors on a quarterly basis.

**I. Diversity Committee**

1. There shall be a Diversity Committee composed of the President Elect, as Chair, five (5) to seven (7) Directors, and up to four (4) non-Director Voting Members. The size of the committee shall be at the discretion of the President Elect, as Chair. The members of the committee are to be appointed by the President-Elect with approval of the Board of Directors. The term of each member on the committee shall be one year following approval by the Board of Directors, with

an option to serve one (1) additional year. The Past President is encouraged to serve as a member of the committee.

2. The Diversity Committee shall work to promote diversity within the membership and leadership of the Corporation. The committee will work to establish and maintain relationships, and recruit, young professionals with diverse backgrounds. Diversity is defined as a cross section of race, ethnicity, gender, creed, orientation, education, professional affiliation, residency (zip code), origin (native vs. non-native Louisianan), and social/civic interest, such that we ensure equity and access in the leadership development opportunities offered by the Corporation in order to best serve the current and future needs of the Corporation and community. The policies of the committee shall be subject to review by the Board of Directors.
3. The Diversity Committee shall meet once per calendar quarter and additionally as deemed necessary by the Chair. The Chair, or the Chair's designee, shall report on the committee's work and progress to the Board of Directors on a quarterly basis. The Chair, and other members of the committee as the Chair deems necessary, shall meet with the Nominating Committee to report on the committee's work and progress prior to the period for annual nominations.

**J. Governance Committee**

1. There shall be a Governance Committee, which shall be composed of seven (7) to nine (9) Members or Directors of the Organization. The President-Elect shall be a member of the Committee. The General Counsel or his or her designee shall be a member of the Committee. The remainder of the Committee shall be appointed by the President-Elect, with the approval of the Board of Directors. The size of the Governance Committee shall be at the discretion of the President-Elect. The term of each member shall be one year following approval by the Board of Directors at the first board meeting in January.
2. The President-Elect shall be the Chair. The Governance Committee shall conduct meetings at least once per quarter, as deemed necessary by the Chair, or by written request of any three (3) members of the Board of Directors.
3. All Directors shall be invited to observe the Governance Committee meetings should they be so inclined. Only members of the Governance Committee have a vote on any action taken.
4. The Governance Committee shall be charged with reviewing the governance, bylaws, practices and structure of the Organization. The Governance Committee

shall make, from time to time, recommendations to the Board of Directors for appropriate action regarding the Organization's governance, bylaws, practices and structure.

5. The Governance Committee shall also serve as the responsible committee for board member roles, responsibilities and education.
  6. The Governance Committee may be charged with further tasks and/or areas of responsibility via resolution of the Board of Directors.
- K. All committee appointments shall be made as soon as possible after the election of Officers or vacancies occur. Committee members shall serve for such terms as may be provided by the Board of Directors.
- L. The President shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons as the Board of Directors deems advisable.

**V. NOMINATIONS AND ELECTIONS**

- A. Not later than sixty (60) days prior to the Annual Meeting (hereinafter "Notice Date"), the Chair of the Nominating Committee shall notify each Voting Member of the corporation of the following:
1. Nominations are open for members of the Executive Committee, and the Board of Directors;
  2. All Voting Members are eligible for consideration and may be proposed by themselves or by any other Voting Member;
  3. All proposed nominations must be in writing, dated, signed and delivered to the Chair of the Nominating Committee no later than thirty (30) days from Notice Date (hereinafter the "close of the nominations period");
  4. All proposed nominations should include a complete resume of the nominee including activities on behalf of the Corporation as well as professional work and community activities; and
  5. All proposed nominations, including self-nominations, must include a written statement by the nominee as to why the nominee is qualified to serve on the Board of Directors, and describing the nominee's prior involvement with the

Corporation, whether as a volunteer, committee member, chair, project leader, officer or Director.

- B. Not later than sixty (60) days prior to the Annual Meeting the Chair of the Nominating Committee shall notify each Director of the status of each Director regarding the upcoming nominations including whether each Director is mid-term, expiring term, or eligible for re-election. The Nominating Committee Chair has the discretion to make a non-binding request for confirmation in writing of each Director's decision of whether to seek a subsequent Board term, or seek appointment to the Executive Committee, if eligible.
- C. All Directors must inform the Chair of the Nominating Committee in writing by the close of the nominations period if he or she plans to seek a subsequent term on the Board. No further application or interview is required for current Directors. The Nominations Committee shall confer with the Governance Committee for the purpose of evaluating each current Director's fitness for a subsequent term. Should the Governance Committee deter that a particular Director is unfit for a subsequent term, he or she will be deemed ineligible.
- D. In addition, any Director seeking re-election to the Executive Committee or appointment to the Executive Committee must submit, by the close of the nominations period to the Chair of the Nominating Committee, a resume and written statement to be considered in support of his or her re-election or appointment describing why the nominee is qualified to serve on the Executive Committee, and detailing the nominee's prior involvement with the Corporation, whether as a volunteer, committee member, chair, project leader, officer or Director.
- E. The Nominating Committee shall conduct such meetings as they deem appropriate including such meetings with proposed nominees as may be deemed appropriate.
- F. The Chair of the Nominating Committee shall notify in writing, each proposed nominee whose nomination has been received in compliance with this Article, of the Committee's consideration and requesting any additional information required by the Nominating Committee.
- G. Once the time period for nominations has closed, the Chair of the Nominating Committee shall present a list of the nominees to the Disinterested Directors who shall choose the Nominating Committee as provided in Article IV.
- H. The Board of Directors shall further require of the Nominating Committee, after selection, to disclose and certify, in writing, that they have no Conflicts of Interest with

any of the Nominees listed.

1. A Conflict of Interest shall be defined for the purposes of this section as:
  - a) Any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect that may influence the Nominating Committee member's opinion or judgment regarding the nominee.
- I. No Member of the Nominating Committee shall vote or debate the merits of a proposed nominee with which he or she has a Conflict of Interest.
- J. In accordance with Article IV(I)(3), the President-Elect, as Chair of the Diversity Committee, shall be the last person to meet with the Nominating Committee before their deliberations begin.
- K. The Nominating Committee shall prepare Nominations for the Board of Directors, all officer positions and the Executive Committee from those nominations received in accordance with this Article. The Nominating Committee shall be guided by the discretionary criteria for Directors and Executive Committee members as approved by the Board of Directors in accordance with Articles II(F) and IV(A)(6) of these Bylaws. Such nominations shall be submitted by the Chair of the Nominating Committee to the Board of Directors no later than fourteen (14) days prior to the annual meeting. The Board of Directors shall have the authority to remove a nominee by a two-thirds vote of the entire Board of Directors.
- L. The nominations prepared by the Nominating Committee will be presented by the President at the Annual meeting and such nominees shall be elected by a majority vote of those Voting Members present. Failure to elect the nominations as submitted shall result in a special meeting of Voting Members to be scheduled and the process noted in Paragraphs A through F of this Article to be repeated.
- M. If a vacancy occurs on the Executive Committee from the time of election to August 1st of the following year, the Nominating Committee may nominate a new officer without providing the sixty (60) day notice required in Article V(B). For purposes of this Article V(I) only, any Executive Committee member nominated pursuant to this section shall require the approval of the Board of Directors.
- N. If a vacancy occurs on the Board of Directors, the chair of the Nominating Committee shall submit to the Board of Directors a nominee to fill the vacancy and the nominee so submitted shall be elected by the vote of a majority of the full Board of Directors. If the vacancy is that of an officer, the chair of the Nominating Committee shall also submit a

nominee to fill the position for approval by the Board of Directors, such recommendation being separate from the recommendation of a nominee to fill the vacant Director position.

**VI. MEETINGS, NOTICES AND QUORUMS OF BOARD OF DIRECTORS**

- A. Regular meetings of the Board of Directors of this Corporation shall be held at least quarterly or otherwise as may be approved by the Board of Directors and notices of such meetings shall identify the meeting as a regular meeting. Any additional meetings may be held on the call of the President or, if he/she is absent or unable or refuses to act, by any Officer, or by any eight (8) Directors through written request to the Secretary/General Counsel. Any meeting called other than a regular meeting shall be considered a special meeting, and activities shall be restricted as set forth Article III(B).
- B. Notice of any meeting of the Directors, stating the time and location, shall be served personally or by mail, postage prepaid, telephone, facsimile or email upon each Director not less than 24 hours before the meeting. Business transacted at all regular meetings shall not be confined to the subjects stated in the call and matters relevant thereto. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters relevant thereto.
- C. The presence in person of not less than a majority of the Directors then in office shall constitute a quorum of the Board of Directors. Once present, said quorum shall be deemed to remain in effect until adjournment of the meeting. The presence of a proxy on behalf of any Director shall not satisfy the requirements for a quorum. Action by a majority of Directors present and voting at a meeting where a quorum is present shall be the action of the Board of Directors, unless specifically provided otherwise elsewhere in these Bylaws.
- D. Voting by proxy at any meeting of the Board of Directors is permitted subject to the following:
  - 1. The proxy must be in writing, dated and signed by the Director exercising the proxy;
  - 2. If the Director will not be present at the meeting, the proxy must be delivered to the Executive Director, President, or Secretary of the Corporation prior to the convening of the meeting at which the proxy is to be exercised. If the Director is present at the meeting, the proxy must be delivered to the President or Secretary prior to the vote to which the proxy applies;

3. The proxy must be specific as to the agenda item or items to which it applies and the vote to be rendered; and
  4. The exercise of a proxy will be specifically recorded in the official minutes of the meeting along with the original written proxy.
- E. Notwithstanding the above provisions, the Executive Committee may cause an electronic vote via electronic mail without a formal or special meeting, if a matter is deemed urgent and necessary by an Officer to fulfill the mission and goals of the Corporation. Such an electronic vote must be made in the form of a motion by the Secretary/General Counsel, and in his/her absence by the President, and served to the Board of Directors. Service of the electronic notice must be made at least twenty-four (24) hours before the deadline to submit a vote. If a majority of the Directors request further discussion on the matter, the President can either call a special meeting or present the issue in the normal course of business. For such electronic votes, the quorum requirements of Article III(C) are suspended, and the action by a majority of all Directors shall be the action of the Board of Directors, unless specifically provided otherwise in these Bylaws.

## **VII. MEETINGS, NOTICES, AND QUORUM OF THE MEMBERS**

- A. The annual meeting of the Voting Members of this Corporation shall be held in the month of October at such place, on such date, and at such hour as the Board of Directors may determine.
- B. Special meetings of the Voting Members for any purpose or purposes may be called pursuant to a resolution of the Board of Directors, or shall be called by the President or Secretary/General Counsel. Such request shall, in any case, state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice and matters relevant thereto.
- C. Notice of any meeting of the Voting Members, stating the time when and the place where it is to be held shall be served personally or by facsimile, e-mail, or mail, postage prepaid, upon each member entitled to vote at such meeting not less than two (2) days before the meeting, and if mailed, shall be directed to each member entitled to notice at his or her address as it shall appear on the books and records of this Corporation, unless he/she shall have filed with the Secretary/General Counsel, a written request that notices intended for him or her be mailed to some other address in which case it shall be mailed to the address designated in such request.

- D. Any action by a majority of Voting Members present and voting at a meeting properly noticed in accordance with this Article shall be the action of the membership of this Corporation.
- E. Voting by proxy at any meeting of the Voting Members is prohibited.

**VIII. RESTRICTIONS ON POLITICAL ACTIVITY**

- A. Directors shall not be candidates for or hold any elected public office, whether national, state, local intra-party, or otherwise. In addition, all Directors shall conduct themselves in their outside affairs in such a manner so as not to compromise the integrity and status of the YLC as a non-partisan, non-political organization.
- B. A two-thirds (2/3) vote of the Board of Directors present at a meeting thereof shall be required to approve the continued service of a Director upon appointment to office after review and receipt of recommendations from the Nominating Committee on description/parameters of appointment.
- C. The Corporation shall not engage in activities in support of or in opposition to a candidate for political office.
- D. By a two-thirds (2/3) vote of the Board of Directors present at a meeting thereof, the Corporation may undertake lobbying, public relations, and/or other activities in support of or in opposition to legislation, proposal, action, or ruling, whether pending or proposed, which is the subject of political election or under consideration before any local, state, or federal governing body. If necessary, any related expenditures are subject to review by the Finance Committee and require majority approval of the Board of Directors.

**IX. FISCAL YEAR**

The fiscal year of this Corporation shall commence on January 1st and shall end on December 31st.

**X. REMOVAL OF AN OFFICER, DIRECTOR, VOTING MEMBER, OR SUSTAINING MEMBER**

- A. The following shall constitute grounds for removal as an Officer or Director:
  - 1. Failure to pay dues within a reasonable time after sufficient notice has been given to the Director of the delinquency;

2. Unjustified failure to attend at least seventy-five percent (75%) of the meetings of the Board of Directors. The Secretary/General Counsel shall have the responsibility to take roll and to accumulate attendance records. The Secretary/General Counsel shall also have the responsibility of notifying those members who are delinquent in attendance and reporting delinquent attendance to the Executive Committee;
  3. Failure to maintain a high level of activity within the Corporation, including, but not limited to, attendance at regular membership meetings, involvement in project, and committee work;
  4. Unauthorized representations to the public including the media on behalf of the Corporation;
  5. Any violation of the provisions of Article II(M) (regarding candidacy or service for elective office); or
  6. Failure to participate in meetings of the Board of Directors or otherwise fulfill the duties of a Director.
- B. The following shall constitute grounds for removal as a Voting Member or Sustaining Member:
1. Failure to pay dues within a reasonable time after sufficient notice has been given to the Member of the delinquency; or
  2. Unauthorized representations to the public including the media on behalf of the Corporation.
- C. The Executive Committee shall be responsible to conduct oversight on these requirements and will recommend to the Board of Directors any Officer, Director, Voting Member, or Sustaining Member who should be considered for removal.
- D. A two-thirds (2/3) vote of the Board of Directors present at any meeting thereof shall be required to remove an Officer or Director. The Officer or Director being considered for removal shall be ineligible to vote in these proceedings and therefore shall not be considered in determining the two-thirds (2/3) majority of the Board of Directors. The Officer or Director being considered for removal shall have the right to address the Board of Directors prior to any vote on the matter.
- E. A majority vote of the Board of Directors shall be sufficient to remove a Voting or Sustaining Member.

**XI. NON-DISCRIMINATION & DIVERSITY**

- A. Young Leadership Council (YLC) believes that diversity is a fundamental strength of the Greater New Orleans Region.
- B. YLC believes that the compositions of its Board of Directors, Executive Committee, Project Leaders and YLC Staff should reflect the diversity and demographics of the community being served, and that the inclusion of diversity among its leadership at all levels ensures the diverse perspectives needed at these decision-making levels.
- C. YLC does not and shall not discriminate on the basis of race, color, religion, creed, gender, gender expression, age, national origin, ancestry, disability, marital status, sexual orientation, or military status, in any of its projects, activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of projects, volunteers and vendors, and provision of services. The YLC is committed to providing an inclusive and welcoming environment for all members of its staff, volunteers, subcontractors, vendors, and clients. YLC is an equal opportunity employer.
- D. YLC will take affirmative measures to ensure against discrimination in the selection of members, officers, directors, committee members, and employees of this Corporation and the members, directors, committee members, and employees of the Corporation shall be selected or admitted on a non-discriminatory basis without regard to sex, race, religion, sexual orientation and national origin.
- E. YLC will not discriminate in the practices of employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

**XII. AMENDMENTS**

The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of this Corporation with the approval of a two-thirds (2/3) vote of the Board of Directors at any meeting thereof where notice of such proposed action has been announced in the notice of such meeting.

**XIII. PROCEDURES**

Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure not specifically covered by or not inconsistent with these Bylaws and/or Operating Procedures.

**XIV. INDEMNIFICATION**

The Corporation shall indemnify any officer or director, for any liability, reasonable expense, or amount paid in settlement, with approval of the Board of Directors, arising out of any civil lawsuit or any criminal, investigative or administrative proceeding in which such person was, is, or is threatened to be made a party, where such lawsuit or proceeding was or is a necessary incident to such Officer's or Director's status as such or the performance of his duties. In all other cases, the Corporation may, but is not required to, indemnify such person to the full extent permitted by law. The Corporation may purchase insurance for the purposes expressed in this paragraph. Only the Corporation, and no related person or entity, shall be liable for Indemnity. This Article shall not apply to any valid claim made against the bond of an Officer or Director in place pursuant to Article V(I).

**XV. POLICIES OF THE CORPORATION**

- A. The Board of Directors, pursuant to Article II(H), has adopted the policies attached to these Bylaws, which are incorporated herein by reference:
1. the Conflict of Interest Policy;
  2. the Executive Compensation Policy;
  3. the Records Retention Policy;
  4. the Whistle Blower Policy;
  5. the Endowment Fund Policy;
  6. the Employee and Volunteer Screening Policy;
  7. the Project Leader Manual;
  8. the Finance Manual;
  9. the Personnel Manual; and
  10. the Board of Directors' Handbook.

I hereby certify that the forgoing Bylaws of the Corporation were Revised and Adopted on Saturday, July 23, 2016.

SECRETARY: /s/ Carolyn S. Buckley

DATE: JULY 23, 2016

RESOLUTION OF THE BOARD OF DIRECTORS  
OF  
YOUNG LEADERSHIP COUNCIL, INC.

The undersigned Secretary of YOUNG LEADERSHIP COUNCIL, INC., a Louisiana nonprofit corporation (the "Corporation"), hereby certifies that the following is a true and complete copy of the resolutions duly adopted by the Board of Directors, at a meeting of the Board of Directors held on March 26, 2018, which resolutions have not been revoked or modified in any respect:

RESOLVED, that Article IV, Section B(4) of the Bylaws of the Corporation be amended to read in its entirety as follows:

"Other members of the Nominating Committee shall be two (2) current Directors who are not seeking a subsequent term or office (i.e. a Director who is "rolling off" of the Board), two (2) former Directors, each of whom is a Disinterested Director at all times during his or her service on the Nominating Committee, and the Executive Director, who shall be a non-voting member of the committee. If a member of the Nominating Committee chooses to run for the Board of Directors at any time during his or her service on the Nominating Committee, he or she shall promptly resign from the Nominating Committee and a replacement shall be chosen in the same manner as set out in this section, Article IV (B) (1)-(2)."

RESOLVED, that Article IV, Section D of the Bylaws of the Corporation be amended to read in its entirety as follows:

D. Personnel Committee

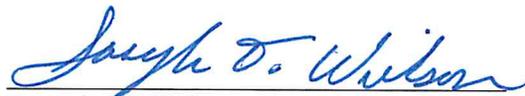
1. There shall be a Personnel Committee composed of the Secretary/General Counsel, as Chair, the President, the President-Elect, the immediate Past President, the Treasurer, and two Directors not serving on the Executive Committee, to be appointed by the Secretary/General Counsel with approval of the Board of Directors. The Personnel Committee shall be appointed by the 1st day of March and shall serve until a new committee is appointed.
2. The committee will meet at least three times a year and additionally as deemed necessary by the Chair.

3. The Personnel Committee shall be responsible for (1) reviewing and updating the personnel manual; (2) overseeing the Executive Director's performance reviews; and (3) approving compensation and benefits to the extent they are outside of the approved budget.

All recommendations of the Personnel Committee as they relate to staff related expenditures outside of a board approved budget or as they relate to the employment of the Executive Director, must be approved by the Board of Directors.

The hiring, management, and evaluation of staff other than the Executive Director is the responsibility of the Executive Director. When called upon by the Executive Director, the Personnel Committee members or other Directors of the Board may assist in staff hiring processes.

Certified on this 17th day of July, 2018.



Joseph T. Wilson, Secretary  
YOUNG LEADERSHIP COUNCIL, INC.