

Young Leadership Council

Bylaws

Current as of June 22, 2020

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 create to develop young 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 elect officers, Directors and Executive Committee members as set forth in Article V of these Bylaws and if requested, to review programs and finances of the organization.
- 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 at least fifteen (15) and 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 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 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 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:
 - i. Meet the criteria of the Voting Member; and
 - ii. Be nominated and elected 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 engage independent contractors, outside vendors, hire full time or part time staff or to otherwise engage services as it deems appropriate to meet the needs of the Corporation.
- j. 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.
- k. 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.
- l. 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.
- m. 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 the 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. Officer Policy Documents: "Officer Policy Documents" shall mean those documents approved by the Board of Directors, as the same may be amended from time to time, which documents shall set forth the duties, obligations and/or similar information related to the performance of the necessary functions of the particular Officer or Officers of the Corporation. These Officers are described below.
 - i. President. The President shall preside at all meetings of the Voting Members, the Board of Directors, and the Executive Committee, and shall perform the duties usually devolving upon a presiding officer and described in the "Officer Policy Documents."
 - ii. 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 Governance

Committee and as a member of the Personnel Committee. In addition, the duties of the President-Elect shall include those listed in the “Officer Policy Documents.”

- iii. Past President. The immediate Past President shall service as the Chair of the Nominating Committee and as a member of the Personnel Committee. In addition, the duties of the Past President shall include those listed in the “Officer Policy Documents.”
- iv. Vice President-Communications. The Vice President-Communications shall serve as the Chair of the Communications Committee and with the collaboration of the Executive Director and designated staff, shall set the agenda for strategic short- and long-term communication efforts for the Corporation. The duties of the Vice President-Communications shall include those listed in the “Officer Policy Documents.”
- v. Vice President-Development. The Vice President-Development shall serve as the chair of the Development Committee, and with the collaboration of the Executive Director and designated staff, manage details related to raising funds for the Corporation. The duties of the Vice President-Development shall include those listed in the “Officer Policy Documents.”
- vi. Vice President-Membership. The Vice President-Membership shall serve as the Chair of the Membership Committee and with the collaboration of the Executive Director and designated staff, shall oversee efforts to maintain and recruit members. The duties of the Vice President-Membership shall include those listed in the “Officer Policy Documents.”
- vii. Vice President-Projects. The Vice President-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-Project shall include those listed in the “Officer Policy Documents.”
- viii. Treasurer. The Treasurer shall serve as the 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 those listed in the “Officer Policy Document and the Finance Manual of the Corporation.”
- ix. 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 those listed in the “Officer Policy Documents.”

IV. Committees of the Board of Directors

a. Executive Committee

- i. The Officers of the Corporation, as described in Article III, shall form the Executive Committee
- ii. 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.
- iii. The Executive Committee shall have the 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:

1. The Executive Committee shall set the agenda for all Board of Directors meetings;
2. 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.
3. 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.
 - c. 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

- i. There shall be a Nominating Committee, nominated by the immediate Past President and approved by the Board of Directors.
- ii. The Nominating Committee shall be approved each year by the board of 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, The Past President shall present his/her proposed candidates for the Nominating Committee to the Board of Directors. If any Director opposes a Nominating Committee candidate, the candidate can be rejected only by a simple majority vote of the 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).
- iii. The Chair of the Nominating Committee shall be the immediate Past President of the Corporation or if that person is unable to service, 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).
- iv. Other members of the Nominating Committee shall be at least six (6) members and a maximum of eight (8) including: two (2) to three (3) 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) to three (3) former Directors. If a member of the Nominating committee chooses to run for the Board of Directors or Executive

Committee of 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). The Executive Director shall also be a non-voting member of the Nominating Committee.

- v. The Nominating Committee shall operate as described in Article V of these Bylaws.
 - vi. A vacancy on the Nominating Committee which occurs before the Organization's annual meeting shall be filled via the process of Section (B)(1).
 - vii. 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
- i. 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 the Approval of the Board of Directors.
 - ii. The Finance committee will formulate standards by which to implement the authority granted hereby. Their policies of investment, however, shall be the 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, exchanges, or transfer of securities.
 - iii. The finance committee may have other duties listed in a separate policy document.
- d. Personnel Committee
- i. 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.
 - ii. Responsibilities of the Personnel Committee are discussed in a separate policy document.
- e. Communications Committee
- i. 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 by the Chair. The members of the committee are to be appointed by the Chair with the approval of the Board of Directors.
 - ii. Responsibilities of the Communications Committee are discussed in a separate policy document.
- f. Development Committee
- i. 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 Chair with the approval of the Board of Directors.
 - ii. Responsibilities of the Committee are discussed in a separate policy document.

- g. Membership Committee
 - i. There shall be a Membership Committee composed of the Vice President-Membership, as Chair, as 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 Chair with the approval of the Board of Directors.
 - ii. Responsibilities of the Committee are discussed in a separate policy document.
- h. Projects Committee
 - i. 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 by the Chair. If available to serve, the committee shall have two (2) current or former project leaders. The committee members shall be appointed by the Chair with the approval of the Board of Directors.
 - ii. Responsibilities of the Committee are discussed in a separate policy document.
- i. Governance Committee
 - i. 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 the Chair 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.
 - ii. The Governance Committee shall be charged with reviewing the governance, bylaws, practices and structure of the Organization. The 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.
 - iii. Other responsibilities of the Committee are discussed in a separate policy document.

V. Nominations and Elections

- a. At the beginning of the Fiscal Year, as described in Article IX of these bylaws the Chair of the Nominating Committee shall notify each Voting Member of the corporation of the following
 - i. Nominations are open for members of the Executive Committee, and the Board of Directors
 - ii. All Voting Members are eligible for consideration and may be proposed by themselves or by any other Voting Members
 - iii. All proposed nominations must be in writing, dated, signed and delivered to the Chair of the Nominating Committee at the close of the nominations period (hereinafter the “close of the nominations period”);
 - iv. All proposed nominations should include an application; and
 - v. 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. At the beginning of the fiscal year, as described in Article IX of these bylaws, 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 determine 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. 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. A Conflict of Interest shall be defined for the purposes of this section as: 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.
 - h. 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.
 - i. 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 at a fourth (4th) quarter meeting of the Board of Directors. The Board of Directors shall have the authority to remove a nominee by a two-thirds vote of the entire Board of Directors.
 - j. 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.
 - k. 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. 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.

- I. 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 the 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:
 - i. The proxy must be in writing, dated and signed by the Director exercising the proxy
 - ii. 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
 - iii. The proxy must be specific as to the agenda item or items to which it applies and the vote to be rendered; and
 - iv. 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.

- f. During any in-person meeting of the Board of Directors, a Director may participate in the meeting's discussion via telephone. However, telephonic participation in meetings of the Board of Directors shall be limited to two meeting per Director per year. A Director participating by telephone shall be counted towards quorum. A Director participating by telephone may cast his or her vote over the phone. Participation via telephone shall not constitute attendance at the meeting for purposes of Section X(a)(ii).

VII. Meetings, Notices, and Quorum of the Members

- a. The annual meeting of the Voting Members of this Corporation shall be held 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

- a. The Fiscal Year of the 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;
- i. Failure to pay dues within a reasonable time after sufficient notice has been given to the Director of the delinquency;
 - ii. 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;
 - iii. 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;
 - iv. Unauthorized representations to the public including the media on behalf of the Corporation;
 - v. Any violation of the provisions of Article II(M) (regarding candidacy or service for elective office); or 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:
- i. Failure to pay dues within a reasonable time after sufficient notice has been given to the Member of the delinquency; or
 - ii. Unauthorized representations to the public including the media on behalf of the Corporation
- c. 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. Indemnification

- a. 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).

XIV. Policies of the Corporation

- a. The Board of Directors, pursuant to Article II(H), has adopted the polices attached to these Bylaws, which are incorporated herein by reference:
 - i. The Conflict of Interest policy
 - ii. The Executive Compensation Policy
 - iii. The Records Retention Policy
 - iv. The Whistle Blower Policy
 - v. The Endowment Fund Policy
 - vi. The Employee and Volunteer Screening Policy
 - vii. The Project Leader Manual
 - viii. The Personnel Manual
 - ix. The Board of Directors Handbook
 - x. The Officer Policy Document
 - xi. The Committee Responsibilities Document

