

Leadership Palm Beach County, Inc.
AMENDED AND RESTATED BYLAWS

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Leadership Palm Beach County, Inc.

BYLAWS

ARTICLE I

NAME

The name of this organization shall be Leadership Palm Beach County, Inc. ("Leadership"). Leadership is composed of Leadership Members in good standing.

ARTICLE II

LOCATION

The primary office of Leadership shall be located in Palm Beach County, Florida.

ARTICLE III

MISSION AND PURPOSE

Section 1. Mission. To educate and unite leaders to build a better community.

Section 2. Purpose. The purposes of Leadership are (1) to expose a select group of persons residing or working in Palm Beach County to the social, economic and political issues facing Palm Beach County in order to stimulate and maintain the interest of those people in using their knowledge and ability to pursue leadership positions and assist the community with its needs, and (2) to undertake other activities deemed useful by the Board of Governors to enhance the purpose of Leadership.

Section 3. Political Affiliation. Leadership shall be non-partisan, non-sectarian and non-political in scope. The words "non-partisan" and "non-political" as used herein mean that Leadership and its committees shall not, as a body, engage in any activities favoring or opposing the election of any candidate for public office, or any political party, group, or faction.

Section 4. 501(c)(3) Status. Leadership shall observe all local, state and federal laws that apply to a non-profit organization as defined in section 501(c)(3) of the Internal Revenue Code.

Section 5. Statement of Non-Discrimination. Notwithstanding any provision of these Bylaws, Leadership shall not discriminate against any Member, program applicant, program participant, or guest at any Leadership sponsored event on the basis of sex, sexual orientation or identification, race, color, religion, age, disability, marital status, ancestry, ethnicity or national origin. Leadership shall comply with all applicable anti-discrimination laws, rules and regulations.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility for Membership. All persons who satisfactorily complete the ENGAGE Program and have paid current annual alumni dues shall be "Members." Each Member shall have one vote on issues subject to a membership vote as set forth in these Bylaws.

Section 2. Program Participant. Applicants approved by the Board of Governors shall become active Leadership participants upon payment of the program tuition.

Section 3. Member's Rights. No Member shall have any vested right, interest or privilege in or to the assets of Leadership, or any right, interest or privilege in Leadership which may be transferable or inheritable or which shall continue after his or her membership ceases.

Section 4. Limitation. No active or inactive Member or program graduate shall take any action or make any statement on behalf of Leadership, use Leadership's name other than stating his/her affiliation with Leadership, or in any way commit Leadership without first receiving approval of the Board of Governors, the Executive Committee or an authorized Leadership committee.

ARTICLE V FINANCE

Section 1. General Operating Funds. All receipts from tuition, grants, annual membership dues and other sources, unless otherwise designated, shall constitute the general operating funds of Leadership, which shall be administered by Leadership. The Board of Governors shall have authority over the general operating funds.

Section 2. Program Fees and Tuition. Program fees and tuition shall be established by the Board of Governors, which may amend such fees and tuition from time to time by a majority vote.

Section 3. Alumni Dues. Annual membership dues shall be established by the Board of Governors, which may amend such dues from time to time by a majority vote.

Section 4. Budget. The Finance Committee and Executive Director shall jointly create an annual budget prior to the end of each Fiscal Year. The Treasurer shall present the annual budget for the upcoming Fiscal Year to the Board of Governors prior to the end of the current Fiscal Year. The Board of Governors shall approve a budget prior to the start of each Fiscal Year.

ARTICLE VI GOVERNORS

Section 1. Management of Activities. The affairs of Leadership shall be under the management of the Board of Governors, its Officers and such agents as the Board of Governors may employ.

Section 2. Composition and Terms. The Board of Governors shall be composed of no fewer than fifteen (15) and no more than twenty-five (25) Governors, inclusive of the Officers described in Article VII, Section 1 and the Immediate Past President described in Article VIII, Section 3.a, below. In addition, there shall be one (1) non-voting liaison to the Board of Governors selected from the most recent ENGAGE Program class. Governors shall serve for a term of two (2) years, or until their successors have been duly elected. Non-voting liaisons shall serve for a term of one (1) year, or until their successors have been duly elected.

The President, with the approval of the Board of Governors, shall appoint a Member who is actively licensed in Florida as a lawyer to serve as General Counsel. In addition to the elected Governors, the

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General Counsel and Executive Director shall attend the meetings of the Board of Governors and the Executive Committee in an *ex officio*, non-voting capacity.

Section 3. Election. Nominations for Governor shall be provided by the Board Development Committee and presented to the Members as a slate. Governors shall be elected as a slate by a majority of the Members who cast their ballots for Governors.

No Governor may serve on the Board of Governors for more than four (4) consecutive two-year terms. A Governor may serve more than four (4) two-year terms non-consecutively. Any partial term shall be counted as a full two (2) year term. Notwithstanding the other provisions of this Section, a Governor serving as Immediate Past President may exceed the term limits described herein in order to fulfill the role of Immediate Past President.

Section 4. Meetings. The Board of Governors shall meet not fewer than nine (9) times a Fiscal Year. Regular meetings of the Board of Governors shall be scheduled by the President. Special meetings may be called by the President or by written request of more than fifty percent (50%) of the Board of Governors. Written notice (including by electronic mail) of any special meeting shall be provided to all Governors at least two (2) days prior to such meeting, at the notification address or email address as listed on the books of the Board of Governors. All electronic notices shall be deemed received as of the date sent. The Governors and Officers shall be deemed present at a meeting of such Board of Governors if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other.

Section 5. Quorum/Voting. A majority of the Governors shall constitute a quorum for the transaction of business. Each Governor shall have one vote, and action on any proposal shall require the affirmative vote of a majority of the Board of Governors present and voting at a properly constituted meeting. Voting by proxy is prohibited.

Section 6. Removal from Office. Members of the Board of Governors, including Officers, may be removed for reasons of misconduct related to Board of Governors activities; gross misconduct unrelated to Board of Governors activities, or behavior unbefitting of a Governor, that the Board of Governors determines by majority vote could harm the reputation or standing of Leadership; non-attendance at Board of Governor meetings; and/or failure to fulfill the duties of a Governor. The Board of Governors shall remove any Governor absent from three (3) meetings of the Board of Governors during any Fiscal Year (excluding excused absences), absent exigent circumstances. In the event of an allegation of a reason for removal as described in this Section, the vote of a majority of the Board of Governors present and voting at a properly constituted meeting shall be required for removal.

Section 7. Compensation. Governors shall not receive salaries for their services to Leadership. Nothing herein shall preclude a Governor from serving Leadership in another capacity and being compensated for those services.

ARTICLE VII OFFICERS

Section 1. Officers and Terms. Officers shall consist of a President, a President-Elect, a Treasurer, and a Secretary, each of whom shall be a Member and each of whom shall have served at least one (1) full term on the Board of Governors. Nominations for the Officers shall be provided by the Board Development Committee and presented to the Board of Governors as a slate. The Officers shall be elected annually by the Board of Governors for a period of one (1) year or until their successors have been duly elected. No Officer shall serve more than two (2) consecutive years in the same office and no President shall serve more than one (1) year in the office of President.

Section 2. Election. The Officers shall be elected by a majority of the Governors who cast their ballots for Governors.

Section 3. Vacancies. In the event an Officer position becomes vacant, a new Officer shall be elected by a majority of the Governors who cast their ballots for Governors, which process shall occur at the next regularly scheduled meeting of the Board of Governors following the vacancy.

Section 4. Responsibilities.

a. President. The President shall direct the Board of Governors, with Leadership staff, to drive the mission of Leadership. Responsibilities shall include reviewing and implementing the strategic plan, serving as the leader of the Board of Governors to the broader community, directing the Board of Governors on all issues related to Leadership, serving as an *ex officio* member of all committees (but shall be a nonvoting member of the Board Development Committee), conducting regularly scheduled meetings of the Executive Committee and Board of Governors, appointing such committee chairpersons and committees as may be required, assisting in directing and supporting the activities of the Board Development Committee, acting as the direct manager of the Executive Director, serving as the leader of Leadership in the event that the Executive Director becomes unable to perform his or her duties, and signing or countersigning all certificates, contracts or other documents, as authorized by the Board of Governors.

b. President-Elect. The President-Elect shall oversee the core programs to ensure relevancy and quality as outlined in the strategic plan, responsibilities for which oversight role include serving as a liaison between the program committee chairs and Leadership staff, working with Leadership staff to design and support efficient program committee structures, monitoring monthly program surveys to ensure quality programming, and reviewing best practices with staff and committees annually. The President-Elect shall also have such other responsibilities as may be assigned by the President, from time to time. In the event the President resigns, dies, is removed, or is otherwise unable to perform his or her duties, the President-Elect shall serve as the President for the remainder of the former President's unexpired term. In the event the President-Elect becomes President due to the resignation, death, removal, or other loss of an elected President, the service of the President-Elect as President during that term shall not count as a term as President for purposes of the term limits provided for in these Bylaws. The President-Elect shall be nominated to be the President by the Board Development Committee for the year following the year of service as President-Elect.

c. Treasurer. The Treasurer shall oversee the financial policies and procedures to ensure the health and sustainability of the organization. Responsibilities include serving as chairperson of the Finance Committee, serving as finance liaison to the Executive Director and the accounting team, reviewing financial statements on a monthly basis, reviewing financial policies and procedures with the Executive Director and Vice-President on a quarterly basis, reporting financial health monthly to the Board of Governors, partnering with the Audit Committee to ensure compliance, and coordinating with the Advancement Committee.

d. Secretary. The Secretary shall oversee the Bylaws, the Policies & Procedures, and the Board of Governors governance policies, responsibilities for which oversight role include coordinating the Board of Governors orientation with the Executive Director and the President, monitoring the Board of Governors scorecard, reviewing annually the Leadership Bylaws and overseeing the Bylaws Task Force, if needed, and reviewing quarterly the financial policies and procedures with the Executive Director and the Treasurer. The Secretary shall also have such other responsibilities as may be assigned by the President, from time to time.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1. Authority. The Executive Committee consisting of five (5) voting members as specified in Article VIII, Section 2 shall have full authority to act on behalf of the Board of Governors between meetings of the Board of Governors. The President or President Elect, plus any two (2) voting members of the Executive Committee shall constitute a quorum. All actions of the Executive Committee during the period between meetings of the Board of Governors shall be reported to and shall be subject to approval of the Board, provided that no action of the Executive Committee that affects the rights of third parties may be altered.

Section 2. Composition. The Executive Committee shall be composed of the President, , President-Elect, Secretary, Treasurer, and the Immediate Past President of the Board of Governors who shall be voting members. In addition, The General Counsel and Executive Director shall be non-voting members of the Executive Committee.

Section 3. Responsibilities.

a. Immediate Past President. The Immediate Past President shall oversee the ENGAGE program selection process, serve as liaison to Past Presidents, and have such other duties as may be assigned by the President, from time to time.

b. General Counsel. The General Counsel shall oversee governance matters for the Board of Governors and Executive Committee and shall review and recommend for approval all contracts to be executed by Leadership. Additionally, the General Counsel shall identify relevant legal issues that arise in the conduct of Leadership business, provide guidance to the Executive Committee and Governors to navigate and resolve such legal issues, identify and solicit experts for specialized legal matters, as needed, and assist in committee and task force work, as requested. The General Counsel shall serve as a member of the Executive Committee and Board of Governors without a vote.

c. **Executive Director.** The Board of Governors may hire or contract with a person who shall function as the Executive Director of Leadership and who shall perform such duties as may be delegated by contract or by the Board of Governors. The Executive Director shall keep a correct record of the proceedings of all meetings of the Board of Governors and Executive Committee and shall be responsible for the maintenance and supervision of the membership records of Leadership. The Executive Director shall serve as a member of the Board of Governors without a vote. The President may remove the Executive Director with the consent of the Executive Committee, which action shall be immediately reported to the Board of Governors.

Section 4. Meetings and Attendance. The Executive Committee shall meet not fewer than nine (9) times a Fiscal Year. Upon the recommendation of Executive Committee, the Board of Governors shall remove any Officer absent from three (3) meetings of the Executive Committee during any Fiscal Year (excluding excused absences), absent exigent circumstances.

ARTICLE IX PROGRAMS AND COMMITTEES

Section 1. Programs. The following programs shall be established as standing core programs of Leadership: ENGAGE (Adult) Program; ASPIRE (Adult) Program; GROW (Youth) Program; and FOCUS Program. Each program shall be conducted at least annually, unless an exception is approved by the Board of Governors. Programs may be added or deleted upon approval of the Board of Governors.

Section 2. Standing Committees. Standing Committees are generally established for long-term or ongoing purposes. Other than the Executive Committee, Finance Committee, Audit Committee, Advancement Committee and the Board Development Committee, the President shall establish all other Standing Committees as deemed necessary and appropriate by the President. New Standing Committees named by the President shall be ratified by majority vote of the Board of Governors.

Section 3. Ad-Hoc Committees. Ad-Hoc committees are established by the President, for short-term projects or issues for a specific/limited purpose as determined by the President. Ad-Hoc committees shall not require ratification of the Board of Governors.

Section 4. Committee Chairs and Members. Chairs and vice chairs of all programs and committees must be Members. Membership on any program committee or other committee may include Members and non-members as deemed appropriate and necessary by the chair of the program or committee.

Section 5. Limitations. No program or committee chair or vice chair or individual committee member shall take any formal action, use Leadership's name, or in any way commit Leadership financially or otherwise, without the approval of the Executive Director, Executive Committee or Board of Governors. All such actions shall be reported at the next regularly scheduled meeting.

Section 6. Board Development Committee. The Board Development Committee shall be responsible for carrying out the processes and procedures for the nomination of Officers and Governors for Leadership as specified in Article VI and VII of these Bylaws. The Board Development

Committee shall be composed of no more than five (5) Members. The President shall appoint the chair to the Board Development Committee. The chair shall select at least four (4) additional members, no more than three (3) of whom shall be current Governors. The Board Development Committee shall also be responsible for determining eligibility for all proposed Officer and Governor candidates. Voting members of the Board Development Committee shall not be eligible to stand as candidates for office or members of the Board of Governors during their tenure on the Board Development Committee.

Section 7. Finance Committee. The Treasurer shall be a member and the chair of the Finance Committee and shall appoint a Finance Committee composed of no more than seven (7) Members. The Finance Committee shall be responsible for the financial oversight of Leadership, including, but not limited to, developing and overseeing the preparation of the Annual Budget, monitoring adherence to the Annual Budget, developing and preparing periodic financial reports to the Executive Committee and Board of Governors, and developing and recommending financial control and policies.

Section 8. Audit Committee. Each Fiscal Year, the President shall appoint a Governor to be the chair of the Audit Committee. The chair shall appoint four (4) additional persons to serve on the committee and one (1) such appointee shall not be a Member. The Treasurer shall serve as a non-voting member of the Audit Committee. The Audit Committee shall be responsible for annually selecting the auditor, reviewing any draft audit and tax return of Leadership prepared by the auditor, presenting the draft audit to the Board of Governors with or without the assistance of the auditor, reviewing any management recommendation letter prepared by the auditor and assisting in the preparation of a response to any such management recommendation letter.

Section 9. Advancement Committee. Each Fiscal Year, the President shall appoint the chair of the Advancement Committee. The chair shall appoint a minimum of four (4) additional persons to serve on the Advancement Committee. At least one (1) such appointee shall not be a Governor. Each person on the Advancement Committee, including the Chair of the Advancement Committee, shall serve for a 1-year term, for a maximum of two consecutive terms. Advancement Committee members who have served the maximum number of consecutive terms may be reappointed for additional terms, but no person shall be eligible for reappointment until at least one full fiscal year has passed from the date the person left the Advancement Committee. The Advancement Committee shall be responsible for Leadership's investment, endowment, and grant activities. The Advancement Committee shall develop and recommend an investment policy; recommend and coordinate with an investment firm; undertake a quarterly review of investment statements to ensure compliance with the investment policy; provide quarterly reports concerning the status of investment activities to the Finance Committee; research, apply for, and ensure compliance with requirements for grants; pursue opportunities to grow Leadership's endowment through individual, corporate, and foundation support; and where applicable, ensure endowment disbursements comply with donor intent.

ARTICLE X ANNUAL MEETING OR ANNUAL REPORT

Section 1. Annual Meeting or Annual Report. After the end of the Fiscal Year and within thirty (30) days of the audited financial statements being approved by the Board of Governors, Leadership shall provide or make available to the Members an update with respect to Leadership's finances, programs, committees, and such other matters as determined by the Executive Committee. Said update shall be provided or made available by way of an Annual Meeting and/or an Annual Report. If an Annual Meeting is held, notice of said Annual Meeting shall be provided to the Members at least seven (7) days prior to the date set for said meeting. If an Annual Report is prepared, it may be delivered to the Members by email and/or be made available on Leadership's website.

Section 2. Other Meetings. Other meetings of the Members may be called by the President and either President-Elect or upon petition of twenty-five (25) Members under conditions similar to those for holding the Annual Meeting. Twenty-five (25) Members, present in person, shall constitute a quorum. Voting by proxy shall not be permitted.

ARTICLE XI INDEMNIFICATION

Every Governor and every Officer of Leadership shall be indemnified by Leadership against all expenses and liabilities, including, but not limited to, attorney's fees and litigation costs, including those at the appellate level, reasonably incurred by or imposed in connection with any proceeding to which he or she may be a party or may have become involved, by reason of being or having been a Governor or Officer of Leadership, or any settlement thereof, whether or not a Governor or Officer at the time such expenses are incurred. This indemnification shall inure to the benefit of the Governor or Officer and his or her heirs, executors and administrators of such a person, except in such cases where the Governor or Officer is adjudged guilty of willful or intentional misfeasance or malfeasance in the performance of his or her duties. In the event of a settlement, the indemnification herein shall apply only when the Board of Governors approves such settlement and reimbursement as being in the best interests of Leadership. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Governor or Officer may be entitled, including, but not limited to, those rights of indemnification provided in Chapter 617, Florida Statutes.

ARTICLE XII FISCAL YEAR

The Fiscal Year of Leadership shall be July 1 to June 30, both dates inclusive.

ARTICLE XIII PARLIAMENTARY PROCEDURE AND CORPORATE SEAL

Section 1. Authority. The proceedings of Leadership shall be governed and conducted in accordance with the latest edition of Robert's Rules of Order when not in conflict with these Bylaws.

The requirement for adherence to Robert's Rules of Order may be waived through affirmative vote of the Board or by implication through Board action.

Section 2. Seal. The seal of Leadership shall be circular in form, with the name of Leadership in the outer circle and the year and state of incorporation in the inner circle, and the seal impressed on the margin thereof is hereby adopted as the corporate seal of Leadership.

ARTICLE XIV AMENDMENTS

These Bylaws may be amended or altered by a two-thirds vote of the Board of Governors in attendance at any regular or called meeting thereof, if a quorum is present. Any proposed amendment or alteration shall be submitted to the Board of Governors in writing at least five (5) days prior to a meeting called by the President or any next regularly scheduled meeting of the Board of Governors.

ARTICLE XV DISSOLUTION

Upon dissolution of Leadership, its remaining assets, after payment or provision for payment of all debts and liabilities, shall be distributed to a non-profit fund or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under section 501(c)(3) of the Internal Revenue Code.