

Leadership Palm Beach County, Inc.
Policies and Procedures
(March 28, 2017)

Articles I-V
RESERVED

ARTICLE VI
BOARD OF 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 below. In addition, there shall be one (1) non-voting liaison to the Board of Governors selected from the most recent ENGAGE 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.

Section 3. Election and Tenure.

A. Election.

Nominations for Governor shall be provided by the Board Development Committee and presented to the members as a slate, and write in candidates shall not be accepted. Governors shall be elected by a majority of the Members who cast their ballots for Governors. Each Member seeking selection as Governor from the general membership shall have actively served on a committee within the last two (2) years prior to the election.

The notice of the commencement of the nomination process shall be provided by U.S. mail or electronically to the general membership approximately ninety (90) days before the next regularly scheduled June meeting of the Board of Governors.

Members desiring to be considered a candidate for selection by the Board Development Committee as a Governor from the general membership shall give notice in writing to the Board Development Committee of their intent to submit a willingness to serve application approximately (60) days before the next regularly scheduled June meeting of the Board of Governors.

The Board Development Committee shall determine whether the Members applying meet the criteria to serve as Governors prior to the commencement of the nominating process. No later than thirty (30) days before the next regularly scheduled June meeting of the Board of Governors, Leadership, on behalf of the Board Development Committee, shall distribute by U.S. mail or electronically to each Member a ballot containing the slate proposed by the Board Development Committee. Each Member shall cast a ballot either for or against the slate proposed by the Board Development Committee no later than fifteen (15) days before the next regularly scheduled meeting of the Board of Governors.

The Board Development Committee shall tally the ballots. The chair of the Board Development Committee or his/her designee shall announce the names of the new Governors at the next regularly scheduled June meeting of the Board of Governors and notify the general membership promptly after such meeting.

B. Election of Liaison from ENGAGE Class. All members of the then-current ENGAGE class seeking to run for election as liaison to the Board of Governors as non-voting representatives from their class shall be in good standing according to their program attendance requirements.

The notice of election will be provided by the Board Development Committee to the class no later than the third-to-last session of that year's ENGAGE program. Those class members desiring to be considered as a candidate for election to the Board of Governors as representatives from their class shall give notice to the Board Development Committee of their intent to seek election no later than the second-to-last session of that year's program. At the last session of that year's program, the Board Development Committee shall distribute to the class members in attendance ballots containing the list of candidates. The members in attendance shall cast their ballot in secret for no more than two (2) of the candidates. The Board Development Committee shall tally the ballots. The two (2) candidates receiving the highest number of votes shall be presented to the Board Development Committee for consideration, and the Board Development Committee shall nominate one (1) of the candidates to serve as the liaison to the Board of Governors.

C. Tenure.

Governors shall serve for a term of two (2) years. Liaisons to the Board of Governors selected from the most recent ENGAGE class shall serve for one (1) year terms. No Governor may serve on the Board of Governors for more than three (3) consecutive two-year terms. A Governor may serve more than three (3) two-year terms non-consecutively. Any partial term shall be counted as a full two-year term.

Governors shall be elected to staggered terms, and no more than twenty-five (25) Governors (inclusive of Officers serving as Directors) may serve in any year. The Board of Governors shall implement as needed a procedure for determining staggered terms.

Section 4. Responsibilities.

Each Governor shall actively serve on at least one (1) committee of Leadership. Each Governor must attend a minimum of nine (9) Board of Governors meetings during the Fiscal Year; however, attendance at the next regularly scheduled Executive Committee meeting shall constitute attendance for the previously missed Board of Governor meeting.

Further, a Governor may be excused from a Board of Governors meeting by providing the President with a written request within nine (9) days after the missed meeting stating the grounds for the absence. The Executive Committee shall have the authority to determine whether an excuse is granted. An excused absence shall be considered an attendance for purposes of the nine (9) meeting requirement.

A Governor who has three (3) unexcused absences within a Fiscal Year shall be dismissed from the Board of Governors. The vacancy may be filled as provided below.

Section 5. Vacancies.

After being advised of a vacancy on the Board of Governors, the Board Development Committee may appoint a new Governor from the general membership.

Section 6. Attendance.

Attendance at regular Board of Governors meetings shall be expected of all Governors. Attendance shall mean either in person or by teleconference.

Regular meetings of the Board of Governors shall be scheduled by the President.

A Governor unable to attend a Board of Governors meeting shall notify the President or the Executive Director at least 24 hours in advance of a meeting of that Governor's inability to attend a Board of Governors meeting.

Notwithstanding the reason for nonattendance, any Governor who fails to follow the notification procedures in the previous paragraph more than three (3) times shall be removed as a Governor and the procedure for vacancies may be implemented pursuant to Section 5 of this Article, absent exigent circumstances.

ARTICLE VII OFFICERS

Section 1. Classification of Officers.

Officers shall consist of a President, First Vice-President, Second Vice-President, and Treasurer. Each Officer shall be a Member who has served at least one full (1) term on the Board of Governors. For the purposes of eligibility to serve as an Officer, a partial term served by a Governor shall not constitute a full term.

Section 2. Election.

The Officers shall be elected annually by the Board of Governors each year, by a majority of the Governors who cast their ballots for Officers. Nominations for the Officers shall be provided by the Board Development Committee and presented to the Board of Governors, and write in candidates shall not be accepted.

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. The First Vice-President shall succeed to the office of President upon the death or resignation of the President. The Second Vice-President shall

succeed to the office of the First Vice-President upon the death, resignation or a mid-term succession to the Presidency of the First Vice-President.

The notice of the commencement of the nomination process shall be provided by U.S. mail or electronically to the general membership approximately ninety (90) days before the next regularly scheduled June meeting of the Board of Governors.

Members desiring to be considered a candidate for selection by the Board Development Committee as an Officer give notice in writing to the Board Development Committee of their intent to submit a willingness to serve application approximately sixty (60) days before the next regularly scheduled June meeting of the Board of Governors.

The Board Development Committee shall determine whether the Members applying meet the criteria to serve as Officers prior to the commencement of the nominating process. No later than thirty (30) days before the next regularly scheduled June meeting of the Board of Governors, Leadership, on behalf of the Board Development Committee, shall distribute by U.S. mail or electronically to each Governor a ballot containing the slate of Officers proposed by the Board Development Committee. Each Governor shall cast a ballot either for or against the slate proposed by the Board Development Committee no later than fifteen (15) days before the next regularly scheduled meeting of the Board of Governors.

The Board Development Committee shall tally the ballots. The chair of the Board Development Committee or his/her designee shall announce the names of the new Officers at or before the next regularly scheduled meeting of the Board of Governors and notify the general membership promptly thereafter.

Section 3. Responsibilities.

a. President. The President shall preside at all meetings of the Board of Governors, be an *ex officio* member of all committees, except the Board Development Committee, have general and management control of program affairs subject to approval of the Board of Governors, ensure that all orders and resolutions of the Board of Governors are effected, appoint such committee chairs as may be required, and sign or countersign all certificates, contracts or other documents, as authorized by the Board of Governors.

b. First Vice-President. The First Vice-President shall perform the duties of the President in the absence of that Officer and shall be responsible for the overall coordination of all Leadership programs throughout the fiscal year. The First Vice-President shall communicate regularly with program chairs and shall facilitate communication and collaboration between and among programs.

c. Second Vice-President. The Second Vice-President shall be responsible for the overall coordination of all committees of Leadership as approved by the President and/or Board of Governors. The Second Vice-President shall communicate regularly with committee chairs and shall facilitate communications and collaboration between and among committees.

d. Treasurer. The Treasurer shall ensure that adequate records are maintained by the corporation, give an overview of reports and accountings to the governors as required by the Board of Governors or by law, and perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation, or the Bylaws, or which may be assigned by the Board of Governors from time to time.

e. Immediate Past President. The Immediate Past President shall perform all duties incident to the office of Immediate Past President and such other duties as may be required by law, the Articles of Incorporation, or the Bylaws, or which may be assigned by the Board of Governors from time to time.

f. 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.

Section 4. Vacancies.

Vacancies among the Officers (except for the office of the President and First Vice President which is addressed in Section 2 of Article VII) shall be filled by the Board of Governors for the unexpired term. Nominations for vacant offices shall be provided by the Board Development Committee and presented to the Board of Governors. In the event that the Immediate Past President is unable to serve as an active member of the Board of Governors, then the Board Development Committee may nominate and the Board of Governors may elect a Past President of the organization to serve on the Board for a term to expire after the next regularly scheduled June meeting of the Board of Governors.

Section 5. Attendance.

Attendance at regular Board of Governors meetings shall be expected of all Officers. Attendance shall mean either in person or by teleconference.

Regular meetings of the Board of Governors shall be scheduled by the President.

An Officer unable to attend a Board of Governors meeting shall notify the President or the Executive Director at least 24 hours in advance of a meeting of that Officer's inability to attend a Board of Governors meeting.

Notwithstanding the reason for nonattendance, any Officer who fails to follow the notification procedures in the previous paragraph more than three (3) times, shall be removed as an Officer and the procedure for vacancies shall be implemented pursuant to Section 4 of this Article, absent exigent circumstances.

ARTICLE VIII RESERVED

ARTICLE IX BOARD DEVELOPMENT COMMITTEE AND NOMINATIONS

Section 1. Composition.

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 the Bylaws. The Board Development Committee shall be composed of no more than five (5) Leadership Members. The President shall appoint the chair to the Board Development Committee, for a one (1) year term. The chair shall select at least four (4) additional members, no more than three (3) of whom shall be current Governors. The Executive Committee shall have final approval over the composition of the Board Development Committee. Members of the Board Development Committee shall serve for a one (1) year term, and no such member shall serve more than two (2) consecutive terms.

In addition to the members of the Board Development Committee, the Executive Director shall attend the meetings of the Board Development Committee in an *ex officio*, non-voting capacity.

The Board Development Committee shall be responsible for determining eligibility for all proposed Officer, Governor, and liaison candidates. Members of the Board Development Committee shall not be eligible to stand as candidates for Officers or members of the Board of Governors during their tenure on the Board Development Committee.

Section 2. Nominations.

The Board Development Committee shall consider candidates for Governors and Officers based upon the short term and long term needs of Leadership, as determined by the Board Development Committee in conjunction with the Executive Committee, from time to time. The Board Development Committee shall consider, among other candidates, those candidates who have submitted willingness to serve applications to the Board Development Committee.

The Board Development Committee shall, no later than thirty (30) days before the June Board of Governors meeting each year, present to the general membership and the Board of Governors, as applicable, the following:

A. Nominees to serve on the Board of Governors to fill expiring terms, and/or nominees for one (1) or more Governors to serve on the Board of Governors to fill vacancies as needed, provided that no more than twenty-five (25) Governors (inclusive of Officers serving as Directors) may serve in any year.

B. Nominee for liaison to the Board of Governors from the current ENGAGE class.

C. Nominees for President, First Vice-President, Second Vice-President, and Treasurer.

No write-in candidates shall be accepted. Members and Governors shall cast their ballots either for or against the slates of Governors and Officers proposed by the Board Development Committee, as applicable, no later than fifteen (15) days before the next regularly scheduled meeting of the Board of Governors.

The Board Development Committee shall tally the ballots. The chair of the Board Development Committee or his/her designee shall announce the names of the new Governors at the next regularly scheduled June meeting of the Board of Governors and shall announce the names of

the new Officers at or before the next regularly scheduled meeting of the Board of Governors. The general membership shall be notified of the results promptly thereafter.

**Articles X-XV
RESERVED**