



Our Mission:

The Leadership Gainesville Alumni Association works towards the focused goal of improving the quality of life of our members and our community. We do this through leadership development, collaboration and active community involvement.

BYLAWS OF LEADERSHIP GAINESVILLE ALUMNI ASSOCIATION, INC.

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The Corporation shall be known as Leadership Gainesville Alumni Association, Inc., a non-profit Florida Corporation (LGAA).

Section 2 – Purpose: The Leadership Gainesville Alumni Association works towards the focused goal of improving the quality of life of our Members and our community. We do this through leadership development, collaboration and active community involvement.

ARTICLE II – MEMBERSHIP

Section 1 – Eligibility for Membership: All persons who have successfully graduated from the Leadership Gainesville (LG) program shall be eligible for membership in LGAA. Membership is granted after completion and receipt of membership application and annual dues.

Section 2 – Annual Dues: The amount required for annual dues shall be determined by a majority vote of the members of the Board of Directors. Continued membership is contingent upon being up to date on membership dues.

Section 3 – Membership Year: The Membership Year shall begin on the first day of June.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Annual General Membership Meeting: The annual meeting of Members of LGAA shall be held in the month of June, the specific date, time, and location of which will be designated by the President. At the annual meeting, the Members shall elect directors and officers pursuant to the requirements in these bylaws and shall receive reports on activities of LGAA.

Section 2 – Special Meetings: Special meetings of the General Membership may be called by the President, the Executive Committee, or sixty percent (60%) of the Board of Directors. A petition signed by fifty percent (50%) of the Members may also call a special meeting.



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Section 3 – Notice of Meetings: Notice of membership meetings shall be electronically mailed to each Member for whom LGAA has an email address and posted on LGAA's website no less than fourteen (14) days prior to the meeting.

Section 4 – Quorum: The Members present at any properly announced Meeting of the Membership shall constitute a quorum.

Section 5 – Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the voting takes place.

Section 6 – Order of Business: The agenda of each Meeting of the Membership shall be organized by the President or in the case of a Special Meeting, the entity calling the meeting pursuant to Article III, Section 3.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The Board of Directors is responsible for the overall policy and direction of LGAA and delegates responsibility of day-to-day operations to the Councils and the Executive Committee. The Board of Directors shall have up to 30, but not fewer than 10 members. A minimum of three (3) positions on the Board of Directors (including the ex-officio position mentioned in these bylaws) shall be reserved for members of the most recent Leadership Gainesville class.

Section 2 – Compensation: The Board of Directors receives no compensation.

Section 3 – Eligibility: All Members of LGAA are eligible to serve as members of the Board of Directors (Directors).

Section 4 – Responsibilities: Directors are expected to contribute to LGAA by being an active participant in at least one Council or committee.

Section 5 – Terms: Directors shall serve two-year terms, but are eligible for re-election for up to five consecutive terms. Terms will begin on June 1st.

Section 6 – Monthly Meetings and Notice: Regular meetings of the Board shall be held the fourth (4th) Wednesday of each month at 8:15 AM in Gainesville, Florida and/or on such dates and at such times as the President may designate. These meetings must be posted on the LGAA website at

least five (5) days prior to the meeting. Changes to the meeting date, time, or location must be listed on the website and electronically mailed to all Directors for which LGAA has an email address no later than three (3) days prior to the meeting.

Section 7 – Special Meetings of the Board of Directors: Special meetings of the Board of Directors may be called from time to time by order of the President or by one-third of the Board of Directors. The meeting date, time, and location must be electronically mailed to all board members for which LGAA has an email address no later than three (3) days prior to the meeting.

Section 8 – Quorum: A quorum must be attended by at least thirty percent (30%) of the Board of Directors for Monthly Meetings and by at least forty percent (40%) of the Board of Directors for Special Meetings of the Board of Directors.

Section 9 – Resignation: Resignation from the board must be made via electronic mail and received by the Secretary.

Section 10 – Termination for Excessive Absences: A Director shall be automatically terminated from the board if he or she is no longer a member in good standing with LGAA or due to excessive absences, defined as three (3) consecutive absences from Monthly Meetings and/or General Membership Meetings in a twelve (12) month span or four (4) absences occurring any time within a twelve (12) month span. Directors who are automatically terminated from the Board may reapply for the Board of Directors pursuant to the provisions outlined in these bylaws.

Section 11 – Termination by Board of Directors: A Director may be removed for any reason (with or without cause) by a three-fourths (3/4) vote of the remaining Directors present during a properly announced meeting in which a quorum is present.

Section 12 – Vacancies. Vacancies on the Board of Directors shall be filled on an ongoing basis pursuant to the requirements outlined in these bylaws. The term of a Director selected to fill a vacancy shall end on the last day of May of the second year following his or her appointment.

Section 13 – Ex-officio members: The CEO of the Gainesville Area Chamber of Commerce, the Program Manager of Leadership Gainesville, and the duly elected class president of the most recently concluded Leadership Gainesville class shall be appointed as ex-officio members of the Board of Directors. The duration of their appointments correspond to the duration of their employment or tenure in these titles, and they are not subject to the attendance or responsibilities requirements outlined in these bylaws. These members shall have the same voting rights of other board members; however, they may not serve as an Officer of LGAA. The presence of LGAA Corporate Bylaws as proposed on September 28, 2011 and approved on October 26, 2011.

these individuals shall be considered when determining quorum; however, their absence shall not be considered when determining quorum.

Section 13(a) – The duly elected class president of the most recently concluded Leadership Gainesville class shall serve a one year term.

ARTICLE V – ELECTION OF BOARD MEMBERS

Section 1 – Nominations Committee: The Nominations Committee shall consist of the President, the Immediate Past President, and LGAA Members in good standing that the President may appoint. The Nominations Committee must have at least three (3) members and shall be chaired by the Immediate Past President. Members of the Nominations Committee may not be up for consideration for an Officer position. The Conflict of Interest provisions outlined within these bylaws shall not apply to members of the Nominations Committee while they are being considered for the Board of Directors.

Section 2 – Annual Slate Process:

Section 2(a) – Call for Nominations: The Nominations Committee shall issue a Call for Nominations for candidates for available Director and Officer positions. Notification of this Call for Nominations in addition to relevant qualifications, requirements or timelines must be posted on the LGAA website and electronically mailed to all LGAA Members for which LGAA has an email address at least thirty (30) days prior to any candidate deadlines or slate being determined.

Section 2(b) – LGAA Members in good standing may be nominated or nominate themselves. All nominees must submit a completed nomination form as designated by the Nominations Committee. The Nominations Committee, at its sole discretion, may waive the deadline for any nomination form for individual candidates.

Section 2(c) – Slate of Candidates: Individual nominations shall be screened and evaluated by the Nominations Committee, and a slate of candidates shall be selected that the Committee determines is the best representation of leaders for the organization. This slate shall be presented to the Board of Directors for a yea or nay vote in a Monthly Meeting or a Special Meeting of the Board of Directors prior to the Annual General Membership Meeting. Any positions not addressed by the Slate of Candidates proposed



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by the Nominations Committee may be filled by the Board of Directors following Roberts Rules of Order.

Section 2(d) – Should the Slate of Candidates not be approved by the Board of Directors in the initial ye or nay vote described above, the Board of Directors may modify the Slate of Candidates following Roberts Rules of Order. The Board of Directors must approve a slate prior to the Annual General Membership Meeting and present it for a for a ye or nay vote at said meeting. Any positions not addressed by the Slate of Candidates proposed by the Board of Directors may be filled by the Members of LGAA at the Annual General Membership Meeting following Roberts Rules of Order.

Section 2(e) – Should the Slate of Candidates not be approved by the Members of LGAA in the initial ye or nay vote described above, the Members may modify and approve the Slate of Candidates following Roberts Rules of Order.

Section 3 – Interim Vacancies.

Section 3(a) – Directors: If the Board of Directors has fewer members than are authorized by these bylaws, there shall be an open nominations process to fill the vacancies. Candidates for the Board must complete the nominations form as designated by the Nominations Committee.

Section 3(b) – Any Director may nominate a candidate to be considered for an opening on the Board of Directors during a Monthly Meeting or a Special Meeting of the Board of Directors. Such a nomination must be made during the new business portion of the agenda but may not be voted upon by the Board until a subsequent Monthly Meeting or Special Meeting of the Board of Directors. This process will be subject to the Conflict of Interest policies outlined in these bylaws.

Section 3(c) – Officers: In the event of a vacancy in an officer position, the President may appoint an existing Director to fill the vacancy for the remainder of the open term. In the event of a vacancy of the President position, the President-Elect shall automatically become the President.

ARTICLE VI – OFFICERS AND DUTIES

Section 1 – Officers of LGAA: There shall be seven Officers of LGAA, consisting of a President, Past President, President-elect, Secretary, Treasurer, Vice President of Community Relations, and Vice President of Community Action.

Section 2 – Terms: Officers shall serve for a term of one year or until their successors are elected and have taken office.

Section 3 – Officer Duties: The Officers of LGAA shall serve as members of the Board of Directors by virtue of the offices they hold. Their specific duties are as follows:

Section 3(a) – President: The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: President-elect, Secretary, Treasurer; perform such duties as are generally incident to the office of President, or as may be required by the Board of Directors; chair the Executive Committee; and assure that the activities of the corporation are in compliance with these bylaws.

Section 3(b) – President-elect: The President-Elect shall perform the duties of chairperson of the Membership Council and report to the President on a monthly basis the number of paid members and the paid status of its Board of Directors; be vested with all the power and shall perform all of the duties of the President in case of his or her absence or inability to act, and perform such other duties as are generally incident to the office of the President-Elect, or as may be required by the Board of Directors or the President.

Section 3(c) – Secretary: The Secretary shall be an active member of the Membership Council; responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained; responsible for maintaining the organization's website and ensuring that Board Minutes and Council Minutes are posted in a timely manner.

Section 3(d) – Treasurer: The Treasurer shall make a report at each board meeting; prepare the annual budget for review; make financial information available to board members and the general members as reasonably requested; be custodian of all funds and securities of the corporation and collect interest thereon; deposit all monies of the corporation in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes, upon or obtaining such signatures as may be required by the Board of Directors; arrange for the preparation and filing of all reports



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Community Action, or Vice President of Relations, the individual must have been a Member for one (1) year.

Section 5 – Term Limits: No individual may serve two (2) consecutive terms as President, Past-President or President-Elect. No individual may serve three (3) consecutive terms as Secretary, Treasurer, Vice President of Community Action, or Vice President of Community Relations.

ARTICLE VII – Advisor to the President

Section 1 – Advisor to the President: At his or her own discretion, the President of LGAA may appoint a Member to be Advisor to the President. The Advisor to the President shall be an official member of the Board of Directors and shall perform the duties as may be required by the President.

Section 2 – Term: The term of office for an Advisor to the President coincides with the term of the President, and there shall be no more than one (1) Advisor to the President serving on the Board at any given time.

ARTICLE VIII – EXECUTIVE COMMITTEE

Section 1 – Executive Committee Members: The seven (7) officers of LGAA and the Advisor to the President, if applicable, serve as the members of the Executive Committee with the President serving as chairperson.

Section 2 – Role: The Executive Committee is responsible for the day to day operations of the organization and for maintaining care, custody, and control of LGAA's property, subject to the direction and control of the full board.

Section 3 – Authority: The Executive Committee may exercise the powers of the Board of Directors when the Board is not in session, reporting any action taken to the Board at the Board's succeeding meeting.

Section 4 – The Executive Committee's authority is subject to the following limitations:

Section 4(a) – Amending, altering or repealing these Bylaws;

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Section 4(b) – Electing, appointing, or removing any member of the Executive Committee or any director or officer of LGAA;

Section 4(c) – Amending the Articles of Incorporation of LGAA; adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation;

Section 4(d) – Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of LGAA;

Section 4(e) – Authorizing the voluntary dissolution of LGAA or revoking proceedings therefore;

Section 4(f) – Adopting a plan for the distribution of the assets of LGAA;

Section 4(g) – And authorizing expenditures in excess of amounts set forth in the annual budget of LGAA as approved by the Board of Directors.

ARTICLE IX – COUNCILS

Section 1 – Definition of Councils: Councils are empowered by the Board of Directors to execute their mission statements as defined below and to work on specific issues facing the organization. Their decisions are subject to the direction and control of the full board.

Section 1(a) – Membership Council: The Membership Council is responsible for communication and outreach to the current and prospective members of LGAA and hosting periodic socials and other events to help members connect or develop as leaders. Additionally, the Membership Council is responsible for recommending an annual dues amount to the board of directors, maintaining the membership records of the organization and the coordination and execution of all membership campaigns.

Section 1(b) – Community Action Council: The LGAA Community Action Council is responsible for engaging and coordinating LGAA members' experiences and networks to seek additional knowledge, consensus, and results to community-wide challenges.

Section 1(c) – Community Relations Council: The Community Relations Council leads LGAA's efforts to serve the community by acting as an incubator for and documenting the history of LG class projects; facilitating, reviewing, and documenting the success of all LGAA grants and scholarships.



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Section 2 – Council Membership. Any LGAA Member may attend any council meeting excluding the Advisory Council and may vote on motions presented during that meeting.

Section 3 – Council Rules:

Section 3(a) – Council Chairs shall ensure that records of Council actions, including overseeing the taking of minutes at all Council meetings, sending out announcements, distributing copies of minutes and the agenda to each council member, and assuring that council records are maintained; responsible for maintaining the councils’ portion of the LGAA website and ensuring that Council Minutes are posted in a timely manner.

Section 3(b) – Monthly Meetings and Notice: Regular meetings of each Council shall be held monthly in Gainesville, Florida at a regularly scheduled location and time and/or on such dates and at such times as the Council chair may designate. These meetings must be posted on the LGAA website at least fourteen (14) days prior to the meeting. Changes to the meeting date, time, or location must be listed on the website and electronically mailed to all council members for which LGAA has an email address no later than three (3) days prior to the meeting.

Section 3(c) – In-between meetings, a Council chair may call for an electronic vote of the Council’s members pursuant to the Electronic Voting policy detailed in these bylaws.

ARTICLE X – COUNCIL OF ADVISORS

Section 1 – Role: The Council of Advisors shall consist of dedicated LGAA members who offer guidance, advice and leadership in support of the LGAA President and Board. Council members shall serve as liaisons to individual LG Classes to support, communicate, and inspire participation in LGAA events and programming. Members shall use their influence to help LGAA acquire community support as needed.

Section 2 – Authority: The Council of Advisors shall not have voting power to change the policies of LGAA.

Section 3 – Membership on the Council of Advisors: The membership of the Council of Advisors shall consist of the Past Presidents of LGAA and a representative of each Leadership Gainesville class.



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Section 4 – Appointment of Class Representative: Appointment is decided by the LGAA Council of Advisors by a simple majority vote, or for the current class graduating, the class may elect the person who will sit on the Council of Advisors.

Section 5 – Meetings: Council of Advisors meetings shall be held quarterly and at such times as the chair designates.

Section 6 – Rules: Council of Advisor members are allowed 2 unexcused absences per year or may appoint someone to attend on his/her behalf if they are unable to attend the meeting.

Section 7 – Minutes: Minutes are taken at each meeting and distributed to the council a week after the meeting. Minutes are available on the LGAA website for all board members to view.

Section 8 – Quorum: Quorum shall consist of the attendees of a properly announced meeting.

ARTICLE XI – AD HOC COMMITTEES

Section 1 – Establishment: Ad Hoc Committees may be appointed by the President to address non-recurring or seasonal matters of concern to the Board of Directors.

Section 2 – Reporting: Ad Hoc Committees shall report to the President or another LGAA Officer as designated by the President.

Section 3 – Rules: Ad Hoc Committee Chairs shall ensure that records of Council actions, including overseeing the taking of minutes at all committee meetings, sending out announcements, distributing copies of minutes and the agenda to each committee member, and assuring that committee records are maintained; responsible for maintaining the committee's portion of the LGAA website and ensuring that committee minutes are posted in a timely manner.

Section 4 – Meetings and Notice: Meetings of the committee shall be held when deemed appropriate by the chair in Gainesville, Florida on such dates and at such times as the chair may designate. These meetings must be announced to committee members and the LGAA President at least three (3) days prior to the meeting.

Section 5 – In-between meetings, an Ad Hoc Committee chair may call for an electronic vote of the Committee's members pursuant to the Electronic Voting policy detailed in these bylaws.

ARTICLE XII – OFFICIAL POLICIES

Section 1 – Conflict of Interest: Any member of the Board, Council, or general membership who has a financial, personal, or official interest in, or conflict, or outward appearance of conflict with any matter pending before the Board of Directors, any Council, or any committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall disclose such a conflict to the Board of Directors, Council or committee, temporarily vacate his or her seat and refrain from discussion during a motion on said item.

Section 1(a) – In the case of scholarship applications, nominations, grant requests, or other such issues that ordinarily merit candid, secret discussions or votes, this individual must physically leave the meeting until such time that the motion is no longer being considered.

Section 2 – Self-Dealing: No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

Section 3 – Procedure at Board Meetings: The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the Board of Directors.

Section 4 – Electronic Voting: When time is of the essence, electronic votes may be conducted by the individuals specifically authorized through these bylaws in the follow manner:

Section 4(a) – For the purpose of electronic votes for the board of directors, a quorum will be considered the entire board; and for the individual Councils, a quorum will be considered all LGAA members who attended the most recent meeting of the Council in addition to any other LGAA members who the Council Chair may designate.

Section 4(b) – Roberts' Rules will not govern electronic votes. Instead, the President or Council chair may pose a simple yea or nay vote. Members will be given twenty-four (24) hours to participate.

Section 5 – LGAA Bank Accounts: The authorized signatures on LGAA bank accounts shall be the Treasurer, President, and President-elect.

Section 6 – LGAA PO BOX: The authorized key holders for the LGAA PO BOX shall be the Treasurer and President.



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Section 7 – Fiscal Year & Budget: The fiscal year of LGAA shall begin on the first day of January and end on the last day of December each year. The LGAA Board of Directors shall adopt an annual budget prior to the last day of December each year that coincides with the Fiscal Year.

Section 8 – Indemnification: LGAA shall indemnify any board member or officer who is, or hereafter becomes, a party to any proceeding, lawsuit or other legal action, (other than an action by or in the right of LGAA) by reason of his or her status as a Board Member or Officer of LGAA. Indemnification will cover liability incurred in the course of such proceeding lawsuit or other legal action if the Board Member or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of LGAA. LGAA shall indemnify said Board Members and Officers against expenses including attorneys’ fees and costs, and amounts paid in settlement, or pursuant to any order of judgment. No indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable, unless the Board determines that indemnification is proper under the circumstances, because the Board Member or Officer has met the applicable standard of conduct described herein.

Section 8(a) – Expenses incurred by a Board Member or Officer in defending against a proceeding, lawsuit or other legal action may be paid by the corporation in advance of the final disposition of such proceeding, upon receipt of a written guarantee by or on behalf of such Board Member or Officer to repay amount if it shall ultimately be determined that he or she is not entitled to indemnification by LGAA.

Section 9 – Administrator or Staff: The Board of Directors may employ an individual or firm to serve as an administrator for LGAA, and shall fix the terms and conditions of such employment or contract.

Section 10 – Delegation of Authority: The Board of Directors may authorize any officer or agent of LGAA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of LGAA, and such authority may be general or confined to specific instances. No member or LGAA Director may obligate LGAA or act as its agent in any matter, and LGAA is not responsible for any obligations incurred by any member or LGAA, except as and to the extent so authorized.

Section 11 – If any part of these bylaws shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.



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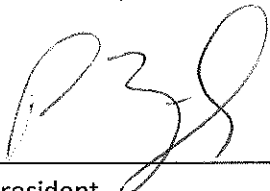
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ARTICLE XIII – AMMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary in electronic form in order to be electronically mailed at least seven (7) days prior to the meeting in which the changes shall be voted upon to all members of the board for whom LGAA has an email address.

CERTIFICATION

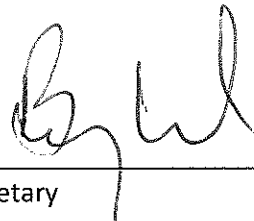
These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on October 26, 2011.



President

10/26/2011

Date



Secretary

10/26/11

Date