

**BYLAWS OF
LEADERSHIP/GREATER BATON ROUGE ALUMNI, INC.**

**ARTICLE I
GENERAL**

SECTION 1. NAME

This organization is a Louisiana nonprofit corporation under the laws of the State of Louisiana, and shall be known as the “Leadership/Greater Baton Rouge Alumni, Inc.” (“L/GBRA, Inc.”).

SECTION 2. MISSION

The mission of the L/GBRA is to educate and support diverse leaders who are committed to improving the quality of life in Baton Rouge through community involvement.

SECTION 3. LIMITATION OF AUTHORITY

The L/GBRA, Inc. and its activities shall be nonpartisan, non-sectional and non-secretarian. Its shall observe all local, state and federal laws which apply to nonprofit organizations as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (“IRC”), or any subsequent provisions. No part of the L/GBRA, Inc.’s net earnings shall inure to the benefit of any Member or other person. The L/GBRA, Inc. is not organized for profit and shall not engage in any activity ordinarily carried on for profit.

**ARTICLE II
MEMBERSHIP**

SECTION 1. NON-STOCK MEMBERSHIP

The L/GBRA, Inc. is organized on a membership and not a stock basis.

SECTION 2. ELIGIBILITY

- A. Any person who has successfully completed the L/GBRA, Inc. program, or an individual who has completed a similar leadership program in another city, which is endorsed by the National Association of Community Leadership Organizations, and now resides in the Greater Baton Rouge area, shall be eligible for active membership.
- B. Any person having a relationship to the interest of the group may be admitted to associate membership, but without voting privileges or the right to engage in corporate business.

SECTION 3. DUES

The Board shall establish a dues schedule for each Membership classification. Each member shall pay the appropriate dues on an annual basis.

SECTION 4. COMMITTEE PARTICIPATION

It is the intent of the L/GBRA, Inc. to earnestly solicit the active participation of all Members in committee functions as may be established from time to time to advance the purpose of the L/GBRA, Inc.

SECTION 5. TERMINATION

Membership may be terminated by the Board for nonpayment of dues ninety (90) days after they are due. A member may voluntarily terminate Membership by delivering to the L/GBRA, Inc. a written signed notice of resignation.

ARTICLE III MEETINGS

SECTION 1. ANNUAL MEETING

The L/GBRA, Inc. shall hold its annual Membership meeting in conjunction with the graduation program of the current Leadership/Greater Baton Rouge class or when the Board sees fit.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Membership may be called at any time by a majority of the Board, the Chairperson of the Board, or 10% of the membership. The business transacted at any special meeting shall be limited to that named on the agenda.

SECTION 3. QUORUM

The members present at the annual meeting or any special meeting of the Membership shall constitute a quorum.

SECTION 4. PROXIES

At all meetings of the Members, Members may only vote in person. The Members shall not be allowed to vote by proxy.

SECTION 5. VOTING

A simple majority vote of the Members present at any annual or special meeting is required

to decide the action on any matter coming before the Members unless otherwise provided by the Articles of Incorporation or these By-laws.

SECTION 6. PROCEDURES

Prior to any meeting of the Membership, the Board of Directors shall establish an agenda and order of business. Meetings will be conducted according to the most recent edition of Robert's Rules of Order.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. FUNCTION

The complete direction and management of the affairs of the L/GBRA, Inc. and the control and disposition of its properties and funds shall be vested in the Board. The duties of the Board shall include, but shall not be limited to, establishing policies for the L/GBRA, Inc. and maintaining membership records, ratifying nominations of the Nominating Committee for the Directors, electing officers and electing the Executive Committee.

SECTION 2. NUMBER

The number of Directors shall consist of not less than seventeen (17) or more than twenty one (21) individuals.

SECTION 3. SELECTION

Except for the Director at Large, the Nominating Committee shall nominate and recommend qualified candidates to serve as Directors. The immediate past Chairperson shall serve as a Director at Large. The Executive Director of the L/GBRA program shall serve in an ex-officio, voting capacity.

SECTION 4. TERMS

- A. The Director at Large shall automatically serve on the Board for a term of one (1) year commencing at the expiration of his term as Chairperson.
- B. The Directors other than the Director at Large shall serve three (3) year terms. No person who has served two (2) consecutive terms is eligible for election as a Director. A period of one (1) year shall lapse before eligibility is restored. The terms for all new Directors shall be effective from the date of the Annual Membership Meeting.

SECTION 5. NOMINATING COMMITTEE

- A. The purpose of the Nominating Committee for the Board shall be to solicit from the membership recommendations for candidates for the Board and the Officers of the L/GBRA, Inc. All nominations for Directors shall be delivered by the Nominating

Committee during the annual meeting.

- B. The Nominating Committee shall be a standing committee composed of three (3) Directors and two (2) other persons nominated by the Chairperson. The Board shall act upon the Chairperson's nomination and any other nominations made, and elect the Nominating Committee.
- C. Vacancies among the Directors may be filled by nomination by the Nominating Committee. Persons nominated for the Board shall be elected by a majority vote of the Board for the unexpired term of the vacant directorship.

SECTION 6. MEETINGS

- A. All Directors shall have an equal vote. Persons present at meetings in an ex-officio capacity shall not be entitled to any vote.
- B. A quorum for a meeting of the Board shall consist of fifty (50%) percent of the total number of Directors plus one (1). The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- C. Regular meetings of the Board shall be held at such times as the Board may determine by resolution. The time and place of the regular meetings shall be established by the Chairperson as deemed appropriate. Once established in writing, no notice of regular meetings of the Board need be given.
- D. Special meetings of the Board shall be held whenever called by the Chairperson or by a majority of the Directors. Notice of each special meeting of the Board shall be given to each Director at least two (2) days before the day on which the special meeting is to be held. Every such notice shall state the time and place of the meeting and the purpose thereof. The business transacted at the special meeting shall be confined to the purposes stated in the notice.

SECTION 7. REMOVAL

- A. Any director may be removed at any time, with cause by a vote of two-thirds (2/3rds) of the Board.
- B. Any Director absent for more than two (2) consecutive regular meetings of the Board shall be automatically removed from the Board. Requests for exceptions may be submitted to the Executive Committee for approval.

SECTION 8. RESIGNATION

Any Director may resign at any time by giving written notice to the Secretary and/or Chairperson. The resignation of any Director shall take effect at the time specified in such notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V OFFICERS

SECTION 1. OFFICERS

The Officers shall be a Chairperson, a Vice Chairperson, a Secretary, and Treasurer. The offices of the Secretary and Treasurer may be combined if the Board so elects.

SECTION 2. ELECTION

The Nominating Committee shall submit to the Board at the time of election of the Directors, one candidate for each Officer post to be filled. All Officers shall be elected by the Board from among the Directors at the time of their election. The Officers shall be elected by a majority vote of the Directors at the annual meeting of the Board.

SECTION 3. TERMS

- A. The term of office of each of the Officers shall be for a period of one (1) year, or until their successors having been duly elected and qualified. Whenever vacancies shall occur in any of the Offices, such office shall be filled by the Board and any officer so designated shall hold office for the remainder of the unexpired term of office.
- B. Any Officer may be removed from office at any time with or without cause by a majority vote of the Board.
- C. New Officers shall take office at the close of the meeting at which they are elected.

SECTION 4. DUTIES

- A. The Chairperson shall be the elected head of the L/GBRA, Inc. and preside at all meetings of the Membership and Board and shall serve as the chief spokesperson of the L/GBRA, Inc. The Chairperson shall, subject to the approval of the Directors, appoint all committees and committee chairpersons. The Chairperson shall be an ex-officio member of all committees.
- B. In the event of the absence, disability, or termination of service for any reason of the Chairperson, the Vice Chairperson shall act in the Chairperson's stead with the same authority, duties, and responsibilities as the Chairperson.
- C. The Secretary shall keep the minutes of the meetings of the Board, the Members, and of the Executive Committee. The Secretary shall be responsible for announcements of upcoming meetings to the Membership and for making arrangements for meeting locations. The Secretary shall perform all other duties incidental to the Secretary's office.

- D. The Treasurer shall be responsible for financial reports reflecting L/GBRA, Inc. income and expenses. The Treasurer shall submit a report at annual meetings of the Members and at any meeting of the Board as may be required by the Board. The Treasurer shall assist in preparation of the Budget. The Treasurer shall, subject to restrictions by the Board, direct the disbursement of all monies and assets of the L/GBRA, Inc.

ARTICLE VI EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

The Executive Committee shall be composed of the Chairperson, Immediate Past Chairperson, Vice Chairperson, Secretary and Treasurer.

SECTION 2. POWERS

The Chairperson shall act as the Chairperson of the Executive Committee.

During the intervals between meetings of the Board, the Executive Committee shall have and may exercise all the authority of the Board in management of the L/GBRA, Inc., except that no action shall be taken which shall conflict with the expressed policies of the Board.

ARTICLE VII COMMITTEES

SECTION 1. APPOINTMENT

The Chairperson shall appoint all committee members and the chairperson of each committee subject to the confirmation of the Board. Committees may be standing committees and/or ad hoc committees.

SECTION 2. COMMITTEE FUNCTIONS

The Board shall establish the function and objectives of all committees. It shall be the function of each committee, within the limits of the policy set by the Board, to make investigations, to conduct studies and hearings, to make recommendations to the Board concerning their assignments, and to carry on such activities as may be delegated to them by the Board.

SECTION 3. LIMITATION OF AUTHORITY

No committee shall take or make public and formal action, or make public any resolution, or in any way commit the L/GBRA, Inc. on a question of policy without first receiving the approval of the Board and/or the Executive Committee.

SECTION 4. COMPOSITION

All committees shall be chaired by a Director, and committee members may be drawn from the Board, the Membership and the general public as desired by the Chairperson. Each committee may have a vice chairperson and a secretary. The Chairperson shall serve as an ex-officio member of all committees.

SECTION 5. RATIFICATION

Any and all acts of any and all committees must be approved by the Executive Committee.

ARTICLE VIII FINANCES

SECTION 1. L/GBRA, INC. FUNDS

All money received by the L/GBRA, Inc. will be placed in a general operating fund.

SECTION 2. DISBURSEMENTS

All disbursements shall be by check and signed by either the Chairperson or the Treasurer. The Executive Committee shall have authority to approve additional cash disbursements.

SECTION 3. FISCAL YEAR

The fiscal year of the L/GBRA, Inc. shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June.

SECTION 4. BUDGET

The Treasurer shall prepare the Budget for the coming year and submit it to the Board for approval.

ARTICLE IX AMENDMENTS

These By-laws may be altered or amended by a majority vote of the Board at a regular meeting or at any special meeting of the Board called for that purpose. Any proposed amendments or alterations shall be submitted in writing to the Board at least five (5) days before the meeting at which they are to be acted upon.

ARTICLE X DISSOLUTION

On dissolution of the L/GBRA, Inc., any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic or leadership organizations to be selected by the Board as defined in IRC 501(c)(3).

Amended and approved by Board of Directors on March 12, 2009.

David Zielinski, President (Date)

Eunice Lavigne, Secretary (Date)