

BYLAWS OF THE
LEADERSHIP COUNCIL BLUFFS ALUMNI ASSOCIATION
(Including 2011 Amendments)

ARTICLE I

NAME

The name of the organization shall be Leadership Council Bluffs Alumni Association

ARTICLE II

MISSION STATEMENT

The mission of the Leadership Council Bluffs Alumni Association is to actively pursue positive change in the community through community leadership development.

ARTICLE III

AFFILIATION

Leadership Council Bluffs Alumni Association shall be a nonpolitical, independent organization and shall not be affiliated with any city or county organization.

ARTICLE IV

MEMBERSHIP

Membership in the Association shall be open to all individuals who have graduated from the Leadership Council Bluffs program of the Council Bluffs Chamber of Commerce.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Number and Term: a Board of Directors consisting of the President, Immediate Past President, President-Elect, Secretary, Treasurer, and seven members at large shall manage the affairs of the Association. The Board of Directors may increase or decrease the number of directors by amendment to these bylaws. Any increase in the size of the Board of Directors shall create a vacancy, which may be filled immediately by the existing directors without a vote of the members. No decrease in the number of directors shall have the effect of shortening the term of office of any incumbent director.

The term of any board member will be three years. Terms will be staggered so that no more than one third of the board membership will be new any given year.

Section 2. Composition: Beginning immediately after the annual general membership meeting as current board members are replaced each member of the Board of Directors will represent a separate Leadership CB class whenever possible.

Section 3. Duties:

a. President - The President shall preside at meetings of the members and of the Board of Directors and shall have the responsibility for carrying out the directives of the Board of Directors. The President will conduct or coordinate correspondence between the LCBAA Board and others.

b. Immediate Past President - The Immediate Past President shall assume that office upon successful completion of his/her term as President and shall serve on the Board in a voting, advisory capacity for one year.

c. President-Elect - The President-Elect shall perform such duties as are delegated by the President and shall become the President in the event that office becomes vacant.

d. Secretary - The Secretary shall be responsible for taking, recording, maintaining and distributing minutes of Board of Director meetings and of any regular or special general membership meeting. The secretary will arrange for any balloting that needs to be conducted for the purpose of elections and/or roll call votes. The secretary will arrange for the distribution and the posting of the minutes/election results/event information to LCBAA members. At the expiration of his/her term of office, the Secretary shall insure that all minutes/event information, and other property are properly accounted for and provided to the newly elected Secretary.

e. Treasurer - The Treasurer will coordinate the development and maintenance of the budget process and annually obtain budget approval from the Board of Directors. The Treasurer shall oversee the keeping of accounts of all monies received and expended for the use of the Association and shall oversee the making of disbursements authorized by the Board of Directors as appropriate. The Treasurer shall oversee the depositing of all sums received by the Association in the depositories approved by the Board of Directors and shall make a report at the annual meeting or when called upon by the President. The Treasurer will make all records and documents available to the audit committee and answer all related questions. At the expiration of his/her term of office, the Treasurer shall insure that all books, monies, and other property are properly accounted for and provided to the newly elected Treasurer.

Section 4. Management of Affairs: The Board of Directors shall have the responsibility for management of the affairs of the Association.

Section 5. Regular Meetings: At its first meeting following the election of new members the Board of Directors shall provide, by resolution, an annual schedule of the time and place for holding regular meetings without other notice than such resolution.

Section 6. Special Meetings: A Special meeting of the Board of Directors may be called by or at the request of the president or any two (2) directors. The time and place for the special meeting shall be set to accommodate as many directors as reasonably possible.

Section 7. Notice: Special Meeting Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by written notice delivered personally or mailed to each director at his business address. If mailed, such

notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when sent to the current email address of the director that appears on the records of the LCBAA. The notice of any regular and special meeting of the Board of Directors shall be posted on any webpage operated by LCBAA.

Section 8. Quorum: A majority of the Board (7) shall constitute a quorum.

Section 9. Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Informal Action by Directors: Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 11. Minutes: The Secretary shall be responsible for taking, recording, maintaining and distributing minutes of Board of Director meetings and of any regular or special general membership meeting. The secretary will arrange for the distribution and the posting of the minutes and election results including posting them on the webpage operated by LCBAA. The secretary will record and keep minutes of any action taken by the Board per section 9 of the by laws.

Section 12. Expenses: No expenses shall be incurred by any member on behalf of the Association without the approval of the Board of Directors.

Section 13. Removal: Any Board member may be removed at any special meeting of the membership called for that purpose. An affirmative vote of the majority of the Board may also authorize the President to replace any Board member who has missed three consecutive meetings. The President will work with any Board member regarding individual circumstances.

Section 14. Vacancies: Any mid-term vacancy (ies) occurring in the Board of Directors, including officer vacancies may be filled by the affirmative vote of a majority of the remaining directors at any regular or special meeting of the Board of Directors. A quorum for this purpose shall be determined without counting the vacant position(s). A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor on the Board. In the event of a mid-term vacancy in the office of President, the President-Elect shall automatically succeed to the office of President. The Board of Directors shall then fill the vacancy for the office of President-Elect.

ARTICLE VI

ELECTIONS

Section 1. Terms: The officers and seven members at large of the Board of Directors shall each be elected by the members of the Association at the annual meeting of the Association and shall hold office for the calendar year next following the election, or until their successors are elected and qualified. Any member of the Association can place the name of a member in nomination for any elective office at any time by contacting a

member of the nominating committee fourteen (14) days prior to the annual membership meeting.

At-large members of the Board shall serve three-year terms and are eligible to serve no more than two consecutive terms in the same office or Board positions. Officers of the Association shall be elected to one-year terms. If a board member is elected to an office at the end of his/her first year as an at-large member, the Board of Directors shall appoint a replacement to remainder of their board position.

When a President is in their third year as a board member he/she will be expected to serve one additional year in an advisory capacity as Immediate Past President or consent to being nominated to another three-year term on the Board.

ARTICLE VII

GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting: The annual meeting of the members of the Association shall be held at a time and place to be determined by the Board of Directors for the purpose of electing officers and at-large directors. The annual meeting shall take place no later than April 1st of each year.

Section 2. Special Meetings: The President may call special meetings of the members at any other time, by a vote of a majority of the Board of Directors, or by a written request of one-third of the members.

Section 3. Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting, agenda and, in case of special general membership meeting shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally, by email, by mail, by or at the direction of the president, the secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the corporation, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when sent to the current email address that appears on the records of the LCBA. All notices of general membership meetings shall be posted on any webpage operated by the LCBA within the same time period as the notification of members.

Section 4. Meeting Agenda: Items for the agenda of regular and/or special meetings shall be submitted to the President a minimum of fourteen (14) days in advance of the meetings.

Section 5. Who Is Entitled to Vote: Each member shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote. To be entitled to vote each member must be current in all dues payments.

Section 6. Quorum: Twenty percent (20%) of the members of the association entitled to vote, represented in person, shall constitute a quorum at a meeting of the members. If a quorum (20%) is present the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter per the agenda shall be the act of the members. The members present at a duly organized meeting may continue to transact

business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7. Minutes: The Board of Directors Secretary or a designee of the president will arrange for the distribution and the posting of the minutes and election results including posting them on the webpage operated by LCBAA on or before the next regular or special general membership meeting.

Section 8. Voting by Ballot: Voting by members on any question or in any election may be via voice unless the presiding officer shall order or any member shall demand that voting be by roll call or paper ballot.

ARTICLE VIII

FINANCES

Section 1. Fiscal Year: The fiscal year for the LCBAA will be from January 1 through December 31.

ARTICLE IX

DUES

Section 1. Affixed by the Board: The Board of Directors shall determine the annual dues.

Section 2. When Payable: Dues shall be payable by December 31 of each year for the upcoming fiscal year. The Treasurer will notify and bill each member of LCBAA and, if not paid by December 31, the member shall be delinquent beginning January 31.

Members whose dues are delinquent shall not be allowed to vote on any Association matters during the subsequent year until the dues are paid.

Section 3. Leadership CB Graduates: Each person who successfully completes Leadership CB will be offered membership in LCBAA for nineteen months from date of graduation at no charge.

ARTICLE X

COMMITTEES

Section 1. Board and Committee Authority: The Board of Directors may by resolution create one or more standing committees. Each committee shall have such powers and duties as provided in such resolution. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility.

Section 2. Membership: The Board of Directors will annually appoint members of each standing committee from the general membership of LCBAA, including members of the LCBAA Board of Directors, from members of the Chamber of Commerce including members of the Chamber of Commerce Board of Directors and/or from the Chamber of Commerce staff. The LCBAA Board of Directors will determine the size and

composition of the committee's membership. The standing committee membership list will be posted on any website operated by LCBAA each time it is renewed.

Section 3. Ex-Officio: The President of LCBAA Board of Directors shall be an ex-officio member of each committee and will be notified of each committees meeting and agendas each time the committee convenes.

Section 4. Quorum: Each committee will require a quorum of a majority of its members in order to take official action.

Section 5. Leadership: The LCBAA Executive Committee will appoint the chairperson and membership of each standing committee unless otherwise designated in the bylaws. The chairperson of the committee shall notify committee members personally, by mail or by email (including the Board President) of the agenda, time, and place of all meetings a minimum of seven (7) days prior to the meeting.

Section 6. Minutes: Each standing committee will keep minutes of the official actions it has taken and provide a record of those to the Board President

Section 7. Budget: The chairperson of each committee is responsible for communicating with the Treasurer of the Board of Directors the resource needs the committee has for the year. Incidental requests need to be presented as soon as they are identified. The Board of Directors will approve all expenditure of resources as part of their budgeting process. All budget proposals for the upcoming fiscal year from any standing committee must be submitted to the Treasurer by November 15 of each year unless otherwise specified by the LCBAA Board of Directors. The Treasurer must submit a proposed budget to the Board at their December meeting.

Section 8. Standing Committees: The following committees are standing committees of the LCBAA.

OPERATING COMMITTEES

EXECUTIVE COMMITTEE

Including: President, President-Elect, Secretary, Treasurer, Immediate Past President
The committee will provide general leadership to the LCBAA and the LCBAA Board of Directors.

AUDIT COMMITTEE

Two members of the LCBAA Board will serve as member of the audit committee. The committee will coordinate an annual audit by December 31 of each year. The chairperson will present the present audit results to the Board of Directors at its January meeting. The Board of Directors will present the results of the audit to the general membership at its annual meeting.

BUDGET COMMITTEE

The committee will coordinate the development of an annual budget planning process and present an annual budget to the LCBAA Board for their approval at the December meeting. The Treasurer will serve as chairperson of this committee.

NOMINATING COMMITTEE

The committee will seek and provide nominations of names from the general membership for each of the standing committees, Board of Directors, and offices on the Board of Directors. The chairperson of the committee will be the immediate past president of LCBA.

BY-LAWS

The committee will conduct an annual review of the by-laws and make recommendations for changes to the Board of Directors for their approval.

COMMUNICATIONS COMMITTEE

This committee will coordinate communications with LCBA members and the community to include:

- Development and maintenance of the LCBA webpage
- Development and distribution of the LCBA newsletter to general membership on a quarterly basis and posting on the LCBA website.
- Development and distribution of LCBA events and notifications through the general media, email, face book and other similar processes.

EDUCATIONAL COMMITTEES

ALUMNI VOLUNTEERS

- LCB CLASS FACILITATORS
- YOUTH LCB SELECTION COMMITTEE

LCB CURRICULUM (10 Members)

The committee will meet monthly beginning in August and go through June to develop, review and maintain an effective curriculum for Leadership Council Bluffs. The committee will work with the Chamber staff as part of this effort. The membership of this committee shall include:

- Three members of the LCBA Board of Directors
- Six members of LCB alumni
- The Chamber of Commerce's Director of Public Policy

YOUTH LCB CURRICULUM

The LCBA will work in cooperation with the Youth LCB Curriculum Committee as established by the Chamber to help coordinate the selection of participants, and to provide curriculum review and development for the Youth Leadership CB. The membership of this committee shall include three members of the LCBA Board of Directors.

LCB SELECTION COMMITTEE (7 Members)

In cooperation with the Chamber of Commerce, the committee will annually establish and conduct a process for the selection of participants in Leadership Council Bluffs. Membership of this committee will be as follows:

- President of Chamber of Commerce
- Two members of the Board of Directors of the Chamber of Commerce
- Two members of the Board of Directors of the LCBAA
- One at large member from the Chamber of Commerce (appointed by the two members from the Chamber of Commerce Board of Directors)
- One at large member for the LCBAA (appointed by the two members from the LCBAA Board of Directors)

The chairperson shall be one of the three members representing the LCBAA Board of Directors.

OUTREACH COMMITTEES

OUTREACH COMMITTEE

This committee will design and implement initiatives to expand and maintain an active membership in LCBAA to include:

- Membership Development – LCBAA continually strives to increase membership and to keep members actively engaged in the community.
- Community Project – LCBAA will annually sponsor and coordinate a community-based project.

EVENTS COMMITTEE

Members of this committee will plan networking opportunities, social events, and/or advanced leadership education for LCB Alumni throughout the year to include:

- New Class Reception – LCBAA will host an annual reception for each new class of Leadership CB during their first session each fall.
- New Class Graduation Reception – LCBAA will plan and conduct the annual reception for each new class upon their successful completion of Leadership CB. The reception will be held at the time and place of the graduation ceremony.

ANNUAL MEETING

The committee will plan and facilitate the arrangements for an annual meeting of all membership at a time determined in the by-laws. This committee will also coordinate the nomination and selection procedures for the annual “Alumni of the Year” award.

Section 9, Ad Hoc Committees: The Board of Directors may by resolution create one or more ad hoc committees. Each committee shall have such powers and duties as provided in such resolution. The resolution will also specify a beginning and ending time for the work of the committee. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility.

ARTICLE X
AMENDMENTS

These Bylaws may be amended, altered, repealed, or added to by a majority vote of the members present at any annual or special meeting of the Association members. Proposed changes shall be sent to members at least 14 days prior to the meeting date.