

# **THIRD AMENDED BY-LAWS OF LEADERSHIP SUMNER ALUMNI ASSOCIATION**

## **Article I – GENERAL**

1.1 Name. The name of this corporation shall be LEADERSHIP SUMNER ALUMNI ASSOCIATION, hereinafter sometimes referred to as “the Corporation”, a not-for-profit corporation organized under the laws of the state of Tennessee.

1.2 Articles of Organization. The Articles of Organization as filed with the Secretary of State of the State of Tennessee on June 4, 2002 are hereby adopted and ratified by the Members. The registered office of the Corporation shall be located at 118 West Main Street, Gallatin, Tennessee 37066.

1.3 Mission Statement and Purpose. Leadership Sumner is a personal development program designed to motivate participants to develop and enhance the quality of their leadership in addressing pertinent community needs. The activities of the Corporation shall be undertaken without regard to race, gender, color, creed, religion, national origin, age, handicap, or veteran status of any person.

The purpose of the Corporation is:

- I. To provide class participants with a practical and sophisticated understanding of the problems and opportunities facing Sumner County.
- II. To facilitate access between emerging leaders and current leadership of the community.
- III. To improve communication among leaders representing diverse backgrounds and interests.
- IV. To create a forum for persons demonstrating commitment to the community to meet and exchange ideas.
- V. To stimulate increased participation and commitment to the needs of the Sumner County community.

All assets and income of the Corporation shall be used exclusively for the purposes set out herein, including the payment expenses incidental thereto. No substantial part of the activity of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation or any election.

The general welfare of society, not individual profit, is the object of this Corporation and no assets or earnings of the Corporation shall inure to the benefit of any person or entity.

1.4 Place of Business. The principal executive office of the Corporation shall be located at The Gallatin Chamber of Commerce, located at 118 W. Main Street, Gallatin, TN 37066. The Corporation may establish such other offices and/or facilities at such other places as the Board of Directors may, from time to time, determine.

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1.5 Limitations. The Corporation is organized exclusively for cultural, charitable, scientific literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any later United States Internal Revenue Code (the “Code”). Notwithstanding any provision of its Charter or these By-Laws, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from the Federal Income Tax under section 501(c)(3) of the Code.

1.6 Endorsements. The Leadership Sumner Alumni Association shall not endorse in name of or on behalf of the Corporation, any person, political activity or matter without the express authority of the Board of Directors.

1.7 Term. The term of the Corporation shall commence on the date hereof and shall continue until the dissolution of the Corporation and completion of its business, as provided in Article XX hereof.

### Article II – MEMBERSHIP

2.1 Eligibility. Any person, regardless of race, gender, religion, national origin, age handicap, veteran status, or any other legally protected status, interested in and subscribing to the objectives of this Corporation, shall be eligible for application of membership.

- I. The program can support up to twenty-five (25) participants each year subject to the board’s discretion and approval.
- II. Each Applicant for membership shall complete and sign an application, the form of which is approved by the Board of Directors. Applications for Leadership Sumner may be obtained from any Chamber of Commerce in Sumner County, from the Leadership Sumner Alumni Association office, or downloaded from the website, [www.leadershipsumner.com](http://www.leadershipsumner.com). Applications must be completed and received by the date designated on the application. Completed applications should be submitted to the address as specified on the application.
- III. Applicants shall live or work within Sumner County in order to be eligible. A diligent effort shall be made to ensure the participants represent a cross-section of Sumner County. The Selection Committee must make a very diligent effort to compose the class with an equitable demographic representation of these applicants living and/or working within Sumner County.
- IV. Applicants should be able to demonstrate an interest in a leadership role in Sumner County. Work experience, scope of personal interests, level of civic involvement, and recognition of leadership potential may also have a significant impact on the final selection process. Applicants are considered on their own merit through the Interview Process, which is conducted by the Program’s Selection Committee as provided in Article X hereto.

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- V. Applicants who are not selected or who are selected but either (i) are unable or (ii) fail to fulfill the Program requirements must reapply in order to be considered for a future class.
- VI. In order to graduate from the Program, participants are required to attend the Fall Retreat (third weekend in September of each year), the Mid-Year Retreat (third Saturday in January of each year), as well as each day session (second Wednesday of the month, October thru June), with no more than one (1) absence. An absence shall constitute either one (1) full day session or a combination of any two (2) half days. For purposes of this section, arrival any time after the day program begins or departure any time after lunch but before the day program concludes will be computed as a half day. **However, attendance at both the Fall and Mid-Year Retreats is mandatory and absence from either Retreat or portion thereof will not be excused under this section.** An applicant who fails to complete the program within the year will not be permitted to graduate within the calendar year the Applicant entered the Program. An Applicant may make up a session in the subsequent year and graduate with that class.
- VII. The tuition cost per participant is determined annually at the discretion of the Board. Tuition is non-refundable once a class member participates in the Fall Retreat.
- VIII. Class members may be dismissed from the Program for non-compliance under Article 2.8 below. Behavior unbecoming a member of Leadership Sumner is determined by the Executive Board.

2.2 Classes of Membership. Members of Leadership Sumner shall be classified as voting members.

2.3 Member Voting. Each member shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors, provided dues are paid and the member is in good standing with the Corporation.

2.4 Orientation. At regular intervals, orientation on the purposes and activities of this organization shall be conducted for the following groups: new directors, officers and directors, committees and new members.

2.5 Dues. The dues of each voting member shall be such amount as is determined by the Board of Directors.

2.6 Default and Termination of Membership. The Board shall invoice the Membership annually for their membership in the Program. The Member shall be in default if payment is not made within 90 days of the date of invoice. If default occurs, the member shall be placed in a non- voting capacity. Such member shall not be a voting member of the program for all purposes until such time as the member has paid the membership fee and

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cured the default. Thereafter, the Member will be restored to good standing and all voting privileges reinstated.

2.7 Resignations. Any member may resign from the Corporation by providing notice of said resignation in writing, addressed to the Board of Directors.

2.8 Suspension or Expulsion of Members. Except for the automatic suspension of members as called for by this or other provisions of this Article, the Board of Directors, by the affirmative vote of two-thirds of the members present at any regular meeting or any special meeting called for that purpose, may suspend or expel a member for cause. For purposes of these By-Laws, the term "for cause" shall include, but not be limited to, conduct unbecoming a member or the existence of any circumstance (other than nonpayment of dues) that makes the member ineligible for membership. Any member whose membership is designated for termination shall be provided with not less than ten (10) days' written notice of the Board's intention to consider suspension or expulsion. The member shall have the right to attend the meeting of the Board at which the suspension or expulsion will be considered and present, for the Board's consideration, his/her opposition to the proposed action. The provisions of this Section 2.8 shall not apply to suspensions or termination due to nonpayment of dues as provided by the provisions of Section 2.6 of this Article. Any member suspended or expelled pursuant to the provisions of this Section shall not be entitled to a refund of dues paid to the Corporation.

### **Article III – EXECUTIVE BOARD**

3.1 The Executive Board of the Corporation consists of: the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, Legal Counsel, and the Executive Director. The President of the Corporation shall appoint the Corporation's Secretary.

3.2 Election and Term. All members of the Executive Board, other than the President, the Immediate Past President and the Secretary shall be nominated and elected as determined in Article VII of these By-Laws. The President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President, at the conclusion of their respective terms. Every other Executive Board member shall serve until the expiration of the term for which he or she is elected, and thereafter until his or her successor has been elected and qualified.

3.3 Vacancy. In the event of a vacancy in the office of President, then the President-Elect shall automatically succeed to the office of President and shall serve in that office during the unexpired term of the President and shall remain President during the Corporation's next fiscal year. In the event of a vacancy in any other executive office, the Board of Directors will adhere to the policies as set out in Article 5.6 of these By-Laws.

3.4 Removal from Office. Any member of the Executive Board may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors.

### **Article IV – DUTIES OF THE EXECUTIVE BOARD**

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4.1 President. The President shall have general charge and control of the affairs of the Corporation, subject to the direction of the Board of Directors and to these Bylaws. The President shall preside at all meetings of the Board of Directors and the Membership. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall effect such division of duties between the other Executive Board Members, as the President may deem proper and appropriate, subject to the will of the Board of Directors. The President or President-Elect shall execute all contracts and agreements of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Director or agent of the Corporation. The President shall act as the authorized representative on behalf of the Board in all matters in which the Board has not formally designated some other person to act, and the President shall have the power to designate an Executive Board Member to act for him or her in his or her absence. The President, with the advice of the Treasurer, shall set the policy of the Corporation concerning reimbursement of expenses incurred in connection with Corporation business, including reimbursement for travel expenses. Unless otherwise provided by these By-Laws, the President shall have the power to appoint chairs and members of the Corporation's committees, to create new committees, to abolish any of the Corporation's committees, to assign projects or duties to the Corporation's committees, and to appoint members to carry out any projects of the Corporation. The President shall have the power to remove any chair or member of any committee upon written notice to the person, and the President shall have the power to fill any resulting vacancies.

4.2 President-Elect. The President-Elect shall perform such duties as may be assigned by the President, Executive Director, or the Board of Directors. During any time when the President is unable to fulfill the duties of office, the President-Elect shall perform the duties of the President. The President-Elect shall also serve as chair of the Nominating Committee. The President or President-Elect shall execute all contracts and agreements of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Director or agent of the Corporation.

4.3 Immediate Past President. The Immediate Past President shall aid the President in the performance of the President's responsibilities, in the manner and to the extent that the President may request. The Immediate Past President shall serve as a member of the Nominating Committee.

4.4 Secretary. The President shall appoint the Corporation's Secretary. The Secretary shall serve as custodian of the Corporation's records. The Secretary shall be responsible for recording all votes and the preparation of all minutes at all meetings of the Board and at proceedings at all Corporation membership meetings, including the Annual Membership Meeting, and shall prepare, circulate to members of the Board and maintain written minutes of all such meetings in a book to be kept for that purpose. The Secretary shall also receive and give notice of the filing of petitions for candidacy for membership on the Board of Directors and shall take all reasonable and necessary steps to ensure that all notices are given to the Corporation's Directors or Members as required by law or these By-Laws. The Secretary shall attest the execution of such documents and instruments requiring such attestation.

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4.5 Treasurer. With the concurrence of the President, the Treasurer shall be responsible for and supervise custody of the funds and securities of the Corporation; prepare regular reports of an account of all transactions of the Treasurer and of the Corporation's finances; report periodically on Corporation finances to the Executive Directors and the Board, at least annually and at other times whenever the Board of Directors may require it; keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; deposit all money and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors; approve all expenditures of Corporation funds, including all requests for reimbursement; manage and maintain all financial assets and accounts of the Corporation; and assist the President and the President-Elect in preparing a budget proposal for submission to the Board of Directors. The Treasurer shall be Chairperson of the Fundraising Committee and shall perform all other acts incidental to the position of the Treasurer, subject to the control of the Board of Directors, or as otherwise directed by the President. If required by the Board of Directors, the Treasurer shall give the Corporation a bond with such surety or sureties for the faithful performance of the duties of such office and for the restoration to the Corporation of all books, papers, vouchers, money, and other property in the case of the death, resignation, retirement, or removal from office of the Treasurer as shall be satisfactory to the Board of Directors.

4.6 Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation. The Executive Director has delegated authority to execute contracts and agreements on behalf of the Corporation in connection with such day-to-day operations. The Executive Director may recommend new policies and new programs and shall be responsible for the development, promotion, and maintenance of the Corporation. The Executive Director is responsible for the implementation of the Policy and Procedures as set forth by the Board of Directors. The Executive Director job description is further outlined in Article IX of these By- Laws.

4.7 Legal Counsel. The Legal Counsel shall assist and advise the Board of Directors with any and all legal matters as deemed necessary by the President. The President shall appoint the Legal Counsel for a one (1) year term.

### **Article V – BOARD OF DIRECTORS**

5.1 The Board of Directors shall have a President, President-Elect, Immediate Past President, Secretary, Treasurer, Youth Director, Youth Co-Director, ten (10) At-Large Members, two (2) Program Co-Directors, and Legal Counsel. The Corporation also may have such other Directors, Ex Officio Directors and Emeritus Directors, as the Board of Directors may determine. The other Directors, Ex Officio Directors, and Emeritus Directors shall be elected by majority vote of the Board of Directors, which shall be cast by the President or by such other officer as the Board of Directors may direct. The Executive Director shall be a nonvoting member of the Board of Directors.

5.2 The Board of Directors shall manage the business and affairs of the Corporation. The Board of Directors may implement and exercise all powers of the

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Corporation and do all such lawful acts and things as are not prohibited by statute, by the Charter of the Corporation, or by these By-Laws.

5.3 The Board of Directors may establish such Committees, as it may deem appropriate to handle the various phases of work of the Corporation, and determine the policies, functions and procedures of such Committees as set out in Article X hereof. The Board of Directors may also dissolve or dispense with any Committee, now existing or hereafter created, when deemed advisable.

5.4 Number and Qualification. The Board of Directors of the Corporation shall be composed of not fewer than twelve (12) and no more than twenty (20) Directors. Directors must be members in good standing of the Corporation throughout the term of their office.

5.5 Term of Office. The Board of Directors of the Corporation shall hold office beginning July 1<sup>st</sup> of each year. The Board of Directors of the Corporation shall be divided into two (2) classes. The regularly elected Directors shall be Class A members (President, President- Elect, Immediate Past President, Secretary, Treasurer, two (2) Program Co-Directors, Youth Director, Youth Co-Director and Legal Counsel). The Class B members shall consist of ten (10) members, five (5) of which will be elected annually. The terms of these members shall be two (2) years commencing on July 1 of each year, beginning with the 2013-14 fiscal year. The terms for members elected prior to that time shall remain as established when those members' terms commenced. No member shall serve on the Board of Directors for more than five (5) consecutive years. Any such member must be off of the Board for at least one (1) year prior to serving on the Board again.

5.6 Vacancies. Any vacancy in Class A members whether due to death, resignation or other cause may, but need not, be filled during the year through election of a replacement by the Board of Directors. Each person so elected shall serve as a director until the next annual meeting of the Corporation at which time the unexpired term of that office shall be filled by election by the members in accordance with the provisions of these Bylaws. Any vacancy in Class B may, but need not, be filled by appointment by the President and confirmation by the Board of Directors.

5.7 Books and Records. The Board of Directors shall have the books and records of the Corporation kept at its Principal Office or at such other location as shall be convenient.

5.8 Compensation. Directors, as such, shall not receive any stated salary or other compensation for their services. However, nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving such compensation therefore as may be authorized.

5.9 Resignation. Any Director of the Corporation may resign from office by submitting a written resignation to the President.

5.10 Removal from Office. Any member of the Executive Board may be removed at any time with or without cause by the affirmative vote of a majority of the Board of Directors.

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5.11 The Board of Directors shall have the power or authority to adopt, amend, or repeal any By-Law or By-Laws of the Corporation as provided herein, subject to the limitations thereon. The intent to take action pursuant to this Paragraph 5.11 shall be presented to the Board of Directors at a meeting called pursuant to Sections 8.1 and 8.3 of these By-Laws. In order to pass any action proposed hereunder, there must first be a quorum present and the proposed action affirmed by the vote of a majority of the Board of Directors.

### **Article VI – EX OFFICIO DIRECTORS AND EMERITUS DIRECTORS**

6.1 The Corporation may, from time to time, have one or more Ex Officio Directors who hold positions outside the Corporation that allow them to provide advice to the Board of Directors on various matters. Ex Officio Directors may attend Board of Directors meetings and serve on and chair committees but shall not be counted in determining a quorum or have a vote on matters coming before the Board of Directors. The Corporation also may, from time to time, have one or more Emeritus Directors. Emeritus Directors shall be former Directors who have provided exceptional and distinguished service to the Corporation. Emeritus Directors may attend Board of Directors meetings, but shall not be counted in determining a quorum or have a vote on matters coming before the Board of Directors.

6.2 Term. Each such Ex-Officio or Emeritus Director shall serve for such term as specified upon his or her election, but if none is specified, then the term shall be one year. The other provisions of these By-Laws relative to vacancies and removal of Directors shall be applicable.

6.3 There shall never be more than fifteen (15) Ex Officio and Emeritus Directors.

6.4 Unless otherwise specified in these By-Laws, all references to “Directors” refer to voting Directors and not to Ex Officio or Emeritus Directors.

### **Article VII – NOMINATIONS AND ELECTIONS**

7.1 Nominating Committee. At any time, but not later than January 31st of each year, the President shall appoint a Nominating Committee comprised of the President-Elect, the Immediate Past President, and at least three (3) members of the Corporation who are not candidates for any Corporation Executive Board position, two (2) of whom shall not be officers or members of the Corporation’s Board of Directors. The President-Elect shall chair the Nominating Committee and shall have a vote thereon. The Secretary shall announce the names and addresses of the members of the Nominating Committee to the members of the Board of Directors.

7.2 Nomination. The Nominating Committee shall nominate five candidates to serve as Class B members in accordance with these By-Laws. In addition, the Nominating Committee shall determine that each nominee agrees to be nominated and to serve if elected. The Nominating Committee shall report the identity of each nominee to the Secretary. The Secretary shall promptly announce the names of the nominees in a publication or notice sent to all Corporation members.

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7.3 Petition. One or more additional nominations may be made for positions on the Board, by petition signed by not less than five (5) members of the Corporation who are in good standing. The petition must state that the individual nominated has agreed to be nominated and to serve if elected. The petition must be received by the Corporation's Secretary on or before March 31<sup>st</sup>. If there are any nominations by petition in a particular year, the Secretary shall promptly announce, in a publication or notice sent to all members, the names of all persons who are nominated.

7.4 Elections. If no petitions are filed prior to the deadline for filing petitions, then all nominees who otherwise qualify for the position shall be deemed unopposed, and the member shall be deemed elected. On or before May 31<sup>st</sup>, the President shall announce to the Board of Directors the names of all nominees and all members elected without opposition. If any election shall be contested, the President shall determine and publish the date of the election in a notice to the members. The notice shall also include a brief statement of each candidate's qualifications. All elections shall be held on or before the Annual Membership Meeting.

7.5 Judges. The President shall appoint no less than three (3) members to serve as Judges of the election, none of whom may currently be a member of the Nominating Committee, and one of whom shall not be an officer or member of the Corporation's Board of Directors. Judges shall count all ballots received at the Corporation's Principal Address. Nominees shall be declared elected in the order of their total votes, depending on the number of positions available. In the event of a tie vote, the election shall be determined by lot under the direction of the Judges.

### **Article VIII – MEETINGS OF THE BOARD OF DIRECTORS**

8.1 Monthly Meetings. The Regular Meeting of the Board of Directors shall be at such time and place as the President shall prescribe, and shall be held periodically as may be determined by the Board of Directors.

- I. Each Director shall be provided with notice of all meetings of the Board of Directors, not less than two (2) days nor more than thirty (30) days prior to the date of such meeting. Such notice shall state the time, date, and place of such meeting of the Board of Directors. Notice of regular meetings need not state any purpose or purposes. Notice of any meeting may be waived. Notice may be given in person; by telephone, or any other widely accepted means of effective communication, including but not limited to electronic mail. Written notice is considered effective upon transmission. It is the responsibility of each Director to ensure that his/her contact information is regularly updated and kept current with the Corporation.
- II. At any meeting of the Board of Directors, Directors may participate in person or through use of or by means of any communication technology by which all Directors present can simultaneously hear

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each other. Directors participating by such means shall be deemed to be present for all purposes.

8.2 Special Meetings. Special meetings of the Board of Directors shall be called upon the request of the President, President-Elect, the Executive Director, the Secretary or a majority of the Directors then in office.

- I. Each Director shall be provided with notice of a special called meeting of the Board of Directors, not less than three (3) days prior to the date of such meeting. Such notice shall state the time, date, place and purpose of the special called meeting of the Board of Directors. No other business may be transacted at a Special Meeting. Notice may be provided in person, by telephone, or any other widely accepted means of effective communication, including but not limited to electronic mail. Written notice is considered effective upon transmission. It is the responsibility of each Director to ensure that his/her contact information is regularly updated and kept current with the Corporation.
- II. At a Special Meeting of the Board of Directors, Directors may participate in person or through use of or by means of any communication technology by which all Directors present can simultaneously hear each other. Directors participating by such means shall be deemed to be present for all purposes.

8.3 Attendance of Directors of the Board. Participation by Directors is expected and requisite to the mission of LSAA. Directors are permitted to miss three meetings per Board year (July 1-June 30). Any absence in excess of three warrants removal from the Board of Directors and requires ratification by a two-thirds (2/3) vote of the Board.

8.4 Board Retreat. There shall be one annual Board Retreat, the purpose of which shall be: orientation, education and program of work. The retreat shall be at such time and place as the President shall prescribe.

8.5 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors then in office shall constitute a quorum. Except as otherwise provided in these By- Laws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

8.6 The attendance of a Director at any meeting of the Board of Directors, whether regular or special, shall constitute a waiver of notice of such meeting; provided, however, that the attendance of a Director for the express purpose of objecting to the transaction of any business at such meeting because it has not been lawfully called or convened shall not constitute a waiver of notice.

8.7 Whenever the Board of Directors is required or permitted to take any action by vote, such action may be taken without a formal meeting by written action or consent

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setting forth the action taken, the vote of each Director, and signed manually, confirmed by electronic mail, or by facsimile by all of the Directors entitled to vote thereon. The manual signature, facsimile signature or electronic mail confirmation of any Director shall be effective upon receipt by the Secretary. Any such action shall be valid and effective as if duly adopted at a regular or special meeting of the Directors.

8.8 The Board of Directors may authorize any officer or officers, agent or agents, or other persons to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### Article IX – EXECUTIVE DIRECTOR

9.1 The Board of Directors may employ an Executive Director, who shall be charged with carrying out the policies of the Corporation as determined by the Board of Directors and who shall also be charged with the general supervision, management and business affairs of the Corporation.

#### 9.2 Job Responsibilities.

- I. Actively promote the Corporation to the community, including but not limited to chambers of commerce, civic organizations, businesses, community groups, industry leaders, government/education systems, media and other county/state leadership programs.
- II. Effective implementation of all Corporation programs, under the direction of the Board of Directors, to include the following.
  - a) Serve as a liaison between the Board and the community;
  - b) Work effectively with the Executive Board and Committees to facilitate the smooth operation of the program;
  - c) Provide administrative support for all Corporation functions including, but not limited to, the annual banquet, graduation and alumni event(s);
  - d) Ensure the preservation of documents necessary for the regular business of the Corporation, including the Corporation database, annual class photos, financial information, etc.;
  - e) Ensure the production of an annual alumni directory and periodic newsletters to paid membership;

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- f) Recommend and administer programs designed to promote the Corporation throughout the county and active membership in the Corporation;
- g) Work with the Board to develop and maintain strategic goals and an annual budget;
- h) Support the Finance Chairman and Board in the active solicitation of contributions from the community, including direct gifts, grants and special events, as determined by the Board;
- i) Maintain office hours on a consistent basis at the direction of the Board and submit a monthly accounting of time, activities and expenses;
- j) Attendance at all Board Meetings and functions, and periodic attendance at Chambers of Commerce meetings throughout the county.

### 9.3 Job Relationships.

- I. Report to the Board of Directors of the Corporation.
- II. Interactions with: Board Members, Program Directors, Class Members, Committee Members, Volunteers, Media, Community Leaders, etc.

### 9.4 Qualifications.

- I. Three (3) years' experience in public relations, marketing, volunteer management, event planning or a related field;
- II. Interpersonal skills necessary to successfully interact with community leaders and media, with demonstrated proficiency in public speaking;
- III. Successful completion of the Leadership Sumner Program and current membership in LSAA;
- IV. Computer skills including Microsoft Word and Excel, and the ability to produce documents, mail-merge letters, etc.;
- V. Web management skills; and
- VI. A valid Tennessee driver's license and access to a vehicle.

### 9.5 Performance Measurement.

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- I. Board to annually review position for achievement of job responsibilities and representation of LSAA in a professional manner.
- II. Position is “At-The-Will” of the Board and may be terminated at any time, with full Board approval.

### **Article X – COMMITTEES**

10.1 The President may appoint such standing committees as may be necessary and/or convenient from time to time to further the purposes of the Corporation.

10.2 All committees shall consist of a Chair, together with such additional members as may be deemed necessary and/or convenient. The Board of Directors or the President shall appoint the Chair if the Board so directs.

10.3 All committees of the Board of Directors shall have and may exercise such powers and authorities as the Board of Directors may delegate to such committee or committees by resolution.

10.4 All committees of the Board of Directors shall keep regular minutes of their meetings and proceedings and shall report same to the Board of Directors upon request.

10.5 The President and the President-Elect shall be members ex-officio of all committees.

10.6 Members of committees need not be Officers or Directors of the Corporation but at least one member of each committee shall be a Director.

10.7 Committees may be the following but may be amended by action of the Board of Directors:

- I. Nominating Committee.
- II. Program Co-Directors.
- III. Selection Committee.
- IV. Retreats/Graduation/Welcome Committee.
- V. Day Chair Committee.
- VI. Fundraising Committee.
- VII. Public Communications Committee.

### **Article XI – ANNUAL MEMBERSHIP MEETING**

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11.1 The annual April membership meeting of the Corporation shall be held at such time and place as may be determined by the Board of Directors. Not less than five (5) days written notice shall be given for the annual membership meeting, but other membership meetings authorized by the Board of Directors or Executive Board may be called upon three (3) days' written notice.

11.2 The Board of Directors may provide for holding membership meetings whenever it may be considered necessary or desirable.

11.3 The Board of Directors may provide for holding membership meetings upon petition signed by not less than twenty percent (20%) of the members in good standing. Notice of such meeting shall be mailed to the last known address of each member and the time, place and purpose of the meeting shall be stated in the notice and no other business shall be transacted thereafter.

11.4 Unless otherwise provided or qualified herein, the proceedings of all meetings of the Corporation shall be governed by and conducted according to the latest edition of "Robert's Rules of Order".

### **Article XII – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

12.1 In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, who seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, by reason of the fact that such person is or was a Director, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another Corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Tennessee law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Tennessee law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Tennessee law.

12.2 The indemnification provided in Section 10.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Charter or By-Laws, or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee, or Agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

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12.3 To the extent permitted by Tennessee law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another Corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

### **Article XIII – CONFLICT OF INTEREST POLICY**

13.1 The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation. This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

13.2 Any Corporation Director, Officer, or Member of a Committee with Board delegated powers who has a financial interest ("Interested Person") is covered by this policy. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.

- I. An ownership or investment interest in any entity with which the Corporation engages in a transaction or other financial arrangement;
- II. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation engages in a transaction or other financial arrangement; or
- III. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or other financial arrangement. Compensation includes direct and indirect remuneration as well as other benefits that are substantial in nature.

#### 13.3 Procedures.

- I. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of his or her financial interest to the Directors or Members of Committees with Board delegated powers considering the proposed transaction or arrangement.
- II. After disclosure of the financial interest, the Interested Person shall leave the Board or Committee Meeting while the financial interest is discussed and voted upon. The remaining Board or Committee Members shall decide if a conflict of interest exists.
- III. The President of the Board or Chair of Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives

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to the proposed transaction or arrangement. After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or Committee shall determine by a majority vote of the disinterested Directors or Members, whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

- IV. If the Board or Committee has reasonable cause to believe that an Interested Person has failed to disclose actual or potential conflicts of interest, it shall inform that person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making any further investigation as may be warranted under the circumstances, the Board or Committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

13.4 The minutes of meetings of the Board of Directors or Committees with board-delegated powers shall contain the names of any person who disclosed or otherwise was found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Committee's decision as to whether a conflict in fact existed. The minutes also shall reflect the names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

13.5 No person who receives compensation, directly or indirectly, from the Corporation and serves as a member of any committee whose function includes approving compensation matters shall vote on matters pertaining to his or her own compensation.

13.6 Each Director, Officer, and Member of a Committee with board-delegated powers shall annually sign a statement which affirms that such person:

- I. Has received a copy of the conflict of interest policy;
- II. Has read and understands the policy;
- III. Has agreed to comply with the policy; and

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- IV. Understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

13.7 The Corporation shall review, periodically, its procedures and methods of operation to ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax. The reviews shall include, at a minimum, an analysis of whether the Corporation's compensation arrangements and benefits are reasonable and are the result of arms-length bargaining.

13.8 In conducting the periodic reviews provided for above, the Corporation may, but need not, use outside advisors. The use of outside experts shall not, however, relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

13.9 The Corporation shall not make a loan to any Interested Person or to any entity in which an Interested Person has a financial interest, other than through the purchase of bonds, debentures, or similar obligations sold in public offerings or through the ordinary deposit of funds in a financial institution.

### **Article XIV – CONTRIBUTIONS**

14.1 An anticipated important source of revenues for the Corporation is contributions. The Board of Directors may conduct such activities, as it deems appropriate to solicit and obtain contributions to further the Corporation's mission and purposes. Revenues generated by such activities may be used as the Corporation, by and through its Board of Directors, shall determine; provided, however, that all funds of the Corporation shall be used only for the purposes set forth herein.

### **Article XV – FISCAL YEAR**

15.1 The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

15.2 The Corporate budget for the upcoming fiscal year shall be approved by the Board of Directors at the Executive Board Meeting the month prior to the new fiscal year.

### **Article XVI – SEAL**

16.1 The Corporation may have such seal as is adopted for use by the Board of Directors, but the presence or absence of such seal on any instrument or document shall not affect or alter its character or validity in any respect.

### **Article XVII – LOGO INTEGRITY**

17.1 The Corporation logo should be treated with the utmost care as it is the single defining identity of the Corporation. Members should refrain from using the name or logo

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for political, commercial, sales or advertising purposes, or in any other manner not specifically authorized in writing by the Board.

17.2 Updating or Rebranding of the Corporation’s logo should only be done when the change of the logo adds value to the Corporation.

**Article XVIII – ELECTRONIC MAIL**

18.1 Any notice required pursuant to these By-Laws may be made by electronic mail to any Member or Director who has provided an email address to the Corporation. Notices so made shall be deemed sufficient for all purposes herein.

**Article XIX – AMENDMENTS**

19.1 These By-Laws may be altered, amended, or modified by the vote of not less than a majority of the Membership, in good standing, present at the annual meeting. Any alterations, amendments or modifications approved by a majority of the Directors may be further altered, amended or modified by the Membership, in good standing.

**Article XX – DISSOLUTION**

20.1 Upon dissolution of the Corporation pursuant to the laws of the State of Tennessee, after paying or making provision for payment of all liabilities of the Corporation, and after returning, transferring, or conveying all assets of the Corporation that are held subject to conditions requiring such return, transfer or conveyance, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose, as the Board of Directors of the Corporation shall determine.

Leadership Sumner Alumni Association, Inc.

By: \_\_\_\_\_

Its: \_\_\_\_\_

I hereby certify that the Board of Directors has adopted the foregoing Third Amended By-Laws of Leadership Sumner Alumni Association on 5<sup>th</sup> day September 2017.

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LSAA Secretary

As Adopted: November 21, 2003  
Amended: June 9, 2008  
Amended: April 3, 2013  
Amended: September 5, 2017