

BYLAWS

LEADERSHIP PASCO

ARTICLE I - NAME

The name of this organization shall be Leadership Pasco Incorporated. Leadership Pasco is composed of the Leadership Pasco Program and the Leadership Pasco Alumni Organization.

ARTICLE II - ORGANIZATION

Section 1. STATUS: Leadership Pasco shall be registered with the Florida Secretary of State as a non-profit corporation and shall be bound by the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. LOCATION: PO BOX 695, Elfers, FL 34680

ARTICLE III - MISSION AND PURPOSE

Section 1. MISSION: The mission of Leadership Pasco is to identify and recruit current or potential leaders in Pasco County, facilitate the development and interaction of those leaders, and to foster an issues oriented learning environment for those leaders and the citizens of Pasco County in order to encourage an exchange of ideas and generate enthusiasm for community growth and development.

Section 2. PURPOSE: The purpose of this organization shall be: to oversee and support the operation, continued development and growth of the Leadership Pasco Program; to facilitate participation in community leadership activities by graduates of the Program; to initiate collective discussion and facilitate resolution of community issues and concerns through the forum of the Alumni Organization.

ARTICLE IV - MEMBERSHIP

Section 1. LEADERSHIP PASCO PROGRAM: The Board of Directors grants Membership in the Leadership Pasco Program upon appointment.

Section 2. LEADERSHIP PASCO ALUMNI ORGANIZATION: Graduates of the Leadership Pasco Program course of study are eligible for membership in the Leadership Pasco Alumni Organization.

ARTICLE V - BOARD OF DIRECTORS

Section 1. COMPOSITION OF BOARD: The Board, of Directors shall be composed of not less than 11 members, nor more than 21 members, all of whom shall be graduates of Leadership Pasco and members in good standing.

Section 2. TERMS OF OFFICE: Members of the Board shall serve three-year terms. Each member of the Board of Directors may serve a maximum of three consecutive terms or nine (9) years, whichever is greater. A member of the Board whose term limit has been reached must remain off the Board of Directors for a minimum of one year before he may seek re-election to the Board for a new term. This does not preclude the term limited

Board member from being named an ex-officio member as set forth herein

Section 3. ELECTION OF DIRECTORS: The Board shall appoint a nominating committee of three members, one of whom shall be the Vice President of the Board. The Board will designate one of the three appointees to serve as the Chair of the Committee.

The nominating committee shall present to the Board of Directors at the Annual Meeting a slate of candidates to renew or replace the Directors whose regular terms are expiring: a majority of the candidates annually selected, shall have been graduates of the Leadership Pasco Program study course. The nominating committee shall also present a slate of four officers from the Board of Directors to serve a one-year term. Such officers shall be President, Vice-President, Secretary, and Treasurer. Formal election of officers and Directors shall take place at the Annual Meeting of the Board of Directors. Elected authority will commence upon notification and acceptance by the electees.

The nominating committee or the Board of Directors, may at its discretion, nominate for election ex-officio members. Ex-officio members will be non-voting members of the Board. If the Chairman of the Alumni Organization is not an elected Director, the Chairman will appoint him/her to a term of one year as an ex-officio member.

Section 4. VACANCIES: A vacancy occurring on the Board of Directors during any term shall be filled by the Board of Directors, upon recommendation of the nominating committee, by a majority vote of those voting at the meeting thereof.

A Director who, without reasonable cause as determined by the Directors, fails to attend 75% or more of the meetings in any twelve-month period shall be considered as having resigned. A member of the Board, who has submitted in writing to the President in advance of absences a request for excusal from meetings due to exigent circumstances or good cause, may be granted reprieve from this attendance policy by majority vote of the Board.

A Director may be removed from the Board upon a two-thirds vote of the Directors present at a special meeting called for that purpose or at a general board meeting with 20 days advance notice to the board

Section 5. DUTIES OF THE BOARD OF DIRECTORS: The affairs of The Leadership Pasco, Program shall be managed by the Board of Directors it shall be the responsibility of the Board, among others, to establish the policies of the organization, to approve budgets, and to create committees.

- Each Director shall serve on at least one of the Standing Committees of the Board of Directors.
- The Board may employ an Administrative-Assistant and fix his/her salary and other conditions of employment.

ARTICLE VI. OFFICERS

Section 1. DESIGNATION OF OFFICERS: The Officers of the Organization shall consist of the President, Vice-President, Secretary, and Treasurer.

Section 2. TERMS OF OFFICE: Officers shall serve one-year terms; Officers shall be eligible to serve additional one year terms by nomination and majority vote of the Board of Directors, except the President who shall not be eligible to serve more than one year, consecutively.

Section 3. REMOVAL FROM OFFICE- Any Officer may be removed from Office by the vote of two-thirds of the Directors at a meeting specifically called for that purpose.

A vacancy occurring in any office shall be filled for the unexpired term by vote of the Board of Directors, upon the recommendation of the nominating committee, by a majority vote of those voting at any meeting thereof.

Section 4. DUTIES OF OFFICERS:

A. President: The President shall preside at all Board Director's meetings and at Executive Committee meetings at which he or she may be present, to appoint Chairman of any standing and special Committees and to develop the objectives and work descriptions for the Committees and shall perform such further duties as each respective body may prescribe.

B. Vice-President: The Vice-President shall perform the duties of the President in the absence or disability of that officer to act.

C. Secretary: The Secretary shall make arrangements for the recording of minutes of all meetings of the Board of Directors and of the Executive Committee and shall certify the attendance records of the meetings.

D. Treasurer: The Treasurer shall keep a full and accurate account of receipts and expenditures reporting periodically at each meeting of the Board of Directors and presenting an Annual Report at the Annual Meeting.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1 MEMBERSHIP: The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.

Section 2. DUTIES: To transact necessary business in the intervals between meetings of the Board of Directors and the Annual Meeting, and such other business as may be delegated to it by the Board of Directors. The actions of the Executive Committee shall

be binding on the Board of Directors.

To ensure that the annual audit is conducted by an independent accountant.

To conduct an annual review and performance evaluation of the Administrative Assistant.

ARTICLE VIII - MEETINGS

Section 1. ANNUAL MEETING: The Annual Meeting of the Board of Directors shall be the June Board of Directors meeting. Notice shall be mailed to each Director at least 14 days prior to said meeting.

Section 2. BOARD OF DIRECTORS: Including the Annual Meeting, the Board of Directors shall hold meetings at least quarterly. Date, time, and place shall be fixed by the President. Any action, which may be taken at a meeting of the Board of 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 3. EXECUTIVE COMMITTEE: The Executive Committee shall meet as necessary at a date, time, and place fixed by the President.

Section 4. SPECIAL MEETINGS: Special meetings may be called at any reasonable time upon the call of the Executive Committee or the President or by a one-third vote of the members of the Board of Directors. Notice of a special meeting, which shall describe the purpose of the meeting, shall be mailed to each member at least five days prior to the special meeting.

Section 5. WAIVER OF NOTICE: Whenever a notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to such notice. Any Director attending a meeting without protesting prior to the meeting or at its commencement such lack of notice shall be conclusively deemed to have waived notice of such meeting.

Section 6. QUORUM: The presence of one-third of the Board of Directors at a meeting shall constitute a quorum for the transaction of business. Once a quorum is established, a majority of the votes of those members present shall be necessary for adoption of any matter voted upon, except that Directors shall be elected by a plurality of the votes cast at any election, or, unless the act of a greater number is required by law or these Bylaws. If a quorum shall not be present, the directors present may adjourn the meeting until such time as a quorum is present.

ARTICLE IX - COMMITTEES

Section 1. STANDING COMMITTEES: Standing Committees shall include the Nominating Committee. Program Committee. Recruitment Committee. Finance Committee, and Public Relations Committee.

Section 2. ACTIVE COMMITTEES: An Active Committee is any Standing Committee currently active, and, or, any short-term Committee appointed by the President of the Board of Directors or the Executive Committee.

ARTICLE X - ALUMNI ORGANIZATION

The Leadership Pasco Alumni Organization shall be entitled to adopt Bylaws, which shall govern the Organization. Any provision of said Bylaws that is inconsistent with the Bylaws of Leadership Pasco, shall be null and void.

ARTICLE XI - GENERAL PROVISIONS

Section 1. EXECUTION OF CHECKS/DRAFTS: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time, shall be determined by resolution of the Board of Directors. At all times the then-current President and Treasurer shall be named on the Leadership Pasco bank and/or investment accounts as authorized signatories.

Section 2. FISCAL YEAR: The fiscal year of the Corporation shall be July 1 to June 30. Prior to the end of each fiscal year, a budget of estimated revenues and expenses for the coming year shall be submitted by the Treasurer to the Board of Directors for approval; this budget shall be reviewed quarterly by the Finance Committee and any changes Submitted to the Board of Directors for approval.

Section 3. FUNDS OF THE CORPORATION: All funds of the Corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select; such deposits will be made with institutions fully insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.

Section 4. EXECUTION OF CONTRACTS: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

Section 5. MAINTENANCE OF CORPORATE RECORDS: The Corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and these Bylaws as amended to date. The accounting books, records, and minutes of proceedings of the Board of Directors and any committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be in written or typed form, and the accounting books and records shall be written or typed, or in a form capable of being converted to same.

Section 6. BOND: The Board of Directors may by resolution require any of all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

ARTICLE XII - INDEMNIFICATION

Every Director, Officer or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved by reason of his/her being or having been a Director, or Officer or employee of the Corporation, or any settlement thereof, whether or not he/she is a Director, or Officer or employee at the time such expenses are incurred. The Corporation shall be responsible for maintaining liability insurance for its Directors, officers and employees and general comprehensive insurance as approved, from time to time, by the Board of Directors.

ARTICLE XIII - DISSOLUTION

Upon dissolution of Leadership Pasco Incorporated, any funds not committed will be distributed to an organization or organizations, qualifying as exempt under 501(c)(3).

ARTICLE XIV - PARLIAMENTARY AUTHORITY

When not inconsistent with these bylaws, Roberts Rules of Order-Newly Revised, shall govern at all meetings of this organization.

ARTICLE XV - AMENDMENTS

The Board of Directors may adopt, amend, or repeal the bylaws of the organization upon 20 days written notice to the Directors and a majority vote of those attending any special or regular meeting where there is a quorum.

Adopted by the Leadership Pasco Board of Directors at a properly noticed meeting on the 9th day of July, 2014.